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**Prospectus**  
Dated: 16.02.2024  
(This Prospectus will be updated upon filing with the ROC)  
Please read Section 26 & 32 of Companies Act, 2013  
Fixed Price Issue

**SADHAV SHIPPING LIMITED**  
CIN: U35100MH1996PLC101909

Registered Office	Corporate office	Contact Person	Email and Telephone	Website
521 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai Mh 400009 India	Unit -618, Laxmi Plaza, Bldg No. 9, New Link Road, Near Laxmi Industrial Estate, Andheri West, Mumbai, Maharashtra, 400053, India.	Ms. Madhuri Shrigopal Rathi Company Secretary and Compliance Officer	Email ID: <a href="mailto:cs@sadhav.com">cs@sadhav.com</a> Tel No.: +91 -22-40003355	<a href="http://www.sadhavshipping.com">www.sadhavshipping.com</a>
<b>PROMOTERS OF THE COMPANY</b>				
Mr. Kamal Kant Biswanath Choudhury, Mrs Sadhana Choudhury, Mr. Vedant KamalKant Choudhury and Mr. Subhas Chandra Choudhury				
Type	Fresh Issue Size ₹ In Lakhs	OFS Size ₹ In Lakhs	Total Issue Size ₹ In Lakhs	Eligibility
Fresh Issue	Upto 40,18,800 Equity Shares aggregating to ₹3817.86 Lakhs	NIL	₹ 3817.86 Lakhs	This issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.
<b>RISK IN RELATION TO THE FIRST ISSUE</b>				
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 each and the Issue Price is 9.5 times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no.101 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.				
<b>GENERAL RISKS</b>				
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 this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page no. 21 of this Prospectus.				
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>				
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.				
<b>LISTING</b>				
The Equity Shares offered through this Prospectus are proposed to be listed on the EMERGE Platform of NSE Limited ("NSE"). Our Company has received an In Principal Approval letter dated February 12,2024 from NSE Limited for using its name in this offer document for listing our shares on the EMERGE Platform of NSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the NSE Limited ("NSE").				
<b>LEAD MANAGER TO THE ISSUE</b>				
NAME AND LOGO		CONTACT PERSON	EMAIL & TELEPHONE	
		Mr. Ronak I. Kadri	Email: <a href="mailto:ncmpl@ncmpl.com">ncmpl@ncmpl.com</a> Tel No.: +91 - 22 - 26431002	
<b>REGISTRAR TO THE ISSUE</b>				
NAME AND LOGO		CONTACT PERSON	EMAIL & TELEPHONE	
		Mr. Mukul Agrawal	Email: <a href="mailto:contact@maashitla.com">contact@maashitla.com</a> Tel No. +91-11-45121795-96	
<b>ISSUE OPENS ON</b>			<b>ISSUE CLOSES ON</b>	
February 23,2024			February 27,2024	

**SADHAV SHIPPING LIMITED**

CIN: U35100MH1996PLC101909

Registered Office: 521 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai MH 400009 India

Corporate Office: Unit -618, Laxmi Plaza, Bldg No. 9, New Link Road, Near Laxmi Industrial Estate, Andheri West, Mumbai, Maharashtra, 400053, India.

Tel No.: +91 -22-40003355; Email: [cs@sadhav.com](mailto:cs@sadhav.com); Website: [www.sadhavshipping.com](http://www.sadhavshipping.com)

Contact Person Ms. Madhuri Shrigopal Rath, Company Secretary and Compliance Officer.

Our Promoters: Mr. Kamal Kant Biswanath Choudhury, Mrs. Sadhana Choudhury, Mr. Vedant Kamalkant Choudhury and Mr. Subhas Chandra Choudhury

**THE ISSUE**

INITIAL PUBLIC OFFER OF UPTO 40,18,800 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SADHAV SHIPPING LIMITED (THE "COMPANY" OR "SSL" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ 95 PER SHARE (INCLUDING A SHARE PREMIUM OF ₹ 85 PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING TO ₹ 3817.86 LAKHS ("THE ISSUE"), OF WHICH UPTO 2,02,800 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 38,16,000 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.00% AND 26.59%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE ISSUE PRICE IS 9.5 TIMES OF THE FACE VALUE**

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, 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 to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled "Issue Related Information" beginning on page no. 273 of this Prospectus.

All potential investors shall participate in the Offer only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 284 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

**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 Rs.10 each and the Issue Price is 9.5 times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 101 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 this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page no. 21 of this Prospectus.

**COMPANY'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 offered through this Prospectus are proposed to be listed on the EMERGE Platform of NSE Limited ("NSE"). Our Company has received an In Principal Approval letter dated February 12, 2024 from NSE Limited for using its name in this offer document for listing our shares on the EMERGE Platform of NSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the NSE Limited ("NSE").

**LEAD MANAGER TO THE ISSUE****REGISTRAR TO THE ISSUE**

**ISK ADVISORS PRIVATE LIMITED**  
501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050  
Tel No.: +91 - 22 - 26431002  
Email: [ncmpl@ncmpl.com](mailto:ncmpl@ncmpl.com)  
Website: [www.iskadvisors.com](http://www.iskadvisors.com)  
Investor Grievance Email: [enquiry@ncmpl.com](mailto:enquiry@ncmpl.com)  
Contact Person: Mr. Ronak I. Kadri  
SEBI Registration No. INM000012625

**Maashitla Securities Private Limited**  
451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034  
Tel No.: +91-11-45121795-96  
Email: [contact@maashitla.com](mailto:contact@maashitla.com); Website: <https://maashitla.com/>  
Investor Grievance Email: [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
Contact Person: Mr. Mukul Agrawal.  
SEBI Registration No.: INR000004370

**ISSUE OPENS ON**

February 23, 2024

**ISSUE CLOSES ON**

February 27, 2024

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### General Terms

Term	Description
Sadhav Shipping Limited/ SSL/ The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Sadhav Shipping Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office at 521 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai MH 400009 India
Promoter(s) / Core Promoter	Mr. Kamal Kant Biswanath Choudhury, Mrs. Sadhana Choudhury Mr. Vedant Kamalkant Choudhury and Mr. Subhas Chandra Choudhury.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoter and Promoter Group” on page no. 169 of this Prospectus .

#### Company related Terms

Term	Description
AoA/ Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of SADHAV SHIPPING LIMITED.
Auditor of the Company	Suvarna & Katdare, Chartered Accountants
Audit Committee	The committee of the Board of Directors constituted on October 17, 2023 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013
Board of Directors / Board	The Board of Directors of Sadhav Shipping Limited, including all duly constituted Committees thereof.
Chief Financial Officer	Chief Financial officer of our Company is Mr. Nilakantha Prasad Sahu
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Ms. Madhuri Shrigopal Rathi.
Director(s)	Director(s) of Sadhav Shipping Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company
Group Company	Companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “Our Group Company” beginning on page no. 178 of this Prospectus.
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
ISIN	INE0K5H01010
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations as disclosed in the chapter titled “Our Management” on page no. 154 of this Prospectus .

Term	Description
MOA /Memorandums / Memorandum of Association	Memorandum of Association of Sadhav Shipping Limited.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on October 17, 2023 as our Company's Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013
Registered Office	The Registered Office of our company which is at 521 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai MH 400009 India.
Registrar of Companies / ROC	Registrar of Companies, Mumbai.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted on October 17, 2023 as our Company's Stakeholders' Relationship Committee.
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited i.e. NSE EMERGE.

#### Issue Related Term

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Allotment	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Prospectus.
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled "General Information" on page no. 53 of this Prospectus
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being February 13,2024.
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 "Issue Procedure" beginning on page no. 284 of this Prospectus.

Term	Description
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Business Day	Monday to Friday (except public holidays)
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL
Depositories Act	The Depositories Act, 1996, as amended from time to time
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Issue Account.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Designated CDP Locations	Such locations of the CDPs where Applicants 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 websites of the Stock Exchange
Designated Market Maker	Sunflower Broking Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated RTA Locations	Such locations of the RTAs where Applicants 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
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
Designated Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of NSE Limited.
Prospectus	This Prospectus dated February 16 ,2024 issued in accordance with the SEBI ICDR Regulations.

Term	Description
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Agreement	Agreement dated February 13, 2024 entered into amongst the Company, Lead Managers, the Registrar and the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled "Objects of the Issue" beginning on page no. 87 of this Prospectus
Issue/ Issue Size / Public Issue/ IPO	This Initial Public Issue of upto 40,18,800 Equity Shares of ₹ 10 each for cash at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per equity share aggregating to ₹ 3817.86 lakhs by our Company.
Issue Closing date	The date on which the Issue closes for subscription being February 27, 2024.
Issue Opening date	The date on which the Issue opens for subscription being February 23, 2024
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Lead Managers under this Prospectus being ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share.
LM's / Lead Managers	Lead Managers to the Issue, is ISK Advisors Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and NSE Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 1200 and in multiples of 1200 thereafter; subject to a minimum allotment of 1200 Equity Shares to the successful applicants.
Market Maker Reservation Portion	The Reserved portion of upto 2,02,800 Equity shares of ₹10 each at an Issue Price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) aggregating to ₹ 192.66 lakhs for Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Managers and our Company dated November 9, 2023.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on October 17, 2023 in accordance with the requirements of the SEBI ICDR Regulations.
Net Issue	The Net Issue of upto 38,16,000 Equity Shares of ₹ 10 each at ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share aggregating to ₹ 95 by our Company.
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
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.

Term	Description
Prospectus	The Prospectus dated February 16, 2024 to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI
Qualified Institutional Buyers / QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being ICICI Bank limited.
Registrar Agreement	The agreement dated October 12, 2023 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar/ Registrar to the Issue	Registrar to the Issue being Maashitla Securities Private Limited
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	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s)  QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services, i. in relation to ASBA where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and ii. in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	ISK Advisors Private Limited & Sunflower Broking Private Limited.
Underwriting Agreement	The Agreement among the Underwriters and our Company dated November 9, 2023.
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).



Term	Description
UPI ID Linked bank account	Account of the RIIs, applying in the Issue using the UPI mechanism, which will be blocked upon acceptance of UPI Mandate request by RIIs to the extent of the appropriate Application Amount and subsequent debit of funds in case of Allotment
UPI Mandate Request	Mandate request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment
UPI Mechanism	Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

#### Technical / Industry related Terms

Term	Description
CAGR	Compound Annual Growth Rate
CSO	Central Statistics Office
CV	Commercial Vehicle
EBITDA	Earnings Before interest Tax, Depreciation and Amortization
EU	European Union
F.Y	Financial Year
FDI	Foreign Direct Investment
FIPB	Foreign Investment Promotion Board
FODP	Fiber Optic Distribution Panel
GDP	Gross Domestic Products
GST	Goods and Services Tax
IMF	International Monetary Fund
IPO	Initial Public offer
KG	Kilo Gram
KM	Kilo Metres
KMP	Key Managerial Personnel
LED	Light Emitting Diode
MoEF	Ministry of Environment, Forest and Climate Change
MW	Mega Watts
No	Number
NPB	National Policy on Biofuels
NSGM	National Smart Grid Mission
OECD	Organisation for Economic Co-operation and Development
OEM	Original Equipment Manufacturer
OFC	Optical Fiber Cable
RBI	Reserve Bank of India
REC	Renewable Energy Certificate
ROC	Registrar of Companies
RPO	Renewable Purchase Obligation
TWh	Terawatt-hour
UN	United Nations
USD	United States Dollar

Term	Description
UT	Union Territories

#### Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant’s beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CY	Calendar Year
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant’s identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder

Term	Description
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
Fugitive economic offender	"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)
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HNIs	High Net worth Individuals
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KM / Km / km	Kilo Meter
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MOF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NRE Account	Non-Resident External Account
NRIIs	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than

Term	Description
	60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / M	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UPI	Unified Payments Interface
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax

<b>Term</b>	<b>Description</b>
VCF / 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.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

## CERTAIN CONVENTIONS;

### PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

#### CERTAIN CONVENTIONS

All references to “India” contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

#### FINANCIAL DATA

Unless stated otherwise, the financial data in this Prospectus are derived from our Audited Financial Statements as on 30<sup>th</sup> September, 2023 and for the Fiscal Years ended March 31, 2023, 2022 and 2021 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and Guidance Note on “Reports in Company Prospectus(Revised 2019)” issued by ICAI, as stated in the report of our Statutory Auditor, as set out in the chapter titled “Financial Statements as Restated” beginning on page no.181 of this Prospectus . Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Prospectus, any discrepancy in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, 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 practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS 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 the section titled “Risk Factors”, chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page nos. 21 ,121 and 233 of this Prospectus , respectively, and elsewhere in this Prospectus , unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

#### Currency, Units of Presentation and Exchange Rates

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

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

## DEFINITIONS

For definitions, please see the Chapter titled “*Definitions and Abbreviations*” on page no. 1 of this Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page no. 321 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## INDUSTRY AND MARKET DATA

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. 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 industry sources.

## FORWARD-LOOKING STATEMENTS

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

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

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The COVID-19 pandemic or any future pandemic or widespread public health emergency could adversely affect our business, results of operations, financial condition and cash flows
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in steel furniture accessories industry.
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other Countries;
- Conflict of Interest with affiliated companies, the promoter group and other related parties
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business.
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Failure to successfully upgrade our products and service portfolio, from time to time;
- Inability to adequately protect our trademarks and
- Changes in consumer demand



For further discussions of factors that could cause our actual results to differ, please see the section titled *“Risk Factors”*, chapters titled *“Our Business”* and *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* beginning on page nos. 21,121 and 233 Of this Prospectus, respectively.

By their nature, certain 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. Forward-looking statements speak only as of this Prospectus. Our Company, our Directors, the Lead Managers, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company and the Lead Managers will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.

## SECTION II OFFER DOCUMENT SUMMARY

### SUMMARY OF BUSINESS

Our Company was originally formed and registered as a Private Limited under the Companies Act, 1956 (“Companies Act”) in the name and style of “Homa Offshore & Shipping Company Private Limited”, pursuant to a Certificate of Incorporation dated August 16, 1996 issued by Registrar of Companies, Mumbai, Maharashtra. Later on, our company changed its name from “Homa Offshore & Shipping Company Private Limited” to “Sadhav Shipping Company Private Limited” and Certificate of Incorporation was issued on March 31, 1999, by Registrar of Companies, Mumbai, Maharashtra. Our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on March 11, 2006 and the name of our Company was changed to “Sadhav Shipping Company Limited”. A fresh Certificate of Incorporation dated March 21, 2006 was issued consequent upon conversion from private limited company to public limited company. Later on, the name of our Company was changed from “Sadhav Shipping Company Limited” to “Sadhav Shipping Limited” and fresh certificate of incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra dated March 28, 2006. The Corporate Identification Number of our Company is U35100MH1996PLC101909.

Sadhav Shipping Limited (SSL)- Mumbai based company incorporated in year 1996 with an objective to own and operate marine assets to service ports, coastal logistics and other port maritime related services. Today SSL owns and operates 24 vessels that includes 19 owned vessels and 5 rented vessels, in various sectors of maritime trade in India. With modern Dynamic Positioning offshore fleet and dedicated onboard and shore crew SSL is committed to provide best in class services to our clients. Sadhav Shipping Limited was the first to setup and operate India’s first Port based Tier 1 Oil Spill\* Response Centre in Mumbai and are now operating in most of the Major Ports in India. The services offered by us are Offshore Logistics, Port Services and Oil Spill Response.

Sadhav Shipping Ltd., supports the exploration & production of Oil & Gas in offshore fields. Our 4 DP Anchor Handling Tugs cum Supply Vessels (AHTSV’s) carry out the following duties:

- Towing of Offshore assets
- Supply of Drilling materials including casing pipes, cement, baryte, drill water, brine etc.
- Participation in Search & Rescue Duties
- Transportation of men & material to offshore locations
- Other duties as guided by the charterer and within the scope of work.

**\*Sources:**

(1) *Indian Express Online Article dated 07.09.2014*

(<https://indianexpress.com/article/cities/mumbai/within-six-months-mumbai-harbour-to-have-facilities-to-combat-oil-spills-of-up-to-700-tonnes/>)

(2) *Jagran Josh News online dated. 07.12.2015* (<https://www.jagranjosh.com/general-knowledge/tieri-oil-spill-response-centre-mumbai-and-jnpt-harbour-1441623371-1>).

### SUMMARY OF INDUSTRY

In FY22, major ports in India handled 720.29 million tonnes of cargo traffic as compared to 671.82 million tonnes cargo handled during April-March 2020-21. From April 2022 to January 2023, all key ports in India handled a total of 646.10 million tonnes (MT) of cargo traffic. India’s key ports had a capacity of 1,598 million tonnes per annum (MTPA) in FY22. From April-October 2022, all key ports in India handled 446.01 million tonnes (MT) of cargo traffic as compared to 406.73 million tonnes cargo traffic handled during April-October, 2021-22. In FY22, all key ports in India handled 720.29 million tonnes (MT) of cargo traffic. India's

merchandise exports in FY22 were at US\$ 417.81 billion, up 43.18% from US\$ 291.81 billion in the previous year. Thus, for more details about our industry refer to “Section – VI About the Company” of this Prospectus (Source: Indian Brand Equity Foundation (IBEF), <https://www.ibef.org/industry/indian-ports-analysis-presentation>)

## OUR PROMOTERS

Our Company is promoted by Mr. Kamal Kant Biswanath Choudhury, Mrs. Sadhana Choudhury Mr. Vedant Kamalkant Choudhury and Mr. Subhas Chandra Choudhury.

## THE ISSUE

Issue of upto 40,18,800 Equity Shares of ₹ 10 each (“Equity Shares”) of SADHAV SHIPPING LIMITED (“SSL” or the “Company”) for cash at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share (the “Issue Price”), aggregating to ₹ 3817.86 (“the Issue”), of which upto 2,02,800 equity shares of ₹ 10 each for cash at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share will be reserved for subscription by Market Makers to the Issue (the “Market Maker Reservation Portion”). The Issue less Market Maker Reservation Portion i.e. Issue of upto 38,16,000 equity shares of ₹ 10 each is hereinafter referred to as the “Net Issue”. The Issue and the Net Issue will constitute 28.00% and 26.59%, respectively of the Post Issue paid up equity share capital of the Company.

## OBJECT OF THE ISSUE

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

Sr. No.	Particulars	Amount	% of Net Proceeds
1	Repayment / Prepayment, in part or full of certain outstanding borrowings availed by our Company	800.00	22.07%
2	Part funding of Capital Expenditure to Purchase/ Acquire additional Boats/ vessels	1,550.00	42.76%
3	Additional Working Capital Requirement	800.00	22.07%
4	General Corporate Purpose	475.20	13.10%
<b>Net Proceeds – Total</b>		<b>3625.20</b>	<b>100%</b>

₹ in lakhs)

## PRE-ISSUE SHAREHOLDING OF OUR PROMOTER AND PROMOTER GROUP

Set forth is the Pre-Issue shareholding of our Promoter and Group as a percentage of the paid-up share capital of the Company.

Category of Promoter	Pre-Issue	
	No. of Shares	As a % of Pre-Issued Equity
<b>A. Promoter</b>		
Mr. Kamal Kant Biswanath Choudhury	65,29,317	63.18%
Mrs. Sadhana Choudhury	25,86,010	25.02%
Mr. Vedant kamalkant Choudhury	5,88,245	5.69%
Mr. Subhas Chandra Choudhury*	0	0.00%
<b>Total (A)</b>	<b>97,03,572</b>	<b>93.90%</b>

<b>B. Promoter Group (Family Member of Promoters)</b>		
Ms. Devahuti Choudhury	2,62,245	2.54%
<b>Total (B)</b>	<b>2,62,245</b>	<b>2.54%</b>
<b>Total Promoter /Promoter Group Shareholding (A+B)</b>	<b>99,65,817</b>	<b>96.44%</b>
<b>C. Public/Others</b>		
Mr. Kalyan Kumar Jena	1,050	0.01%
Mr. Sanjivan R Sontakke	3,150	0.03%
Ms. Suchita Shirodkar	1,050	0.01%
Mr. Nilakantha Prasad Sahu **	2,100	0.02%
M/s. Polaris Marine Engg. P. Ltd	47,166	0.46%
Ms. Mumukshu Mohanty	1,050	0.01%
Mr. Vikram Kumar	54,376	0.53%
Mr. Shashank Chaturvedi	1,23,589	1.20%
M/s. G Trading India Pvt Ltd	32,620	0.32%
M/s. NPRS Financial Services Pvt Ltd	82,075	0.79%
Mr. Pradeep Kumar	19,775	0.19%
<b>Total (C)</b>	<b>3,68,001</b>	<b>3.56%</b>
<b>Total (A+B+C)</b>	<b>1,03,33,818</b>	<b>100.00%</b>

\* Mr. Subhas Chandra Choudhury does not have any shares.

\*\*Mr. Nilakantha Prasad Sahu is Chief Financial Officer (CFO) of the company. Other public shareholders are not having fiduciary relations with directors, group companies or any other entities controlled or influenced by the promoters or directors of issuer.

#### Summary of Restated Financial Statement

( ₹ in lakhs)

Particulars	As on 30 <sup>th</sup> September,2023	For the year ended March 31		
		2023	2022	2021
Share Capital	295.25	295.25	295.25	295.25
Reserves & Surplus	4,206.18	3,799.21	3,208.26	2,910.36
<b>Net-Worth</b>				
Total Revenue	3,368.91	7,780.84	6,955.33	6,057.02
Profit After Tax	406.97	775.44	300.93	330.77
<b>Earnings Per Share</b>				
Basic & Diluted (Pre Bonus)	13.78	26.26	10.19	11.20
Basic & Diluted (Post Bonus)	3.94	7.50	2.91	3.20
Net Asset Value Per Share – Based on actual no. of equity shares at the end of the year.	152.46	138.68	118.66	108.57
Net Asset Value Per Share (Post bonus)	43.56	39.62	33.90	31.02
Total Borrowings	6681.84	5527.45	2083.08	1776.04

#### QUALIFICATIONS BY AUDITOR

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

#### SUMMARY OF OUTSTANDING LITIGATION ARE AS FOLLOWS

A summary of the outstanding proceedings involving our Company as disclosed in this Prospectus, to the extent quantifiable, have been set out below

Name of Entity/ Promoter/ Director	Criminal Proceedings/ Aggregate amount involved	Tax Proceedings/ Aggregate amount involved	Actions by statutory or regulatory authorities/ Aggregate amount involved	Civil Litigations/ Aggregate amount involved /Other
<b>Company</b>				
By our Company	NIL	NIL	NIL	NIL
Against our Company	Rs. 1,20,000 (Matter is settled and accordingly may be disposed.)	NIL	NIL	1.USD 273,061.44/- 2. USD 255,060.45/- 3. Rs. 32,23,575/- 4. Amount not quantifiable 5.. Amount not quantifiable
<b>Directors/Promoters/Company</b>				
By our directors	NIL	NIL	NIL	NIL
Against our directors /promoters/company	NIL	NIL	NIL	Rs.32,23,575

For further details in relation to legal proceedings involving our Company, Subsidiaries, Promoters and Directors, refer chapter titled "Outstanding Litigation and Other Material Developments" page no. 248 of this Prospectus.

Investors should read chapter titled "Risk Factors" beginning on page no. 21 of this Prospectus to get a more informed view before making any investment decisions.

#### SUMMARY OF CONTINGENT LIABILITIES

Summary table of our contingent liabilities as indicated in our Restated Financial Statements and also certified by our statutory auditors is as follows:

(₹.in lakhs)

Particulars	As on 30 <sup>th</sup> September,2023	As at March 31,		
		2023	2022	2021
Bank Guarantee	1078.67	1012.30	1079.89	1163.10
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	130.24	259.26	Nil	Nil

For further information, please refer *Financial Information* on beginning of page no. 181 of this Prospectus.

#### SUMMARY OF RELATED PARTY TRANSACTIONS

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

Particulars	As on 30 <sup>th</sup> September, 2023	For the year ended March 31,		
		2023	2022	2021
<b>1) Unsecured Loan</b>				
Opening	157.23	142.52	56.13	166.93
Loan Taken in Current F.Y.	363.70	182.70	127.01	42.50
Repayment of loan in Current F.Y.	50.71	167.99	40.62	153.30
Closing balance	470.22	157.23	142.52	56.13
<b>2) Salary</b>				
<b>Relative of KMP</b>	3.00	5.28	4.82	9.28
Key Managerial Personnel Other Than MD/Manager/WTD	35.40	68.20	58.80	54.52
<b>3) Rent</b>				
<b>Relative Of KMP</b>	-	-	-	-
Key Managerial Personnel Other Than MD/Manager/ WTD	-	-	-	-
<b>4) Dividend</b>	-	-	-	-
<b>5) Issue of Bonus Shares*</b>				
<b>No. of Shares</b>	-	-	-	-
<b>Amount(₹)</b>	-	-	-	-

\*Pursuant to Extra Ordinary General Meeting(EGM) held on 27<sup>th</sup> October 2023, our company has issued bonus of 73,81,299 shares in the ratio of 2.5 equity shares for every 1 equity share held to all the existing shareholders of the Company.

For further information, please refer *Financial Information* on page no. 181 of this Prospectus

## FINANCING ARRANGEMENTS

There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Prospectus.

## COST OF ACQUISITION OF EQUITY SHARES BY OUR PROMOTERS

The weighted average price of acquisition of Equity Shares by our Promoters in last one year is:

Sr. No.	Promoter	No. of Equity Shares Acquired in the last one year	Weighted Average Cost per Equity Share (in ₹) *
1	Mr. Kamal Kant Biswanath Choudhury	46,80,465	0.55
2	Mrs. Sadhana Choudhury	18,47,150	Negligible
3	Mr. Vedant Kamalkant Choudhury	4,37,535	6.11
4	Mr. Subhas Chandra Choudhury	0	N.A.

\*The weighted average cost of acquisition of Equity Shares for last one year by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

**Note:** For further details refer chapter titled "Capital Structure" beginning on page no. 64 of this Prospectus.

- The average cost of acquisition of Equity Shares by our Promoters is:

Promoter	No. of Shares held	Average cost (₹)
Mr. Kamal Kant Biswanath Choudhury	65,29,317	14.79 /-
Mrs. Sadhana Choudhury	25,86,010	7.02 /-
Mr. Vedant Kamalkant Choudhury	5,88,245	31.83 /-
Mr. Subhas Chandra Choudhury	0	N.A.

- Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.
- Equity Shares for consideration other than cash in last one year:

Except as mentioned below, our Company has not issued any Equity Shares in the year preceding the date of this Prospectus, which may be at a price lower than the Offer price.

Date Of Allotment	No. Of Equity Shares Allotted	Face Value (₹)	Issue Price(₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
October 27,2023	73,81,299	10	N.A	Bonus Issue	15	Expansion of capital

**Note:** For further details refer chapter titled “Capital Structure” beginning on page no. 64 of this Prospectus. Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus.

## SECTION III RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page nos. 121 and 233 of this Prospectus respectively as well as other financial and statistical information contained in this Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

*This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.*

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

### INTERNAL RISK FACTORS

1. ***There are outstanding legal proceedings involving our Company which may adversely affect our business, financial condition and results of operations.***

There are proceedings pending at different levels of adjudication before various courts, enquiry officers and appellate forums. Such proceedings could divert management's time, attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition, and results of operations. A summary of the outstanding proceedings involving our Company as disclosed in this Prospectus, to the extent quantifiable, have been set out below



Name of Entity/ Promoter/ Director	Criminal Proceedings/ Aggregate amount involved	Tax Proceedings/ Aggregate amount involved	Actions by statutory or regulatory authorities/ Aggregate amount involved	Civil /Other Litigations/ Aggregate amount involved
<b>Company</b>				
By our Company	NIL	NIL	NIL	NIL
Against our Company	Rs. 1,20,000 (Matter is settled and accordingly may be disposed.)	NIL	NIL	1.USD 273,061.44 2.USD 255,060.45 3. Rs. 32,23,575/- 4.Amount not quantifiable 5.Amount not quantifiable
<b>Directors/Promoters/Company</b>				
By our directors	NIL	NIL	NIL	NIL
Against our directors /promoters/company	NIL	NIL	NIL	Rs.32,23,575

Orders passed in such proceedings adverse to our interests may affect our reputation and standing and may have a material adverse effect on our business, results of operations and financial condition. For further details, please refer "Outstanding Litigation and Material Developments" beginning on page 248 of this Prospectus.

**2. 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 shipline, NVOCC 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.

**3. Our company may incur penalties or liabilities for non-compliance or delay in compliance with certain provisions of GST Act, Income tax and other applicable laws in the last Three years and in stub period.**

Our company has incurred penalties or liabilities for non-compliance or delay with compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/non-filing of e-forms under applicable acts in the past years. Such non-compliance or delay with compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/non-registration may incur penalties or liabilities which may affect the results of operations and financial conditions of the company in near future. The details of late filing in past years are given below:

Financial Year	Return Type	Return Period	Due date	Filing Date	Delayed No. of days
<b>GST ACT</b>					
2020-21	GSTR-3B	April	20/05/2020	21/07/2020	62
		May	20/06/2020	30/07/2020	40
		June	20/07/2020	12/09/2020	54
		July	20/08/2020	5/10/2020	46
		August	20/09/2020	13/10/2020	23
		September	20/10/2020	12/11/2020	23
		October	20/11/2020	5/12/2020	15
		November	20/12/2020	5/01/2021	16
		December	20/01/2021	1/02/2021	12
		January	20/02/2021	9/03/2021	17
		February	20/03/2021	25/03/2021	5
		March	20/04/2021	5/06/2021	46
2021-22	GSTR-3B	April	20/05/2021	18/06/2021	29
		May	20/06/2021	10/07/2021	20
		June	20/07/2021	30/07/2021	10
		July	20/08/2021	28/08/2021	8
		August	20/09/2021	29/09/2021	9
		September	20/10/2021	27/10/2021	7
		October	20/11/2021	02/12/2021	12
		November	20/12/2021	24/12/2021	4
		December	20/01/2022	01/02/2022	12
		January	20/02/2022	25/02/2022	5
		February	20/03/2022	24/03/2022	4
		March	20/04/2022	26/04/2022	6
2022-23	GSTR-3B	April	20/05/2022	24/05/2022	4
		May	20/06/2022	23/06/2022	3
		June	20/07/2022	22/07/2022	2
		July	20/08/2022	22/08/2022	2
		August	20/09/2022	23/09/2022	3
		September	20/10/2022	01/11/2022	12
		October	20/11/2022	29/11/2022	9
		November	20/12/2022	29/12/2022	9
		December	20/01/2023	27/01/2023	7
		January	20/02/2023	23/02/2023	3
		February	20/03/2023	27/03/2023	7
		March	20/04/2023	28/04/2023	8
2023-24	GSTR-3B	April	20/05/2023	30/05/2023	10
		May	20/06/2023	01/07/2023	11
		June	20/07/2023	01/08/2023	12

<b>TDS Return</b>					
2020-21	Form 24Q	Qtr-2	31/10/2020	21/01/2021	82
		Qtr-4	31/05/2021	08/07/2021	38
	Form 26Q	Qtr-4	31/05/2021	30/06/2021	30
	Form 27Q	Qtr-2	31/10/2020	21/01/2021	82
		Qtr-4	31/05/2021	30/06/2021	30
2022-23	Form 24Q	Qtr-4	31/05/2023	01/06/2023	1
<b>EPF/ESIC</b>					
2020-21	PF	November-20	15/12/2020	18/12/2020	3
		October – 20	15/11/2020	20/11/2020	5
		May – 20	15/06/2020	17/06/2020	2
		April - 20	15/05/2020	04/06/2020	20
		June – 20	15/07/2020	16/07/2020	1
2021-22	PF	April-21	15/05/2021	17/05/2021	2
		May-21	15/06/2021	19/06/2021	4
		June-21	15/07/2021	30/07/2021	15
		August-21	15/09/2021	20/09/2021	5
		November-21	15/12/2021	18/12/2021	3
		January-22	15/02/2022	22/02/2022	7
2022-23	PF	April-22	15/05/2022	16/05/2022	1
2020-21	ESIC	October -20	15/11/2020	17/11/2020	2
		November -20	15/12/2020	17/12/2020	2
		January – 21	15/02/2021	18/02/2021	3
2021-22	ESIC	April-21	15/05/2021	21/05/2021	6
		May-21	15/06/2021	19/06/2021	4
		July-21	15/08/2021	16/08/2021	1
		August-21	15/09/2021	20/09/2021	5
		October-21	15/11/2021	19/11/2021	4
		November-21	15/12/2021	18/12/2021	3
		December –21	15/01/2022	20/01/2022	5
		January-22	15/02/2022	22/02/2022	7
		March-22	15/04/2022	05/05/2022	20
2022-23	ESIC	April-22	15/05/2022	16/05/2022	1

Our company in the last three years have been issued notices from GST for delay in payment and filing of the returns. The details of the notices and current status of the same is mentioned in the table below

Branch Office	F.Y.	CGST	SGST	IGST	Total	Reason for Demand	Status
SSL Mumbai	2017-18	29,629.00	29,629.00	1,98,515.00	2,57,773.00	Interest Levied For Delay Return Filing	Paid on 01/02/21 of Rs 2,57,773/-
SSL Mumbai	2018-19	1,311.00	1,311.00	3,37,427.00	3,40,049.00	Interest Levied For Delay Return Filing	Paid on 04/02/21 of Rs 340,050/-
SSL Mumbai	2019-20	17,548.00	17,548.00	5,70,179.00	6,05,275.00	Interest Levied For Delay Return Filing	Paid on 04/02/21 of Rs 618,907/-
SSL Odisha	2018-19	37,913.00	43,290.00	3,193.00	84,396.00	Interest Levied For Delay Return Filing	Paid on 10/11/22 of Rs 84,396/-
SSL Odisha	2019-20	4,796.60	6,753.30	6,753.30	18,303.20	Interest Levied For Delay Return Filing	Paid on 10/11/22 of Rs 18,303/-
SSL Odisha	2020-21	34,558.30	40,465.40	2,855.70	77,879.40	Interest Levied For Delay Return Filing	Paid on 10/11/22 of Rs 77,879/-
SSL Odisha	2021-22	14,826.00	17,538.00	-	32,364.00	Interest Levied For Delay Return Filing	Paid on 21/07/23 of Rs 32,364/-

It cannot be assured, that there will not be such instance in the future, or our company will not commit any further delays or defaults in relation to its statutory filing requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our financial results and operational position.

**4. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the Companies Act and other applicable laws in the last three Years.**

Our Company may incur penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under Companies Act 2013 and other laws applicable to it in the past years. Such non-compliances/delay Compliances/ erroneous filing/ Non-Filing/ Non-Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions.

Following is the list of revised Forms filed with ROC for which the company has paid late filing fees /penalties:

Sr No.	Form	Date of Revised filing	Reason of Revised filing	Additional fees for revised/late filing
1.	MGT-7 (2019-2020)	10/10/2023	Erroneous filing	₹ 96,000
2.	MGT-7 (2020-2021)	11/10/2023	Erroneous filing	₹ 62,600
3.	MGT-7 (2021-2022)	11/10/2023	Erroneous filing	₹ 32,200

No show cause notice in respect to the above has been received by our company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instance in the future, or our company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our financial results and operational position.

5. *The deployment of the Net Proceeds from the Issue is based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company's management will have flexibility in utilizing the Net Proceeds from the Issue.*

Our Company intends to use the Net Proceeds of the Issue towards part funding of capital expenditure to purchase/modify vessels/boats and for meeting additional working capital requirements as described in "Objects of the Issue" on page no. 87 of this Prospectus. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹ 100 Crores. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Issue.

We propose to avail term loan of USD 5.88 million from Indian Exim Bank (IEB) for balance funding of second hand (2021 make) passenger vessel. IEB has agreed in principle to process above loan vide its latter dated November 7, 2023. Further, Indian Exim Bank (IEB) has issued sanction letter dated January 10, 2024 for term loan of USD 5.88 Million.

Any delay in disbursement by the Bank (IEB) or delay in delivery of passenger vessel may delay in acquiring the vessel and putting into use said vessel which may affect our business operations and profitability.

Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Further, estimates of certain costs are based on quotations received from various vendors from time to time. We have entered into Memorandum of Agreement (MOA) dated October 18, 2023 with supplier of Vessel "Pelican Conquest" to purchase the said vessel as mentioned in Chapter –"Object of the issue". Except MOA to purchase the vessel, we have not entered into any definitive agreements with any other vendors for modification of the vessel and there can be no assurance that the same vendor would be engaged to eventually supply the above-mentioned items at the same costs.. We may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. Additionally, various risks and uncertainties, including those set forth in this section "Risk Factors", may limit or delay our Company's efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business.

6. *Our revenue and profits are largely dependent on chartering/ hire of vessels.*

Substantial revenue from operations and profit of our company are attributable from vessels chartering activity. Any damage or loss to vessels could result in operational loss to our company. A substantial portion of our revenue comes from winning of tenders of Government Company or ports. There may be circumstances where our existing agreements does not get renewed or may be terminated due to failure to meet the requirements of conditions of the agreements resulting into vessels remaining idle or is not in use. The timing of vessels will be rented is uncertain and outside our control. These processes can be impacted by a wide variety of factors including government approvals, financing contingencies, environmental conditions and overall market and economic conditions. Because a significant portion of our revenue is generated from rental of vessels, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when vessels remain not in use.

7. **There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.**

The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

8. ***Our Company operates under several statutory and regulatory permits, licenses, registrations, and approvals. Our failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on our business operations***

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Our Company is required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals.

Also, we are yet to obtain approvals in respect of the barges acquisition of which is one of the objects of the issue and the same shall be applied and obtained in course of time. Failure by our Company to apply in time, renew, alter, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company's operations and may have a material adverse effect on the business. For details, please refer to chapter titled "Government and Other key Approvals" beginning on page 254 of this Prospectus

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

As of September 30, 2023, we have ₹ 6681.84 Lakhs of outstanding debt as per restated financials of the Company.

Our level of indebtedness has important consequences to us, such as:

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- Affecting our credit rating;
- Limiting our ability to borrow more money both now and in the future; and
- Increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest.

**10. Our lenders have charge over our movable and immovable properties in respect of finance availed by us.**

We have secured outstanding debt of ₹ 4771.03 Lakhs as on September 30, 2023 and we have secured our lenders by creating charge over our movable and immovable properties. In the event we default in repayment of the loans availed by us and any interest thereof, our properties may be forfeited by lenders. It may have a material adverse effect on the business, cash flows and financial condition of our company. For further information on the financing and loan agreements along with the total amounts outstanding, please refer to section titled “Restated Financial Information” on page 181 of this Prospectus

**11. Our company has availed credit facility from banks, and it is subject to certain restrictive covenants. Any Delay in issuing No Objection Certificate for the proposed issue may delay our proposed Initial public offering.**

As on date of this Prospectus, we avail credit facilities from various Banks and Financial Institutions. We have entered into mortgage agreement with our lender and the covenants in borrowings from bank / lenders, among other things require us to obtain prior permissions in writing in respect of, including, but not limited to effecting any change in the management/Board of the Company, declaration of dividend, capital structure of the Company; undertake any new project, implement any scheme of expansion or acquire fixed assets, enter into borrowing arrangement either secured or unsecured with any other bank/financial institution/Company or otherwise, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc. We have applied to our lenders for No Objection Certificate (NOC) for our proposed Initial Public offer, for which their NOC is awaited. In an event, Lender’s delay in granting their NOC, it will delay our proposed Initial public offering which may delay our Schedule of Implementations and consequently impact our functioning to that extent.


**12. Our Top 5 customers contribute a significant portion of our revenue from operations**

As per our current nature of business model, our company generate majority of our revenue from top 5 customers. Top five customers of our company for the period ended on September 30, 2023 contributed for 21,77,21,769/- (64.63% of Total Revenue) while for the financial year ended 2022-23, 2021-22 and 2020-21 contributed for 69,69,45,237/-(89.57% of Total Revenue), 58,48,93,852(84.09% of Total Revenue), 49,76,12,571(82.15% of Total Revenue) respectively for all three years of our sales. Although, we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, we cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenue and operations. However, the composition and revenue generated from their customers might change as we continue to add new customers in the normal course of business.

The details of the same is mentioned in the table below:

Particulars	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Top 1 Customers (%)	43.22%	57.81%	52.60%	45.64%
Top 3 Customers (%)	61.25%	84.42%	81.55%	78.40%
Top 5 Customers (%)	64.63%	89.57%	84.09%	82.15%

- 13. *The Logo used by our Company is currently under process of registration under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.***

Presently, our Company is using logo  and we have applied for registration of the same under the Trade Marks Act, 1999. The trademark is not granted/approved as on date and we do not enjoy the statutory provisions that are accorded to a registered trademark. The use of our logo by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. There can be no assurance that our trademark application will be approved. Third parties may also oppose our trademark applications, or otherwise challenge our use of the logo. In the event that our logo is successfully challenged, we could be forced to rebrand our products, which could result in loss of brand recognition, and could require us to devote resources advertising and marketing new brand.

- 14. *Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

Our business and assets could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. There can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by our Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

- 15. *Our success largely depends on our ability to attract and retain our Key Managerial Personnel. Any loss of our Key Managerial Personnel could adversely affect our business, operations and financial condition.***

Our Company is depending significantly on the expertise, experience, and continued efforts of our Key Managerial & Production Personnel. If one or more members of our Key Managerial Personnel are unable or unwilling to continue in his/her present position, it may be difficult to find a replacement, and business might thereby be adversely affected. Our industry requires personnel with specific technical knowledge and experience.

Competition for Key Managerial & Production Personnel in our industry is intense and it is possible that our Company may not be able to retain existing Key Managerial Personnel or may fail to attract/ retain new employees at equivalent positions in the future. As such, loss of Key Managerial Personnel could adversely affect our business, results of operations and financial condition. For further details on the key managerial personnel of our Company, please refer to the chapter titled "Our Management" beginning on page no.154 of this Prospectus .

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



Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration, rent, incentives or benefits and reimbursement of expenses. We cannot assure you that our directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

**17. *Certain unsecured loans availed by us from our Promoter Directors and relative of Director may be recalled at any time. This may affect our business and financial conditions adversely.***

We have availed unsecured loans from our Promoter Directors, as on 30<sup>th</sup> September, 2023 of ₹ 470.22 lakhs and which may be recalled at any time. Any such recall by the Promoter Directors would have an adverse impact on our cash flows as well as the finance available for the purposes of running our business. Further, such a recall could also result in a breach of the financial covenants undertaken by us while procuring secured loans from banks and financial institutions which require us to maintain these unsecured loans thereby, leading to a termination of one or more of our credit facilities, triggering cross default provisions, penalties and acceleration of amounts due under such facilities which may adversely affect our business, financial condition and results of operations. For further details, see “Financial Indebtedness” on page no. 243 of this Prospectus.

**18. *Our Company if not able to manage our growth or to successfully implement our business plan could have an effect on our business, results of operations and financial condition.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and Increasing Operational efficiency. For further details, see the section titled “Our Business” on page no. 121 of this Prospectus. Our success in implementing our growth strategies may be affected by:

- Our ability to identify new markets to expand;
- Our ability to maintain the quality of our Services;
- Changes in the Indian regulatory environment in field

If our Company is not able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could impact our results of operations. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have an effect on our business, financial condition and profitability.

**19. *Our Promoters and Promoter Group will continue to retain majority shareholding after the Issue, which will allow them to exercise significant influence and potentially create conflicts of interest.***

Our Promoter and Promoter Group may beneficially own approximately 69.44% of our post-Issue equity share capital. As a result, the Promoter Group may have the ability to control our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of

dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. In addition, for so long as the Promoter Group continues to exercise significant control over the Company, they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. The Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

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

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

**21. *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 additional 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 no. 87 of this Prospectus .

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

Our Company is engaged in business of chartering of vessels. Our business activities attract 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.

**23. *We may not be able to sustain effective implementation of our business and growth strategies.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in the future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long-term business outlook. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

**24. *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 this 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 no. 110 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.

**25. *Fluctuations in vessel prices may adversely affect our financial condition and results of operations.***

We experience fluctuations in the purchase price of new and secondhand vessels which are affected by general economic and market conditions affecting the shipping industry, competition from other shipping companies, types and sizes of vessels and other modes of transportation. Our contracts for new building vessels do not provide for purchase price adjustments based on fluctuations in the market price of new building vessels. As a result, we may become contractually obligated to purchase a vessel in periods where vessel prices were high but take delivery of such vessel when vessel prices have declined, so that the market value of the vessel is below the amount we paid. If the written down value is higher than the market price and the present value of the future earning potential is not greater than the written down value, we may be required to recognize the vessel as "impaired" and take a charge for the amount of the impairment against our earnings.

In addition, as our vessels become older, they generally decline in value. Declining vessel values could affect our ability to raise cash by limiting our ability to refinance our vessels, thereby adversely impacting our liquidity. If any vessel is placed as security for our financing arrangements, and there is a drop in the value of such vessel to the extent that such value falls below the acquisition price, we may be required to provide additional security in order to maintain such financing arrangements. Failure to do so may result in such financing arrangement being terminated, and there is no assurance that we will be able to obtain other financing or incur debt on terms that are acceptable to us or at all.

**26. *We may experience decreased revenues due to the fluctuations in charter rates, which may have a material adverse effect on our financial condition and results of operations.***

Our operating results are highly dependent on the prevailing charter rates in a given time period. Charter rates are based in part on supply and demand and are extremely competitive. Over the last decade, charter rates, vessel values and the general profitability of shipping companies have been volatile. There can be no assurance that charter rates will increase to previous levels or do so in a timely manner. Fluctuations in charter rates, or continued stagnation in charter rates, will have a material adverse effect on our financial condition and results of operations.

- 27. *We cannot assure you that we will be able to purchase or acquire new or second-hand vessels meeting our requirements at prices, delivery times or in a condition acceptable to us.***

There can be no assurance that new buildings we purchase will be completed on schedule or at all. While we would receive penalty payments from the shipbuilder, delays in the delivery of, or failure to deliver, one or more of the new buildings we purchase could have an adverse effect on our business, financial condition and results of operations. Sellers of second-hand vessels typically provide no warranties with respect to the condition of the vessels. In addition, second hand vessels may have conditions or defects that we were not aware of and our inspections of second-hand vessels prior to purchase would not normally provide us with the same knowledge about the condition of the vessels that we would have if the vessels had been built for or operated by us. Accordingly, there can be no assurance that the purchase of second-hand vessels will not result in higher than anticipated operating expenditures, including repair costs. There can be no assurance that vessels meeting our size and quality requirements will be available at prices or delivery times acceptable to us.

- 28. *Changes in technology may render our current vessel technology obsolete or may require us to make Substantial capital investment.***

The technological standards of our vessels, equipment and machinery may change based on the requirements of the industry. While we currently have a modern fleet and many of our vessels have the latest technology, the vessels, equipment and processes that we currently use may become obsolete or less efficient compared to more advanced technology vessels, equipment and processes that may be developed in the future. The cost to upgrade our vessels or equipment or implementation of such advanced technology processes could be significant and could adversely affect our results of operations and financial position.

- 29. *Our industry is highly competitive and subject to intense price competition, which could depress vessel day rates and utilization rates, thereby adversely affecting our business and financial performance.***

We operate in an intensely competitive industry, and the principal competitive factors include:

- Charter rates and other costs, service and reputation of vessel operations and crew;
- National flag preference;
- Pre-qualification criteria and prior experience;
- Operating conditions;
- Suitability of vessel types;
- Age of vessels;
- Vessel availability;
- Technical capabilities of vessels, equipment and personnel;
- Safety and efficiency;
- Complexity of maintaining logistical support; and
- Cost of moving equipment from one market to another.

We compete with local, regional and global companies, many of whom have established reputations and track records in our industry. We cannot assure you that we will be able to successfully compete in the markets in which we currently operate and intend to operate. Local competitors in each country in which we operate may have more domestic experience and better relationships with customers than we do. In addition, many governments favour, or effectively require contracts to be awarded to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Such policies may affect our ability to compete effectively. Compared to us, some of our competitors are larger, have more diverse fleets and businesses, have greater financial and other resources, greater brand recognition and reputation, greater geographical reach and lower capital costs. This allows them to better withstand industry downturns, compete on the basis of price, relocate assets more easily and build or acquire additional assets, all of which may affect our revenues and profitability. Moreover, if other companies relocate or acquire vessels for operations in the geographical regions where we operate, the level of competition in such regions may increase, and our business and financial performance could be adversely affected as demand for our vessels and services could be negatively affected by increased supply of similar vessels and services.

30. *We are subject to hazards customary to the operation of vessels and unforeseen interruptions that could adversely affect our financial performance, for which we may not be adequately insured or indemnified. If we are unable to obtain adequate compensation under our insurance coverage, our business and financial condition would be adversely affected.*

We are subject to hazards customary to the operation of vessels and unforeseen interruptions that could adversely affect our financial performance, for which we may not be adequately insured or indemnified. If we are unable to obtain adequate compensation under our insurance coverage, our business and financial condition would be adversely affected.

Our operations are subject to various operating hazards and risks, including:

- Catastrophic marine disasters;
- Delays entering foreign ports, including as a result of congestion, or port-state compliance procedures;
- Adverse sea and weather conditions;
- Mechanical failures;
- Natural calamities like cyclone
- Navigation errors and crew negligence;
- Vessel collisions;
- Oil and hazardous substance spills, containment and clean up;
- Labor shortages and strikes;
- Unanticipated geological conditions;
- Damage to and loss of vessels, drilling rigs and production facilities; and
- War, sabotage, piracy and terrorism risks.

One of the Instances narrating damage to our vessel and hindering our operation due to natural calamity is mentioned below:

In mid-May 2021, Cyclone Taukte rampaged over the Western Offshore Oilfields in India. The severity and likelihood of the cyclone was unforeseen by any of the weather experts and thus caused fatalities & damages to offshore structures of ONGC and assets of various companies. The company owned vessel Canara Pride was caught in the eye of the cyclone and due to the skillful handling of the Master & Crew the vessel managed to escape major tragedy. Even though our vessel Canara Pride had managed to reach port safely, the damage to the vessel was substantial enough to be off-hired from the Charterers. Its repairs were carried out in Mumbai and the estimation of repairs was less the deductibles of the insurance. Our company not only had to incur the cost of repairs but also had to bear the loss of charter hire due to this damage.

These risks present a threat to the safety of personnel and to our vessels, cargo, equipment under tow and other property, as well as the environment. We could be required to suspend our operations as a result of these hazards. In such an event, we would experience loss of revenue and possibly property damage, and additionally, third parties may have significant claims against us for damages due to personal injury, death, property damage, pollution and loss of business. Additionally, we may be penalized by the relevant authorities if we are determined to be responsible for the occurrence of any of such hazards. If we are unable to obtain adequate compensation under our insurance coverage, our business and financial condition would be adversely affected. In addition, please see the risk factor “We may not have adequate insurance and we are subject to uninsured risks”.

**31. *Our growth depends on our ability to expand relationships with existing charterers and new charterers in a highly competitive environment.***

Shipping charters are awarded based upon a variety of factors relating to the vessel operator, including:

- Shipping industry relationships and reputation for customer service and safety;
- Shipping experience and quality of vessel operations (including cost effectiveness);
- Quality and experience of seafaring crew;
- The ability to finance new vessels at competitive rates and financial stability in general;
- Relationships with shipyards and the ability to get suitable berths;
- Construction management experience, including the ability to obtain on-time delivery of new vessels according to customer specifications;
- Willingness to accept operational risks pursuant to the charter, such as allowing termination of the charter for force majeure events; and
- Competitiveness of the bid in terms of overall price.

We expect substantial competition from a number of experienced companies, including state-sponsored entities and major shipping companies. Some of these competitors have significantly greater financial resources than we do, and can therefore operate larger fleets and may be able to offer better charter rates. We anticipate that an increasing number of marine transportation companies will enter the container lines sector, including many with strong reputations and extensive resources and experience. This increased competition may cause greater price competition for time charters. As a result of these factors, we may be unable to expand our relationships with existing customers or to obtain new customers on a profitable basis, if at all, which would have a material adverse effect on our business, results of operations and financial condition and our ability to pay dividends to our stockholders.

**32. *Termination of contracts for the employment of our vessels or inability to obtain contracts for the employment of our vessels for any significant period may adversely affect our financial condition and results of operations.***

Certain of our vessels operate under spot contracts or under short term charters. We expect to continue to operate in the spot markets or enter into contracts which are relatively short-term in nature with respect to some of our vessels. The initial term of some of our charter parties, with attached options, may be extended on one or more occasions, at the discretion of our customers. Management of mobilizing of our fleet for optimal use may as a result be difficult, and significant periods may exist between projects during which our vessels are idle. In addition, our vessel charter contracts may be subject to early termination by our customers under certain conditions, such as defaults by the parties, force majeure events, our failure to commence our services on schedule, the loss or destruction of the vessel and breach of any material provision by us of the charter party. In addition, contracts for the employment of our vessels may grant our clients the right to terminate such contracts or otherwise

intervene in the performance of such contracts, if they believe that we are not performing our obligations in a satisfactory manner or in accordance with industry standards, and we are not entitled to any termination compensation in such circumstances. Contracts for the employment of our vessels may also grant our clients a discretionary right to terminate the contract at any time upon relatively short notice for no reason whatsoever. While some of these contracts have early termination penalties or other provisions designed to discourage our customers from exercising such options, we cannot assure you that our customers would not choose to exercise their termination rights in spite of such penalties.

Additionally, customers without contractual termination rights may choose to terminate their contracts despite the possibility of litigation.

In the event of an early termination of any of contracts for the employment of our vessels, there can be no assurance that we will then be able to obtain other contracts for the employment of such vessels at equivalent or higher rates, or at all. If we are unable to obtain contracts for the employment of any of our vessels for a significant period, or if we are only able to do so at rates lower than previously obtained, our financial condition and results of operations would be adversely affected.

- 33. *Our results of operations may be adversely affected by foreign currency exchange rate fluctuations and movements in interest rates as well as changes to the accounting treatment of the effects of such fluctuations and movements.***

While our reporting currency is in Indian Rupees, a significant portion of our revenue and expenditure is denominated in foreign currencies. As a result, we are exposed to foreign currency exchange rate fluctuations and exchange rate risks, which may affect our financial performance and results of operations. We derive most of our revenues from contracts for the employment of our vessels that are denominated in foreign currencies, primarily the US Dollar. Any appreciation in the value of the Indian Rupee in relation to the value of the applicable foreign currency could adversely affect our reported operating revenues. Additionally, some of our operating costs and the majority of our interest costs are denominated in foreign currencies, primarily the US Dollar. While this may help reduce the impact of foreign currency exchange rate movements to a certain extent, our results of operations may be adversely affected by an appreciation in the value of the Indian Rupee. Movements in exchange rates may also result in foreign currency translation gains or losses on current assets and liabilities including, significantly, bank balances and debtors, thereby affecting our profit and loss account.

To minimize the impact of foreign exchange fluctuations on our cash flows, we attempt to match the currency of our debt with the currency of our revenue. While depreciation in the value of the Indian Rupee against foreign currencies has a favorable impact on our revenues, it will result in an increase in the servicing costs on our foreign currency denominated debt and the value of our foreign currency denominated debt on our balance sheet. We currently account for the effect of fluctuations in exchange rates on the repayment of loans borrowed and the revaluation of foreign currency loans for the acquisition of depreciable capital assets by adjusting the cost of the asset on our balance sheets. This may affect our financials through depreciation charges. However, with effect from April 1, 2011, as a result of an anticipated change in accounting rules as well as the implementation of IFRS, we would be required to account for such fluctuations on our profit and loss account. This would affect our results of operations.

The exchange rate between the Indian Rupee and the US Dollar has changed substantially in the recent years and may continue to fluctuate significantly in the future.

- 34. *We have high levels of fixed costs that will be incurred regardless of our level of business activity. Non employment of vessels or low productivity due to reduced demand, weather interruptions or other***

*causes can have a significant negative effect on our results of operations and financial condition as a consequence.*

Our business has high fixed costs as our interest costs and operating and maintenance costs will not necessarily fluctuate in proportion to changes in operating revenues. Operating revenues may fluctuate as a function of changes in day rates. However, interest costs and costs for operating our vessels are generally fixed or only semi-variable regardless of the day rates being earned. In addition, should our vessels incur idle time between contracts, we typically do not reduce staff as we require the personnel on-board to prepare the vessel for its next voyage. During times of prolonged reduced activity, reductions in costs may not be immediate as portions of the on-board personnel may be retained for a period of time, after which they are assigned to active vessels or their contracts conclude. Non employment of vessels or low productivity due to reduced demand, weather interruptions or other causes can have a significant negative effect on our results of operations and financial condition as a consequence.

- 35. *We are susceptible to unexpected increases in operating costs, which may exceed estimates upon which our long-term contracts for the employment of our vessels are based and this could adversely affect our results of operations.***

As most of our long-term contracts for the employment of our vessels are on a fixed day rate basis, we have a limited ability to adjust rates in response to any increase in the costs of maintenance, repairs, spare parts, salaries, consumables and compliance with any new rules and regulations. Such costs are unpredictable and fluctuate based on events beyond our control, and any substantial increase in such costs would adversely affect our profitability. The mismatch of potentially increasing costs and fixed day rates is exacerbated by the option given to customers under some contracts to extend such contracts at the day rates applicable during the initial contractual term.

Our actual costs and any gross profit realized on our fixed day rate contracts for the employment of our vessels will often vary from the estimated amounts on which these contracts were originally based. This may occur for various reasons including, among other things, errors in estimates or bidding, changes in availability and cost of labor and materials, as well as lower day rates applying for longer periods than originally estimated. These variations and the risks inherent in our industry may result in reduced profitability or losses on contracts. Depending on the duration of a contract, minor variations from estimated contract performance could also result in an adverse effect on our results of operations.

- 36. *We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.***

Our Company has entered into various transactions with our directors, promoters and group companies. These transactions, inter-alia includes purchase, sales, job work, remuneration, loans and advances etc. For details, please refer to "Annexure X - Related Party Transactions" under Section titled "Financial Information of the Company" and Chapter titled "Capital Structure" beginning on page no. 181 and 64 respectively of this Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution; we confirm that all the related party transactions entered by the Company are undertaken at an arm's length price and in accordance with Companies Act 2013 and other applicable laws. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions are not entered into with related parties.



Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

**37. *Our top ten suppliers contribute majority of our purchases. Any loss of business with one or more of them may adversely affect our business operations and profitability.***

Purchases made from our top 10 suppliers for the period ended September 30, 2023 and financial year ended March 31, 2023, 2022 and 2021, were ₹292.03 Lakhs ₹821.95 Lakhs, ₹853.37 Lakhs and ₹625.97 Lakhs respectively. However, our top suppliers may vary from period to period depending on the demand-supply mechanism and thus the supply process from these suppliers might change as we continue to seek more cost-effective suppliers in normal course of business. Since our business is concentrated among relatively few significant suppliers, we could experience a reduction in our purchases and business operations if we lose one or more of these suppliers, including but not limited on account of any dispute or disqualification.

While we believe we have maintained good and long-term relationships with our other suppliers too, there can be no assurance that we will continue to have such long-term relationship with them. We cannot assure that we shall do the same quantum of business, or any business at all, with these customers, and loss of business with one or more of them may adversely affect our purchases and business operations.

#### **RISK FACTORS RELATED TO EQUITY SHARES**

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, working capital requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page no. 164 of this Prospectus.

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

The Issue price based on numerous factors and may not be indicative of the market price for 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. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

- 40. *The Equity Shares issued pursuant to the Issue may not be listed on the Stock Exchange(s) in a timely manner, or at all, and any trading closures at the Stock Exchange(s) may adversely affect the trading price of our Equity Shares.***

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

The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in developed economies. The Stock Exchanges have in the past experienced problems, including temporary exchange closures, broker defaults, settlements delay and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares, in both domestic and international markets. A closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of the Equity Shares.

- 41. *Any further issuance of Equity Shares by our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares***

Any future issuance of Equity Shares by our Company could dilute the investors' shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

- 42. *There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment***

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or Group Companies;

- Future sales of the Equity Shares;
- Variations in our half-yearly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of Power (Transmission and Distribution) companies generally;
- Performance of our competitors in the Power (Transmission and Distribution) industry and the perception in the market about investments in the Trading sector;
- Significant developments in the regulation of the trading and distribution industry in our key trade locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalisation and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share.

Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

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

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India, upto an amount of ₹ 1 lakh, if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

## EXTERNAL RISK FACTORS

**45. *The outbreak of COVID-19, or outbreak of any other similar severe communicable disease could have a potential impact on our business, financial condition and results of operations***

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our customers and suppliers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. There is currently substantial medical uncertainty regarding COVID-19 and no government-certified treatment or freely accessible vaccine for larger section of the population is available yet. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty.

It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but we cannot assure that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people. Further if the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company.

**46. *The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs***

A majority of the provisions and rules under the Companies Act, 2013 have been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013, and amendments there to, has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in Prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through

more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

**47. *Environmental and safety regulations impose additional costs and may affect our Company's results of operations.***

Our Suppliers are subject to various central, state and local environmental and safety laws, concerning issues such as harm caused by air or waste water emission and the investigation and contamination. While we believe that our suppliers are currently in compliance with all material respects with applicable environmental laws and regulations, additional costs and liabilities related to compliance with these laws and regulations are an inherent part of their business. Further, while they currently intend to continue to comply with applicable environmental legislation and regulatory requirements, any changes in the applicable laws and regulations in the future may create substantial environmental compliance or remediation liabilities and costs, including monetary fines, criminal penalties on our Suppliers for violation of applicable laws, or imposition of restrictions on our Suppliers operations (which may include temporary suspension or closure of its operations). This may also increase our Company's cost and affect our revenues in the future.

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "Key Industry Regulations and Policies" on page no. 142 of this Prospectus for details of the laws currently applicable to us. There can be no assurance that the Government of India

may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences.

In the absence of any precedents on the subject, the application of these provisions is uncertain. The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

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

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

***50. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities in India or any region of our trade may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**51. *Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war in any region of our trade may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India, Africa and Middle East are regions that have witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other \ adverse social, economic and political events in any such region could have a negative impact on the value of business and eventually the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

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

Our financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. 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 practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("IFRS"), which was announced by the MCA, through the press note dated January 22, 2010. These "IFRS based / synchronized Accounting Standards" are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements.

**53. *Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

**54. *Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.***

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time-to-time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

**55. *Rising fuel prices and other unexpected expenses may adversely affect our profitability.***

The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by Organization of the Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil-producing countries and regions, regional production patterns and environmental concerns. As a result, an increase in the price of fuel may adversely affect our profitability. In the last decade, the prices for fuel have been increasing as well as volatile. A significant or sustained increase in the price of fuel or reduction in supply could increase our operating expenses and we may not be able to successfully pass on the costs to our customers and have a material adverse effect on our financial condition and results of operations. Such increase may also reduce the profitability and competitiveness of our business versus other forms of transportation, such as truck or rail.

**56. *Our vessels could be arrested by maritime claimants, which would result in a significant loss of earnings and cash flow, thereby adversely affecting our financial condition and results of operations.***

Under the maritime law of many jurisdictions, claimants for breach of certain maritime contracts, vessel mortgagees, suppliers of goods and services to a vessel and shippers and consignees of cargo and others having maritime claims, may arrest a vessel through a court process to obtain security for their claims. In addition, in certain jurisdictions, a claimant may be able to arrest a "sister ship," i.e., the vessels which are owned or controlled by the legal or beneficial owner of that vessel. Besides, in some jurisdiction, it is also possible to arrest an "associate ship", which is owned by different legal entities but having common legal or beneficial control. Our vessels may therefore be arrested with respect to a claim against the beneficial owner of our vessels. In certain circumstances, claimants may have maritime liens against our vessels, and such vessels may be arrested even if the claim giving rise to maritime lien is not against us. Although none of our vessels have been arrested, the arrest of one or more of our vessels in the future could result in a material loss of earnings and cash flow for us or require us to provide security to have



the arrest lifted. If any of our vessels are arrested over a prolonged period, we may be required to prepay the loan that we have taken to purchase the affected vessel which may adversely affect our liquidity and cash flows.

- 57. *Our operations are subject to various state, local and other laws and regulations, including extensive health, safety and environment (“HSE”) laws and regulations that could require us to make substantial expenditures and expose us to substantial liability.***

We must comply with Indian law and regulations, as well as certain international conventions, the rules and regulations of certain private industry organizations and agencies, and laws and regulations in jurisdictions in which our vessels are registered and operate. These regulations govern, among other things, health and safety of employees, discharges of hazardous substances into the environment, the removal and clean-up of environmental contamination and the handling and disposal of waste. If we fail to comply with the requirements of any of these laws or the rules or regulations of these agencies and organizations, we could be subject to substantial administrative, civil and criminal penalties, the imposition of remedial obligations, and the issuance of injunctive relief.

Certain HSE laws provide for strict, joint and several liability, without regard to negligence or contributory fault, for natural resource damages, health and safety remediation, and clean-up costs of spills and other releases of hazardous substances, and such laws may impose liability for personal injury or property damage as a result of exposure to hazardous substances. Such HSE laws and regulations may expose us to liability for the conduct of others.

We cannot assure you that we will be able to comply with such HSE laws in the future. The failure to comply with such HSE laws or regulations could result in substantial costs and/or liabilities to third parties or government entities, which could result in an adverse effect on our business, financial condition, results of operations and prospects.

- 58. *Our business and results of operations could be adversely affected by disruptions in global economic and geo political conditions.***

As substantially all of our operations are dependent on our customers who have their head offices or parent companies situated outside India, our financial performance and growth are necessarily dependent on economic conditions prevalent globally. The global economy may be materially and adversely affected by political instability or regional conflicts; a general rise in interest rates; inflation; exchange rate fluctuations; changes in tax, trade, and monetary policies; occurrence of natural or manmade disasters; downgrade in debt rating; and adverse economic conditions occurring elsewhere in the world, such as a slowdown in economic growth in China, the repercussions of the United Kingdom exit from the European Union and other matters. While the Indian economy has grown significantly in recent years, it has experienced economic slowdowns in the past due to global economic and geo political conditions. The Indian economy in particular could be adversely impacted by inflationary pressures, currency depreciation, and the poor performance of its large agricultural and manufacturing sectors, trade deficits, and recent initiatives by the Indian government and other factors. Unfavorable changes in the above factors or in other business and economic conditions affecting our customers could result in a corresponding decline in our business.

**SECTION IV – INTRODUCTION  
THE ISSUE**

**PRESENT ISSUE IN TERMS OF THIS PROSPECTUS**

<b>Equity Shares <sup>(1)</sup> :</b> Present Issue of Equity Shares by our Company <sup>(2)</sup>	Upto 40,18,800 Equity Shares of ₹ 10 each for cash at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share aggregating ₹ 3817.86 lakhs.
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	Upto 2,02,800 equity Shares of ₹10 each for cash at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share aggregating ₹ 192.66 lakhs
<b>Net Issue to the Public</b>	Upto 38,16,000 equity Shares of ₹ 10 each for cash at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share aggregating ₹ 3625.20 lakhs
	<b>Of Which (3):</b>
	Upto 19,08,000 Equity Shares of ₹ 10 each at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
	Upto 19,08,000 Equity Shares of ₹ 10 each at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs
<b>Equity Shares outstanding prior to the Issue</b>	1,03,33,818 Equity Shares
<b>Equity Shares outstanding after the Issue</b>	Upto 1,43,52,618 Equity Shares
<b>Objects of the Issue</b>	Please see the chapter titled “Objects of the Issue” beginning on page no. 87 of this Prospectus

<sup>(1)</sup> 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 see the section titled “Issue Related Information” beginning on page no. 273 of this Prospectus.

<sup>(2)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated September 01, 2023 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Annual General Meeting of our shareholders held on September 29, 2023.

<sup>(3)</sup> The allocation’ is the net issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI (ICDR) Regulations, as amended from time to time:

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;

*The unsubscribed portion in either of the categories specified in clauses (a) or (b) above may be allocated to the applicants in the other category.*

*If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

*For further details please refer to the chapter titled "Issue Structure" beginning on page no. 281 of this Prospectus.*

**SUMMARY OF FINANCIAL INFORMATION**  
**RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(₹ in lakhs)

Particulars	As on 30 <sup>th</sup> September, 2023 (for 6 months)	As at 31st March,		
		2023	2022	2021
<b>EQUITY AND LIABILITIES</b>				
<b>1.Shareholder's fund</b>				
a) Equity Share Capital	295.25	295.25	295.25	295.25
b) Reserves and surplus	4,206.18	3,799.21	3,208.26	2,910.36
<b>Total Shareholders Fund (1)</b>	<b>4,501.44</b>	<b>4,094.46</b>	<b>3,503.51</b>	<b>3,205.61</b>
<b>2.Non-current liabilities</b>				
a) Long Term Borrowings	4,209.59	3,335.29	979.94	743.45
b) Deferred tax liabilities (Net)	588.84	519.90	382.38	353.27
c) long term provisions	81.60	81.60	-	-
<b>Total (2)</b>	<b>4,880.04</b>	<b>3,936.79</b>	<b>1,362.31</b>	<b>1,096.72</b>
<b>3.Current liabilities</b>				
a) Short term Borrowings	2,472.25	2,192.16	1,103.14	1,032.60
b) Trade payables				
i) Due to MSME	-	-	-	-
ii) Due to Others	727.51	804.01	508.86	460.44
c) Short-term provisions	116.34	36.68	17.34	13.17
d) Other Current Liabilities	415.92	564.61	414.28	309.11
<b>Total (3)</b>	<b>3,732.02</b>	<b>3,597.46</b>	<b>2,043.62</b>	<b>1,815.32</b>
<b>TOTAL (1+2+3)</b>	<b>13,113.49</b>	<b>11,628.71</b>	<b>6,909.44</b>	<b>6,117.64</b>
<b>ASSETS</b>				
<b>1.Non - Current Assets</b>				
a) Property, Plant & Equipment				
i.) Tangible assets	6,823.10	6,889.02	4,526.45	4,023.94
ii) Intangible assets	0.95	0.95	0.96	1.71
iii) Capital Work in Progress	4,084.32	2,298.16	99.75	35.47
iv) Not Put to use				
b) Non-Current Investment				
c) Deferred Tax Assets (net)				
d) Long Term Loans & Advances				
e) Other Non-Current Assets	42.00	72.00	-	0.16
<b>Total (1)</b>	<b>10,950.37</b>	<b>9,260.13</b>	<b>4,627.16</b>	<b>4,061.28</b>
<b>2.Current Assets</b>				
a) Inventories	-	-	-	-
b) Current Investment	-	-	0.76	0.76
c) Trade Receivables	739.72	882.78	891.66	1,048.28
d) Cash and Cash equivalents	463.38	489.54	325.02	238.96
e) Short-term loans and advances	-	-	-	-
f) Other Current Assets	960.02	996.26	1,064.84	768.36
<b>Total (2)</b>	<b>2,163.12</b>	<b>2,368.58</b>	<b>2,282.28</b>	<b>2,056.36</b>
<b>TOTAL(1+2)</b>	<b>13,113.49</b>	<b>11,628.71</b>	<b>6,909.44</b>	<b>6,117.64</b>

## RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT

(₹ in lakhs)

Particulars	For the period ended on 30 <sup>th</sup> September, 2023 (for 6 months)	For the year ended 31st March,		
		2023	2022	2021
<b>INCOME:</b>				
Revenue from Operations	3,368.91	7,780.84	6,955.33	6,057.02
Other Income	16.78	109.75	22.61	66.65
<b>Total income</b>	<b>3,385.69</b>	<b>7,890.59</b>	<b>6,977.94</b>	<b>6,123.67</b>
<b>EXPENSES:</b>				
Direct Operating Cost	1,274.01	3,640.83	3,817.87	3,087.14
Employee Benefit Expenses	735.97	1,688.61	1,367.69	1,154.40
Depreciation & Amortization cost	214.74	436.60	592.67	629.02
Finance Cost	217.94	354.27	228.97	216.09
Other Expenses	399.18	781.05	547.57	579.36
<b>Total expenses</b>	<b>2,841.85</b>	<b>6,901.36</b>	<b>6,554.77</b>	<b>5,666.01</b>
<b>Restated Profit before extra-ordinary items and tax</b>	<b>543.84</b>	<b>989.23</b>	<b>423.17</b>	<b>457.66</b>
Extraordinary Items	-	-	-	-
<b>Restated Profit before tax</b>	<b>543.84</b>	<b>989.23</b>	<b>423.17</b>	<b>457.66</b>
<b>Less: Tax expense</b>				
Provision for income tax	67.93	76.28	70.64	-
Provision for deferred tax asset	68.94	137.52	29.11	26.33
MAT credit (entitlement) / utilized	-	-	22.49	100.56
Prior Period tax Adjustments	-	-	-	-
<b>Total</b>	<b>136.87</b>	<b>213.80</b>	<b>122.24</b>	<b>126.89</b>
<b>Restated Profit after Tax</b>	<b>406.97</b>	<b>775.44</b>	<b>300.93</b>	<b>330.77</b>
<b>Earnings per equity share (Basic and Diluted) (in Rs)(Pre Bonus)</b>	<b>13.78</b>	<b>26.26</b>	<b>10.19</b>	<b>11.20</b>
<b>Earnings per equity share (Basic and Diluted) (in Rs)(Post Bonus)*</b>	<b>3.94</b>	<b>7.50</b>	<b>2.91</b>	<b>3.20</b>
<b>Nominal Value Per Share</b>	<b>10</b>	<b>10</b>	<b>10</b>	<b>10</b>

\*Pursuant to Extra Ordinary General Meeting (EGM) held on 27<sup>th</sup> October 2023, our company has issued bonus of 73,81,299 shares in the ratio of 2.5 equity shares for every 1 equity share held to all the existing shareholders of the Company.

**RESTATED STANDALONE CASH FLOW STATEMENT**
*(₹ in lakhs)*

Particulars	For the period ended on 30 <sup>th</sup> September, 2023 (for 6 months)	For the year ended 31st March,		
		2023	2022	2021
<b>Cash Flow from Operating Activities</b>				
<b>Net Profit Before Taxes and Exceptional Items:</b>	543.84	989.23	423.17	457.64
Adjustments for:				
Depreciation/Amortisation	214.74	436.60	592.67	629.02
Profit on Sale of fixed assets	-	-	-	-
Interest and other Financial Charges	217.94	354.27	228.97	216.09
Dividend Income	-	-	-	-
Interest received	-	-	-	-
<b>Operating Profit Before Working Capital Adjustments</b>	<b>976.52</b>	<b>1,780.10</b>	<b>1,244.81</b>	<b>1,302.78</b>
<b>Adjustment for Changes in Working Capital</b>				
Increase / decrease in trade receivables	143.06	8.88	156.62	171.82
Increase / decrease in inventories	-	-	-	-
Increase / decrease in Other Current Assets	36.24	38.60	(296.47)	(256.85)
Increase / decrease in Other Non-Current Assets	30.00	-	0.16	0.17
Increase / decrease in trade payables	(76.50)	253.16	48.41	(31.90)
(Increase) / Decrease in Investments	-	0.76	-	-
Increase / decrease in non-current liabilities	-	81.60	-	(26.41)
Increase / decrease in Short-term Provisions	79.66	19.35	4.17	(0.40)
Increase / decrease in Other current liabilities	131.40	177.42	87.74	130.43
Other Adjustment				
<b>Cash Flow Generated from Operations</b>	<b>1,320.38</b>	<b>2,359.87</b>	<b>1,245.44</b>	<b>1,289.62</b>
Income Taxes Paid	67.93	76.28	93.12	-
MAT Entitlement Reversal / Prior Period Taxes	-	184.49	3.03	100.56
<b>Net Cash flow from Operating activities (A)</b>	<b>1,252.44</b>	<b>2,099.10</b>	<b>1,149.29</b>	<b>1,188.99</b>
<b>Cash Flow from Investing Activities</b>				
(Purchase)/ Sale of property, plant and equipment / CWIP)	(1,934.98)	(4,997.57)	(1,158.71)	(29.34)
(Purchase)/ Sale of Investments	-	-	-	-
(Increase)/ Decrease in Long term loans and advances	-	-	-	-

Particulars	For the period ended on 30 <sup>th</sup> September, 2023 (for 6 months)	For the year ended 31st March,		
		2023	2022	2021
(Increase)/ Decrease in Short term loans and advances	-	-	-	-
Increase /(Decrease) in Long Term Provisions	-	-	-	-
(Increase)/ Decrease in Other Non-Current Assets	-	-	-	-
(Increase) in Misc. Expenses	-	-	-	-
Gain on Sale of Shares	-	-	-	-
Interest & Other Income	-	-	-	-
<b>Net Cash (Used in) / from Investing Activities (B)</b>	<b>(1,934.98)</b>	<b>(4,997.57)</b>	<b>(1,158.71)</b>	<b>(29.34)</b>
<b>Cash flow from financing activities</b>				
Interest and Finance Cost	(217.94)	(354.27)	(228.97)	(216.09)
Proceeds from Shares Issued	-	-	-	138.75
Proceeds from Share Premium	-	-	-	-
(Repayments)/ Proceeds of long-term borrowings	874.31	3417.26	324.45	(1,076.58)
(Repayments)/ Proceeds of short-term borrowings	-	-	-	-
Dividend Paid	-	-	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>656.37</b>	<b>3,062.99</b>	<b>95.48</b>	<b>(1,153.92)</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>(26.17)</b>	<b>164.52</b>	<b>86.06</b>	<b>5.80</b>
<b>Opening Cash &amp; Cash equivalent</b>	<b>489.54</b>	<b>325.02</b>	<b>238.96</b>	<b>233.17</b>
<b>Closing Cash &amp; Cash Equivalent</b>	<b>463.38</b>	<b>489.54</b>	<b>325.02</b>	<b>238.96</b>

## GENERAL INFORMATION

Our company was originally incorporated as HOMA OFFSHORE & SHIPPING COMPANY PRIVATE LIMITED on 16<sup>th</sup> AUGUST,1996 under the provisions of Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 101909 and then company changed its name to SADHAV SHIPPING COMPANY LIMITED on 31<sup>st</sup> MARCH,1999 and then again company changed its name from SADHAV SHIPPING COMPANY LIMITED to SADHAV SHIPPING LIMITED and fresh certificate of incorporation was issued on 28<sup>th</sup> MARCH, 2006 by the Registrar of Companies, Mumbai.

The Corporate Identity Number of our Company is U35100MH1996PLC101909.

For further details, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page no. 151 of this Prospectus.

### BRIEF COMPANY AND ISSUE INFORMATION

<b>Registered Office</b>	<p><b>Address:</b> 521, 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai MH 400009 India  <b>Tel No.:</b> +91 -22-40003355;  <b>Email:</b> <a href="mailto:cs@sadhav.com">cs@sadhav.com</a>;  <b>Website:</b> <a href="http://www.sadhavshipping.com">www.sadhavshipping.com</a></p> <p>For details relating to, “History and Corporate Structure” of our company please refer page no.151 of this Prospectus.</p>
<b>Date of Incorporation</b>	August 16, 1996
<b>Company Registration No.</b>	101909
<b>Company Identification No.</b>	U35100MH1996PLC101909
<b>Address of Registrar of Companies</b>	<p><b>Address:</b> 5th Floor, 100, Everest Building, Netaji Subhash Road, Marine Dr, Mumbai, Maharashtra 400002  <b>Tel:</b> 022 2281 2627</p>
<b>Issue Programme</b>	<p>Issue Opens on: February 23,2024  Issue Closes on: February 27,2024</p>
<b>Designated Stock Exchange</b>	<p>NSE Limited  EMERGE Platform of NSE Limited (“NSE EMERGE”)</p>
<b>Company Secretary &amp; Compliance Officer</b>	<p>Ms. Madhuri Shrigopal Rathi  <b>Address:</b> 521, 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai MH 400009 India  <b>Tel No.:</b> +91 -22-40003355;  <b>Email:</b> <a href="mailto:cs@sadhav.com">cs@sadhav.com</a>;  <b>Website:</b> <a href="http://www.sadhavshipping.com">www.sadhavshipping.com</a></p>



## BOARD OF DIRECTORS OF OUR COMPANY

The following table sets forth the Board of Directors of our Company:

Name	Designation	Address	DIN
Mr. Kamal Kant Biswanath Choudhury	Chairman & Managing Director	C-1705, Oberoi Springs, New Link Road, Opp City Mall Andheri West, Mumbai, Maharashtra - 400053	00249338
Ms. Sadhana K. Choudhury	Director	C-1706, Oberoi Springs, New Link Road, Opp City Mall Andheri West, Mumbai, Maharashtra - 400053	00249442
Mr. Vedant kamalkant Choudhury	Director & CEO	C-1705, Oberoi Springs, New Link Road, Opp City Mall Andheri West, Mumbai, Maharashtra - 400053	07694884
Mr. Subhas Chandra Choudhury	Director	139, District centre, Chandrashekharapur, Bhubaneswar Khorda, Odisha -751016	01174235
Mr. Ashok Kumar Bal	Non-Executive Independent Director	4th Floor, Nayapalli, RC Village, Khorda Odisha - 751015	06664134
Mr. Rajesh Kakkar	Non-Executive Independent Director	1503, LA marina , Shantigram, S.G Highway , Gandhinagar , Gujarat - 382421	08029135
Mr. Bharat Bhushan Nagpal	Non-Executive Independent Director	1589, Sector 14, Sonipat , Haryana - 131001	07564818

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled "Our Management" beginning on page no. 154 of this Prospectus.

*Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre or Post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds. All grievances relating to the Application process may be addressed to the Registrar to the Issue with a copy to the SCSBs, giving full details such as name, address of Applicant, application number, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSB where the Application Form was submitted by the Applicants.*

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

### LEAD MANAGERS TO THE ISSUE



#### ISK ADVISORS PRIVATE LIMITED

501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050

Tel No.: +91 - 22 - 26431002 or +91 079 26464023

Email: [ncmpl@ncmpl.com](mailto:ncmpl@ncmpl.com)

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

Investor Grievance Email: [enquiry@ncmpl.com](mailto:enquiry@ncmpl.com)

Contact Person: Mr. Ronak I. Kadri

SEBI Registration No. INM000012625

## REGISTRAR TO THE ISSUE



**Maashitla Securities Private Limited**  
451, Krishna Apra Business Square, Netaji Subhash Place,  
Wazirpur, New Delhi, Delhi, 110034  
**Tel No.:** +91-11-45121795-96  
**Email:** [ipo@maashitla.com](mailto:ipo@maashitla.com)  
**Website:** <https://maashitla.com/>  
**Investor Grievance Email :** investor.ipo@maashitla.com  
**Email:** contact@maashitla.com  
**Contact Person:** Mr. Mukul Agrawal  
**SEBI Registration No.:** INR000004370

## LEGAL COUNSEL TO THE ISSUE

**Mr. Ayaan A. Patel, Advocate**  
Office: Plot No. 7, Rambaug, Spring Valley - Gate 'A',  
Behind Karnavati Club, S.G. Road, Ahmedabad – 380 058.  
**Mobile No.:** +91 – 7359050212  
**Email:** adv.ayaanpatel@yahoo.in  
**Contact Person:** Mr. Ayaan A. Patel

## STATUTORY AUDITOR OF THE COMPANY

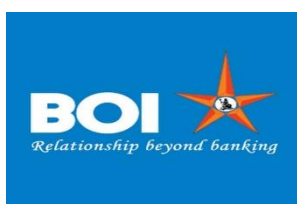
**M/s. Suvarna & Katdare, Chartered Accountants**  
**Address:** 80-E, Mulji Mistry BLDG,61, Tejpal Road,  
Opp. Parle Biscuit Factory, Mumbai, Maharashtra - 400057  
**Phone No.:** 022 3572 4165, 9869424400  
**Email:** rrs\_suvarna@yahoo.com  
**Contact Person:** Mr. Ravindra Raju Suvarna, Partner  
**Membership No.:** 032007  
**Firm Registration No.:** 125080W  
**Peer Review No.:** 014793

## CHANGES IN THE AUDITORS

Particulars	Auditor for the Period	Reason for change
<b>M/s. Z.M. Bhatena &amp; Co.</b> V T Mansion, 1st Floor,144, Perin Nariman Street, Fort, Mumbai-400 001 Phone No.: 2269 9399/2265 7599 Email: zmbhilia@gmail.com Firm Registration No.: 101304W	From August 16, 1996 till April 15, 2023	Resignation given due to pre-occupation

<p><b>M/s. Suvarna &amp; Katdare, Chartered Accountants</b>  Address: 80-E, Mulji Mistry BLDG,61, Tejpal Road, Opp. Parle Biscuit Factory, Vile Parle (East) Mumbai, Maharashtra – 400057  Phone No.: 022 3572 4165, 9869424400  Email: rrs_suvarna@yahoo.com  Firm Registration No.: 125080W  Peer Review No.: 014793</p>	<p>From April 23, 2023 onwards</p>	<p>Appointed as auditor to fill up the casual vacancy till next Annual General Meeting</p>
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## BANKER(S) TO OUR COMPANY



**BANK OF INDIA**  
Bank of India Building, 4<sup>th</sup> Floor , 70-80 ,  
M.G. Road, Fort, Mumbai , Maharashtra– 400 001  
Phone No. +91 22 6187 0400/402  
Email id : Mumbai.Lcbb@bankofindia.co.in

**IndusInd Bank**

**INDUSIND BANK**  
8<sup>TH</sup> Floor , Tower 1 , One Indiabulls Centre , S.B.Marg,  
Elphinstone Road , Mumbai 400 013 India .  
Phone No. 91 22 24231999



**BANK OF BARODA**  
SME Branch -1, Nariman Point  
Excelsior P B No 805 Excelsior Building Raveline Street  
,Mumbai, Maharashtra, - 400001  
Email : VJEXCE@bankofbaroda.co.in  
Phone :022-22814898



**ICICI Bank Limited**  
Ground Floor,Morya Estate ,  
OPP. Infinity Mall,  
New link Road,Mumbai -400053  
Website : www.icicibank.com

## BANKER(S) TO THE ISSUE



**ICICI BANK LIMITED**  
Capital Market Division, 1st Floor, 122, Mistry  
Bhavan Dinshaw Vachha Road, Backbay  
Reclamation, Churchgate, Mumbai - 400020  
Tel: 022- 66818911/23/24  
Email: [kmr.saurabh@icicibank.com](mailto:kmr.saurabh@icicibank.com)  
Website: [www.icicibank.com](http://www.icicibank.com)  
Contact Person: Mr. Saurabh Kumar  
SEBI Registration Number: INBI00000004

## SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link.

## BROKERS TO THIS ISSUE

Applicants can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

## REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

## COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

## MONITORING AGENCY

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 the requirement of Monitoring Agency is not mandatory if the issue size is below ₹ 10,000 lakhs and hence our Company has not appointed a monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## IPO GRADING

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

## TRUSTEES

This being an Issue of Equity Shares, the appointment of trustees is not required.

## DETAILS OF THE APPRAISING AUTHORITY

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

## GREEN SHOE OPTION

No green shoe option is contemplated under the issue.

## CREDIT RATING

This being an Issue Equity Shares, credit rating is not required.

## EXPERT OPINION

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

Our Company has received written consent from the Statutory Auditor namely M/S. Suvarna & Katdare, Chartered Accountants to include their name in respect of the reports on the Restated Financial Statements dated February 13, 2024, and the Statement of Tax Benefits dated October 10<sup>th</sup>, 2023, issued by them and included in this Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## FILING OF OFFER DOCUMENT

In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed with the Board through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document. In terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of Prospectus and this Prospectus shall also be furnished to the Board in a soft copy. A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company, Mumbai, situated at 5th Floor, 100, Everest Building, Netaji Subhash Road, Marine Dr, Mumbai, Maharashtra 400002

## ISSUE PROGRAMME

An indicative time table in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	February 23,2024; Friday
Issue Closing Date	February 27,2024; Tuesday
Finalization of Basis of Allotment with the Designated Stock Exchange	February 28,2024; Wednesday
Initiation of Allotment / Refunds / Unblocking of Funds	February 29,2024; Thursday
Credit of Equity Shares to demat accounts of Allottees	February 29,2024; Thursday
Commencement of trading of the Equity Shares on the Stock Exchange	March 01,2024; Friday

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from

the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. 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 offerings, 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 the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

## UNDERWRITING

This Issue is 100% Underwritten. The Underwriting agreement is dated November 9, 2023. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriters	No. of Shares Underwritten	Amt Underwritten (₹ in lakhs)	% Of the Total Issue Size Underwritten
<b>ISK ADVISORS PRIVATE LIMITED</b> 501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050 <b>Tel No.:</b> +91 – 22 – 26431002 <b>Email:</b> ncempl@ncmpl.com <b>Website:</b> www.iskadvisors.com	38,16,000	3625.20	94.95%

<b>Investor Grievance Email:</b> enquiry@ncmpl.com <b>Contact Person:</b> Mr. Ronak I. Kadri <b>SEBI Registration No.</b> INM000012625 <b>CIN:</b> U74140GJ1991PTC016747			
<b>SUNFLOWER BROKING PRIVATE LIMITED</b> Sunflower House, 5 <sup>th</sup> Floor, 80 Feet Road, Near Bhaktinagar Circle, Rajkot-36002 <b>Tel No-</b> 0281-2361935/ 079 4039 6993 <b>Email-</b> compliance@sunflowerbroking.com <b>Website-</b> www.sunflowerbroking.com <b>Contact Person-</b> Mr. Bhavik Vora/ Mr. Nikunj Mehta <b>SEBI Registration No-</b> INZ000195131 <b>CIN:</b> U65923GJ1998PTC011203	2,02,800	192.66	5.05%
<b>Total</b>	<b>40,18,800</b>	<b>3817.86</b>	<b>100.00%</b>

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above – mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

#### WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue at any stage including after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

#### MARKET MAKER

**SUNFLOWER BROKING PRIVATE LIMITED**  
SUNFLOWER HOUSE,  
5<sup>th</sup> FLOOR, 80 FEET ROAD,  
NEAR BHAKTINAGAR CIRCLE, RAJKOT-360002  
**Tel No-** 0281-2361935/ 079 4039 6993  
**Email-** compliance@sunflowerbroking.com  
**Website-** www.sunflowerbroking.com  
**Contact Person-** Mr. Bhavik Vora / Mr. Nikunj Mehta  
**SEBI Registration No-** INZ000195131  
**CIN:** U65923GJ1988PTC011203

## Details of the Market Making Arrangement for this Issue

Our Company and the Lead Managers, have entered into an agreement dated November 9, 2023 with Sunflower Broking Private Limited, a Market Maker registered with EMERGE Platform of NSE in order to fulfil the obligations of Market Making

The Market Maker shall fulfil 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 NSE and SEBI regarding this matter from time to time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and EMERGE Platform of NSE from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. 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.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on EMERGE Platform of NSE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange



for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Lead Manager 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 particular point of time.

10. **Risk containment measures and monitoring for Market Maker:** SME Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker:** SME Platform of NSE will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (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.

12. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to M 250 Crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

The following spread will be applicable on the SME Exchange Platform:

Sr. No.	Market Price Slab (in ₹)	Proposed Spread (in % to total Sale Price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

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

<b>Issue Size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)</b>
Up to ₹ 20 Crore	25%	24%
₹ 20 Crore to ₹ 50 Crore	20%	19%
₹ 50 Crore to ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

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

## CAPITAL STRUCTURE

The share capital of the Company as on the date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
<b>A</b>	<b>Authorised Share Capital</b>		
	1,50,00,000 Equity Shares of face value of ₹10 each	1500.00/-	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Issue</b>		
	1,03,33,818 Equity Shares of face value of ₹10 each	1033.38/-	-
	Bonus Issued after 30 <sup>th</sup> September, 2023 73,81,299 Equity Shares of face value of ₹10 each <sup>(3)</sup>	738.12/-	738.12/-
<b>C</b>	<b>Present Issue in terms of this Prospectus<sup>(1)</sup></b>		
	Issue of 40,18,800 Equity Shares of ₹10 each at a price of ₹ 95 including a Share premium of ₹ 85 per Equity Share) per equity Share	401.88/-	3817.86
	<i>Which comprises:</i>		
	2,02,800 equity Shares of ₹ 10 each at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share reserved as Market Maker Portion	20.28/-	192.66
	Net Issue to Public of 38,16,000 equity Shares of ₹ 10 each at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share to the Public	381.6/-	3625.20
	<i>Of which<sup>(2)</sup>:</i>		
	19,08,000 Equity Shares of ₹ 10 each at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	190.8/-	1812.60
	19,08,000 Equity Shares of ₹ 10 each at a price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	190.8/-	1812.60
<b>D</b>	<b>Paid-up Equity Share Capital after the Issue</b>		
	14352618 Equity Shares of ₹ 10 each		1435.26
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Prospectus)		434.18
	After the Issue		3850.16

<sup>1)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated 01<sup>st</sup> September, 2023 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Annual General Meeting of our shareholders held on 29<sup>th</sup> September, 2023.

<sup>(2)</sup> 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 Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

<sup>(3)</sup> Pursuant to EGM held on October 27, 2023 our Company has issued 73,81,299 Bonus Shares in the ratio of 2.5 shares for every 1 share held to all the existing shareholders of the Company.

## CLASS OF SHARES

The company has only one class of shares i.e., Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of this Prospectus. Our Company does not have any partly paid-up equity shares as on the date of this Prospectus. Our Company does not have any outstanding convertible instruments as on the date of this Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Changes in Authorized Share Capital

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

1. The initial authorized Share Capital of ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹ 10/- each was increased to ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹10/- each, pursuant to resolution of shareholders passed at the EOGM held on 09<sup>th</sup> day of July, 1997.
2. The authorised share capital of the company was further increased from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹10/- each to ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹10/- each, pursuant to resolution of shareholders passed at the EOGM held on 31<sup>st</sup> August, 2005.
3. The authorised share capital of the company was further increased from ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹10/- each to ₹ 4,90,00,000/- divided into 49,00,000 Equity Shares of ₹10/- each, pursuant to resolution of shareholders passed at the EOGM held on 23<sup>rd</sup> day of March, 2011.
4. The authorised share capital of the company was further increased from ₹ 4,90,00,000/- divided into 49,00,000 Equity Shares of ₹10/- each to ₹ 15,00,00,000/- divided into 1,50,00,000 Equity Shares of ₹10/- each, pursuant to resolution of shareholders passed at the EOGM held on 22<sup>nd</sup> day of September, 2023.

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

#### a) Equity Share Capital

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation <sup>(1)</sup>	2,000	10/-	10/-	Subscription to MOA <sup>(1)</sup>	Cash	2,000	20,000/-	Nil
31-12-1997	6,58,000	10/-	10/-	Further Allotment <sup>(2)</sup>	Cash & Consideration other than Cash	6,60,000	66,00,000/-	Nil
31/03/2004	2,60,000	10/-	10/-	Further Allotment <sup>(3)</sup>	Cash	9,20,000	92,00,000/-	Nil

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
08/03/2006	9,13,000	10/-	10/-	Further Allotment <sup>(4)</sup>	Cash	18,33,000	1,83,30,000/-	Nil
29/03/2008	30,000	10/-	200/-	Further Allotment <sup>(5)</sup>	Cash	18,63,000	1,86,30,000/-	57,00,000
15/03/2013	1,93,500	10/-	300/-	Further Allotment <sup>(6)</sup>	Cash	20,56,500	2,05,65,000/-	6,18,15,000
12/03/2015	3,30,720	10/-	63.50/-	Further Allotment <sup>(7)</sup>	Cash	23,87,220	2,38,72,200/-	7,95,08,520/-
17/03/2016	4,40,299	10/-	67.00/-	Further Allotment <sup>(8)</sup>	Cash	28,27,519	2,82,75,190/-	10,46,05,563/-
22/03/2016 (Partly Paid Rs. 5/- per share)	2,03,331	10/- (5/- partly paid)	67.00/-	Further Allotment	Cash /Partly Paid	30,30,850	3,03,08,500/-	11,57,88,768/-
25/03/2019 (Forfeiture)	-2,03,331	10/- (5/- partly paid)	67.00/-	Forfeiture of Shares	-	28,27,519	2,82,75,190/-	10,46,05,563/-
21/09/2020	1,25,000	10/-	111.00/-	Further Allotment	Cash	29,52,519	2,95,25,190/-	11,72,30,563/-
27/10/2023	73,81,299	10/-	0.00/-	<b>Bonus Issue</b> <sup>(5)</sup>	Other than Cash	1,03,33,818	10,33,38,180/-	11,72,30,563/-

<sup>(1)</sup>The details of allotment of 2000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Association,

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr. Kamal Kant Biswanath Choudhury	1,000	10	10
2	Mr. Hoshang Bomanshah Bengali	1,000	10	10
	<b>Total</b>	<b>2,000</b>		

<sup>(2)</sup> The details of allotment of 6,58,000 Fully Paid-up Equity Shares made on 31<sup>st</sup> December 1997, by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr. Kamal Kant Biswanath Choudhury	3,35,600	10	10
2	Mr. Hoshang Bomanshah Bengali	1,69,000	10	10
		1,53,400	10	Other than cash, against material supplied
	<b>Total</b>	<b>6,58,000</b>		

(3) The details of allotment of 2,60,000 Fully Paid-up Equity Shares made on 31<sup>st</sup> March 2004, by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr. Kamal Kant Biswanath Choudhury	2,00,000	10	10
2	Mrs. Sadhana Choudhury	60,000	10	10
	<b>Total</b>	<b>2,60,000</b>		

(4) The details of allotment of 9,13,000 Fully Paid-up Equity Shares made on 8<sup>th</sup> March 2006, by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr. Kamal Kant Biswanath Choudhury	6,70,000	10	10
2	Mrs. Sadhana Choudhury	2,40,000	10	10
3	Ms. Devahuti Choudhury	300	10	10
4	Mr. Vedant kamalkant Choudhury	300	10	10
5	Mr. Pravat Kumar Mohanty	300	10	10
6	Mr. Kalyan Kumar Jena	300	10	10
7	Mr. Alpesh B Shah	300	10	10
8	Mr. Sanjivnan Sontakke	300	10	10
9	Mr. Sanjay D Chandane	300	10	10
10	Ms. Suchita Shirodkar	300	10	10
11	Mr. Cap. Nawal Kumar	300	10	10
12	Mr. Nilakantha Sahu	300	10	10
	<b>Total</b>	<b>9,13,000</b>		

(5) The details of allotment of 30,000 Fully Paid-up Equity Shares made on 29<sup>th</sup> March 2008, by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr. Kamal Kant Biswanath Choudhury	24,000	10	200
2	Mrs. Sadhana Choudhury	6,000	10	200
	<b>Total</b>	<b>30,000</b>		

(6) The details of allotment of 1,93,500 Fully Paid-up Equity Shares made on 15<sup>th</sup> March 2013 by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
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1	Mr. Kamal Kant Biswanath Choudhury	1,67,334	10	300
2	Mrs. Sadhana Choudhury	9,833	10	300
3	Mr. Vedant kamalkant Choudhury	16,333	10	300
	<b>Total</b>	1,93,500		

(7) The details of allotment of 3,30,720 Fully Paid-up Equity Shares made on 12<sup>th</sup> March 2015 by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr. Kamal Kant Biswanath Choudhury	94,500	10	63.50
2	M/s Polaris Marine Engineering Pvt. Ltd.	2,26,770	10	63.50
3	Mr. Vedant kamalkant Choudhury	9,450	10	63.50
	<b>Total</b>	3,30,720		

(8) The details of allotment of 4,40,299 Fully-Paid-up Equity shares made on 17<sup>th</sup> March 2016 by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr. Kamal Kant Biswanath Choudhury	2,16,418	10	57
2	Mrs. Sadhana Choudhury	74,627	10	57
3	Mr. Vedant kamalkant Choudhury	74,627	10	57
4	Ms.Devahuti Choudhury	74,627	10	57
	<b>Total</b>	4,40,299		

(9) The details of allotment of 2,03,331 Partly-Paid-up Equity shares made on 22<sup>nd</sup> March 2016 by way of further allotment is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)*	Issue Price per share (in ₹)
1	Moulik Trading Enterprise Pvt. Ltd.	85,000	10	57
2	Pavaki Propbuild Pvt. Ltd	85,000	10	57
3	Mr. Upadhyay Sarvesh Ranbahadur	8,416	10	57
4	Mr. Bhalekar Milind G	8,333	10	57
5	Mr. Chandan Ranbahadur Upadhaya	8,250	10	57
6	Mr. Mohmmad Yaseen Abdulgani Bagban	6,666	10	57
7	Mr. Mohmad Khalid Bagban	1,666	10	57
	<b>Total</b>	203331		

\* Face value of Rs. 10, Partly Paid up Rs. 5 per equity share

(10) The details of Forfeiture of 2,03,331 Partly-Paid-up Equity shares made on 25<sup>th</sup> March 2019 is as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)*	Issue Price per share (in ₹)
1	M/s.Moulik Trading Enterprise Pvt. Ltd.	85,000	10	57
2	M/s. Pavaki Propbuild Pvt. Ltd	85,000	10	57
3	Mr. Upadhyay Sarvesh Ranbahadur	8,416	10	57
4	Mr. Bhalekar Milind G	8,333	10	57
5	Mr. Chandan Sarvesh Ranbahadur	8,250	10	57
6	Mr. Mohmmad Yaseen Abdulgani Bagban	6,666	10	57
7	Mr. Mohmad Khalid Bagban	1,666	10	57
	<b>Total</b>	<b>203331</b>		

The above forfeiture details are mentioned in form MGT-7 filed with ROC dated 28/06/2019. Notices were issued for forfeiture of equity shares to the shareholders, reason for forfeiting mentioned in the notice dated 25/03/2019 is non- payment of call money on partly paid up equity shares.

<sup>(11)</sup> The details of allotment of 1,25,000 Fully Paid-up Equity Shares made on 21<sup>st</sup> September 2020 by way of further allotment is as follows

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)*	Issue Price per share (in ₹)
1	Mr. Kamal Kant Choudhury	50,000	10	111
2	Mrs. Sadhana Choudhury	25,000	10	111
3	Mr. Vedant Kamalkant Choudhury	50,000	10	111
	<b>Total</b>	<b>1,25,000</b>		

<sup>(12)</sup> Pursuant to EGM held on October 27, 2023 our Company has issued 73,81,299 Bonus Shares in the ratio of 2.5 shares for every 1 share held to all the existing shareholders of the Company.



<b>Sr. No.</b>	<b>Name Of Allottees</b>	<b>No. of Equity Shares</b>	<b>Face Value per share (in ₹)*</b>	<b>Issue Price per share (in ₹)</b>
1	Mr. Kamal Kant Choudhury	46,63,798	10	Not Applicable
2	Mrs. Sadhana Choudhury	18,47,150	10	Not Applicable
3	Ms. Devahuti Choudhury	1,87,318	10	Not Applicable
4	Mr. Vedant Kamalkant Choudhury	4,20,175	10	Not Applicable
5	Mr. Kalyan Kumar Jena	750	10	Not Applicable
6	Mr. Sanjivan R Sontakke	2,250	10	Not Applicable
7	Mrs. Suchita Shirodkar	750	10	Not Applicable
8	Mr. Nilakantha Prasad Sahu	1,500	10	Not Applicable
9	Polaris Marine Engg. P. Ltd	33,690	10	Not Applicable
10	Ms. Mumukshu Mohanty	750	10	Not Applicable
11	Mr. Vikram Kumar	38,840	10	Not Applicable
12	Mr. Shashank Chaturvedi	88,278	10	Not Applicable
13	M/s. G Trading India Pvt Ltd	23,300	10	Not Applicable
14	M/s. NPRS Financial Services Pvt Ltd	58,625	10	Not Applicable
15	Mr. Pradeep Kumar	14,125	10	Not Applicable
	<b>Total</b>	<b>73,81,299</b>		

3. Our Company has not issued any Equity Shares for consideration other than cash expect for the Equity Shares as mentioned under:

Date Of Allotment	No. Of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
31-12-1997	1,53,400	10/-	10/-	Further Allotment	1	Supply of Material
27-10-2023	73,81,299	10/-	0.00/-	Bonus Issue	15	Capitalization of Reserves

4. No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Scheme from the proposed issue. As and when, option to our employees under the Employee Stock Option Scheme, our company shall comply with SEBI (share Based Employee Benefits and Sweet Equity) Regulation, 2021.
6. No shares have been issued at a price lower than the Issue Price within the last one year from the date of this Prospectus except as mentioned below:
7. We have issued Bonus shares within last one year from the date of this Prospectus for which no consideration was received. Accordingly, except as given below our company has not issued any Equity shares during a period of one year preceding the date of this Prospectus which may be lower than the Issue Price.

Sr. No.	Name Of Allottees	No. of Equity Shares	Face Value per share (in ₹)*	Issue Price per share (in ₹)	Reason for Allotment
1	Mr. Kamal Kant Choudhury	46,63,798	10	Not Applicable	Capitalization of Reserves
2	Mrs.Sadhana Choudhury	18,47,150	10	Not Applicable	Capitalization of Reserves
3	Ms. Devahuti Choudhury	1,87,318	10	Not Applicable	Capitalization of Reserves
4	Mr. Vedant Kamalkant Choudhury	4,20,175	10	Not Applicable	Capitalization of Reserves
5	Mr. Kalyan Kumar Jena	750	10	Not Applicable	Capitalization of Reserves

6	Mr. Sanjivan R Sontakke	2,250	10	Not Applicable	Capitalization of Reserves
7	Mrs. Suchita Shirodkar	750	10	Not Applicable	Capitalization of Reserves
8	Nilakantha Prasad Sahu	1,500	10	Not Applicable	Capitalization of Reserves
9	Polaris Marine Engg. P. Ltd	33,690	10	Not Applicable	Capitalization of Reserves
10	Ms. Mumukshu Mohanty	750	10	Not Applicable	Capitalization of Reserves
11	Mr. Vikram Kumar	38,840	10	Not Applicable	Capitalization of Reserves
12	Mr. Shashank Chaturvedi	88,278	10	Not Applicable	Capitalization of Reserves
13	M/s. G Trading India Pvt Ltd	23,300	10	Not Applicable	Capitalization of Reserves
14	M/s. NPRS Financial Services Pvt Ltd	58,625	10	Not Applicable	Capitalization of Reserves
15	Mr. Pradeep Kumar	14,125	10	Not Applicable	Capitalization of Reserves
	<b>Total</b>	<b>73,81,299</b>			

## 8. Shareholding pattern of our Company

The following is the shareholding pattern of the Company as on the date of this Prospectus

Category (I)	Category of Share-holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total No. of Shares (calculated As per SCRR, 1957)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No. of voting Right			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	Classes	Total								
(A)	Promoter & Promoter Group	4	99,65,817	-	-	99,65,817	96.44	99,65,817	-	99,65,817	100.00	-	-	-	-	-	-	99,65,817
(B)	Public	11	3,68,001	-	-	3,68,001	3.56	3,68,001	-	3,68,001	100.00	-	-	-	-	-	-	3,68,001
(C)	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>15</b>	<b>1,03,33,818</b>	<b>-</b>	<b>-</b>	<b>1,03,33,818</b>	<b>100.00</b>	<b>1,03,33,818</b>	<b>-</b>	<b>1,03,33,818</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,03,33,818</b>

## 9) Details of Major Share holders

- 1) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Kamal Kant Choudhury	65,29,317	63.18%
2	Mrs.Sadhana Choudhury	25,86,010	25.02%
3	Ms. Devahuti Choudhury	2,62,245	2.54%
4	Mr. Vedant kamalkant Choudhury	5,88,245	5.69%
5	Mr. Shashank Chaturvedi	1,23,589	1.20%
	<b>TOTAL</b>	<b>1,00,89,406</b>	<b>97.63%</b>

- 2) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Kamal Kant Choudhury	65,29,317	63.18%
2	Mrs.Sadhana Choudhury	25,86,010	25.02%
3	Ms. Devahuti Choudhury	2,62,245	2.54%
4	Mr. Vedant kamalkant Choudhury	5,88,245	5.69%
5	Mr. Shashank Chaturvedi	1,23,589	1.20%
	<b>Total</b>	<b>1,00,89,406</b>	<b>97.63%</b>

- 3) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Kamal Kant Choudhury	18,48,852	62.62%
2	Mrs.Sadhana Choudhury	7,38,860	25.02%
3	Ms. Devahuti Choudhury	74,927	2.53%
4	Mr. Vedant kamalkant Choudhury	1,50,710	5.10%
5	M/s. Polaris Marine Engg. P. Ltd	1,36,770	4.63%
	<b>Total</b>	<b>29,50,119</b>	<b>99.92%</b>

4) The top ten Shareholders of our Company two years prior to date of this Prospectus.

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Kamal Kant Choudhury	18,48,852	62.62%
2	Mrs.Sadhana Choudhury	7,38,860	25.02%
3	Ms. Devahuti Choudhury	74,927	2.53%
4	Mr. Vedant Kamalkant Choudhury	1,50,710	5.10%
5	M/s. Polaris Marine Engg. P. Ltd	1,36,770	4.63%
<b>Total</b>		<b>29,50,119</b>	<b>99.92%</b>

10) Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.

#### 11) Shareholding of our Promoters

As on the date of the Prospectus, our Promoters Mr. Kamal Kant Biswanath Choudhury, Mrs. Sadhana Choudhury and Mr. Vedant Choudhury holds total 97,03,572 Equity Shares representing 93.90% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company is as follows

##### 1) Promoter Name: Mr. Kamal Kant Biswanath Choudhury

Mr. Kamal Kant Biswanath Choudhury								
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of Post issue Capital
16-08-1996	Upon Incorporation	1,000	1,000	10	10	10,000	0.01%	0.01%
31-12-1997	Further Issue	3,35,600	3,36,600	10	10	33,56,000	3.25%	2.34%
31-03-2004	Rights issue	2,00,000	5,36,600	10	10	20,00,000	1.94%	1.39%
08-03-2006	Further Issue	6,70,000	12,06,600	10	10	67,00,000	6.48%	4.67%
29-03-2008	Rights issue	24,000	12,30,600	10	200	48,00,000	0.23%	0.17%
15-03-2013	Rights issue	1,67,334	13,97,934	10	300	5,02,00,200	1.62%	1.17%

12-03-2015	Further Issue	94,500	14,92,434	10	63.5	60,00,750	0.91%	0.66%
17-03-2016	Rights issue	2,16,418	17,08,852	10	67	1,45,00,006	2.09%	1.51%
15-05-2016	Transfer from Polaris	90,000	17,98,852	10	10	9,00,000	0.87%	0.63%
21-09-2020	Rights issue	50,000	18,48,852	10	111	55,50,000	0.48%	0.35%
10-04-2023	Transfer from Polaris Marine Engg. Pvt Ltd.	16,667	18,65,519	10	154	25,66,718	0.16%	0.12%
27-10-2023	Bonus Issue*	46,63,798	65,29,317	10	NIL	NIL	45.13%	32.49%
<b>Total**</b>		<b>65,29,317</b>				<b>9,65,83,674</b>	<b>63.18%</b>	<b>45.49%</b>

\*Pursuant to the EGM held on 27th October, 2023 our company has issued Bonus Shares in the ratio of 2.5:1 to all the Existing shareholders of the Company.

\*\* upto 1931512 Equity Shares of Mr. Kamal Kant Biswanath Choudhury will be locked-in for a period of three years.

2) **Promoter Name: Mrs. Sadhana Choudhury**

Mrs. Sadhana Choudhury								
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of Post issue Capital
10-02-1999	Transfer from Hoshang Bomanshah Bengali	3,23,400	3,23,400	10	10	32,34,000	3.13%	2.25%
31-03-2004	Rights Issue	60,000	3,83,400	10	10	6,00,000	0.58%	0.42%
08-03-2006	Further Issue	2,40,000	6,23,400	10	10	24,00,000	2.32%	1.67%
29-03-2008	Rights Issue	6,000	6,29,400	10	200	12,00,000	0.06%	0.04%
15-03-2013	Rights Issue	9,833	6,39,233	10	300	29,49,900	0.10%	0.07%
17-03-2016	Rights Issue	74,627	7,13,860	10	67	50,00,009	0.72%	0.52%

21-09-2020	Rights Issue	25,000	7,38,860	10	111	27,75,000	0.24%	0.17%
27-10-2023	Bonus Issue*	18,47,150	25,86,010	10	NIL	NIL	17.87%	12.87%
<b>Total**</b>		<b>25,86,010</b>				<b>1,81,58,909</b>	<b>25.02%</b>	<b>18%</b>

\*Pursuant to the EGM held on 27th October, 2023 our company has issued Bonus Shares in the ratio of 2.5:1 to all the Existing shareholders of the Company

\*\* upto 76,4997 Equity Shares of Mr. Kamal Kant Biswanath Choudhury will be locked-in for a period of three years.

### 3) Promoter Name: Mr. Vedant Kamalkant Choudhury

Mr. Vedant Kamalkant Choudhury								
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of Post issue Capital
08-03-2006	Allotment	300	300	10	10.00	3,000	0.00%	0.00%
15-03-2013	Rights issue	16,333	16,633	10	300.00	48,99,900	0.16%	0.11%
15-01-2015	Transfer to Devahuti Choudhury	-300	16,333	10	10.00	-3000	0.00%	0.00%
12-03-2015	Allotment	9,450	25,783	10	63.50	6,00,075	0.09%	0.07%
17-03-2016	Rights Issue	74,627	1,00,410	10	67.00	50,00,009	0.72%	0.52%
27-03-2019	Transferred from Nilkhanth	300	1,00,710	10	10.00	3,000	0.00%	0.00%
21-09-2020	Rights issue	50,000	1,50,710	10	111.00	55,50,000	0.48%	0.35%
10-04-2023	Transfer from Polaris Marine Engg. P. Ltd	17,360	1,68,070	10	154.00	26,73,440	0.17%	0.12%
27-10-2023	Bonus Issue*	4,20,175	5,88,245	10	NIL	NIL	4.07%	2.93%
<b>Total**</b>		<b>5,88,245</b>				<b>1,87,26,424.00</b>	<b>5.69%</b>	<b>4.10%</b>

\*Pursuant to the EGM held on 27th October, 2023 our company has issued Bonus Shares in the ratio of 2.5:1 to all the Existing shareholders of the Company.

\*\* upto 17,4015 Equity Shares of Mr. Kamal Kant Biswanath Choudhury will be locked-in for a period of three years.



4) Promoter Name: Mr. Subhas Chandra Choudhury

Mr. Subhas Chandra Choudhury*								
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of Post issue Capital
-	-	-	-	-	-	-	-	-
<b>Total</b>		-	-	-	-	-	-	-

\* Mr. Subhas Chandra Choudhury does not hold any shares.

**Notes:**

- None of the shares belonging to our Promoter have been pledged till date.
- The entire Promoter' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- Our Promoters have confirmed to the Company and the Lead Managers that the Equity Shares held by our Promoter have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.

12) The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Sr. no.	Name of the Promoter	No. of Equity shares held	Average Cost of Acquisition per equity share (in ₹)
1	Kamal Kant Choudhury	65,29,317	14.79
2	Sadhana Choudhury	2586010	7.02
3	Vedant Kamalkant Choudhury	588245	31.83
4	Subhas Chandra Choudhury	0	0

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares acquired to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

13) Our Company has Fifteen (15) Shareholders, as on the date of this Prospectus.

14) **Pre-Issue and Post Issue Shareholding of our Promoter and Promoter' Group**

- i. Set forth is the shareholding of our Promoter and Promoter Group before and after the proposed Issue:

Category of Promoter	Pre-Issue		Post Issue	
	No. of Shares	% Of Pre-Issue Paid Up Capital	No. of Shares	% of Post-Issue Paid Up Capital
<b>A. Promoter</b>				
Mr. Kamal Kant Biswanath Choudhury	65,29,317	63.18%	65,29,317	45.49%
Mrs. Sadhana Choudhury	25,86,010	25.02%	25,86,010	18.02%
Mr. Vedant Kamalkant Choudhury	5,88,245	5.69%	5,88,245	4.10%
Mr. Subhas Chandra Choudhury	0	0.00%	0	0.00%
<b>Total (A)</b>	<b>97,03,572</b>	<b>93.90%</b>	<b>97,03,572</b>	<b>67.61%</b>
<b>B. Promoter Group (as defined by SEBI (ICDR) Regulations)</b>				
Ms. Devahuti Choudhury	2,62,245	2.54%	2,62,245	1.83%
<b>Total (B)</b>	<b>2,62,245</b>	<b>2.54%</b>	<b>2,62,245</b>	<b>1.83%</b>
<b>C. Public</b>				
Mr. Kalyan Kumar Jena	1,050	0.01%	1,050	0.01%
Mr. Sanjivan R Sontakke	3,150	0.03%	3,150	0.02%
Mrs. Suchita Shirodkar	1,050	0.01%	1,050	0.01%
Mr. Nilakantha Prasad Sahu	2,100	0.02%	2,100	0.01%
Ms. Mumukshu Mohanty	1,050	0.01%	1,050	0.01%
Mr. Vikram Kumar	54,376	0.53%	54,376	0.38%
Mr. Shashank Chaturvedi	1,23,589	1.20%	1,23,589	0.86%
Mr. Pradeep Kumar	19,775	0.19%	19,775	0.14%
M/s. Polaris Marine Engg. P. Ltd	47,166	0.46%	47,166	0.33%
M/s. G Trading India Pvt Ltd	32,620	0.32%	32,620	0.23%
M/s. NPRS Financial Services Pvt Ltd	82,075	0.79%	82,075	0.57%
<b>Total (C)</b>	<b>3,68,001</b>	<b>3.57%</b>	<b>3,68,001</b>	<b>2.57%</b>
<b>Total (A+B+C)</b>	<b>1,03,33,818</b>	<b>100.00%</b>	<b>1,03,33,818</b>	<b>72.00%</b>
<b>1. Other Persons, Firms or Companies whose shareholding is aggregated for the purpose of disclosing in the Prospectus under the heading "Shareholding of the Promoter Group".</b>	-	-	-	-
<b>Total Promoter &amp; Promoter Group Holding</b>	<b>1,03,33,818</b>	<b>100.00%</b>	<b>1,03,33,818</b>	<b>72.00%</b>
<b>Total Pre-Issue Share Capital</b>	<b>1,03,33,818</b>	<b>100.00%</b>		
<b>IPO</b>	-	-	<b>40,18,800</b>	<b>28.00%</b>
<b>Total Post-issue Paid up Share Capital</b>			<b>1,43,52,618</b>	<b>100.00%</b>

- ii. Except as mentioned below, there were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months from the date filing this Prospectus

Date of allotment / transfer	Name of allottee / transferee	Party category	No. of Equity Shares allotted / transferred	Face Value (₹)	Issue Price (₹)	Nature of transaction
10-04-2023	Kamal Kant Choudhury	Promoter	16,667	10	154	Transfer from Polaris Marine Engg. Pvt Ltd.
	Vedant Kamalkant Choudhury	Promoter	17360	10	154.00	
27-10-2023	Kamal Kant Choudhury	Promoter	46,63,798	10	0	Bonus Issue
	Sadhana Choudhury	Promoter	1847150	10	0	
	Vedant Kamalkant Choudhury	Promoter	420175	10	0	
	Devahuti Choudhury	Promoter Group	187318	10	0	

None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Prospectus.

#### 15) Promoter' Contribution and other Lock-In details:

##### i. *Details of Promoter' Contribution locked-in for 3 years*

Pursuant to the Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoter shall be considered as promoter' contribution ("**Promoter' Contribution**") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoter' 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.

**The details of the Promoter's Equity Shares proposed to be locked-in for a period of three years are as follows:**

Kamal Kant Choudhury										
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	Source of Contribution	% of Pre Issue Capital	% of Post issue Capital	Lock-in Period
16-08-1996	Upon Incorporation	1,000	1,000	10	10	10,000	Own Fund	0.01%	0.01%	3 years
31-12-1997	Further Issue	3,35,600	3,36,600	10	10	33,56,000	Own Fund	3.25%	2.34%	3 years
31-03-2004	Rights issue	2,00,000	5,36,600	10	10	20,00,000	Own Fund	1.94%	1.39%	3 years
08-03-2006	Further Issue	6,70,000	12,06,600	10	10	67,00,000	Own Fund	6.48%	4.67%	3 years
29-03-2008	Rights issue	24,000	12,30,600	10	200	48,00,000	Own Fund	0.23%	0.17%	3 years
15-03-2013	Rights issue	1,67,334	13,97,934	10	300	3,34,66,800	Own Fund	1.62%	1.17%	3 years
12-03-2015	Further Issue	94,500	14,92,434	10	63.5	60,00,750	Own Fund	0.91%	0.66%	3 years
17-03-2016	Rights issue	2,16,418	17,08,852	10	67	1,37,42,543	Own Fund	2.09%	1.51%	3 years
15-05-2016	Transfer from Polaris	90,000	17,98,852	10	10	9,00,000	Own Fund	0.87%	0.63%	3 years
21-09-2020	Rights issue	50,000	18,48,852	10	111	55,50,000	Own Fund	0.48%	0.35%	3 years
10-04-2023	Transfer from Polaris Marine Engg. Pvt Ltd.	16,667	18,65,519	10	154	27,33,388	Own Fund	0.16%	0.12%	3 years
27/10/2023	Bonus Issue	65,993	19,31,512	10	NIL	NIL	Capitalization of Reserves	0.64%	0.46%	3 Years
	Bonus Issue	64,63,324	83,94,836	10	NIL	NIL	Capitalization of Reserves	62.55%	45.03%	1 Year
<b>Total</b>		<b>83,94,836</b>				<b>7,92,59,481</b>		<b>81.24%</b>	<b>58.49%</b>	

Sadhana Choudhury										
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	Source of Contribution	% of Pre Issue Capital	% of Post issue Capital	Lock-in Period
10-02-1999	Transfer from Hoshang Bomanshah Bengali	3,23,400	3,23,400	10	10	32,34,000	Own Fund	3.13%	2.25%	3 Year
31-03-2004	Rights Issue	60,000	3,83,400	10	10	6,00,000	Own Fund	0.58%	0.42%	3 Year
08-03-2006	Further Issue	2,40,000	6,23,400	10	10	24,00,000	Own Fund	2.32%	1.67%	3 Year
29-03-2008	Rights Issue	6,000	6,29,400	10	200	12,00,000	Own Fund	0.06%	0.04%	3 Year
15-03-2013	Rights Issue	9,833	6,39,233	10	300	29,49,900	Own Fund	0.10%	0.07%	3 Year
17-03-2016	Rights Issue	74,627	7,13,860	10	67	50,00,009	Own Fund	0.72%	0.52%	3 Year
21-09-2020	Rights Issue	25,000	7,38,860	10	111	27,75,000	Own Fund	0.24%	0.17%	3 Year
27/10/2023	Bonus Issue	26,137	7,64,997	10	NIL	NIL	Capitalization of Reserves	0.25%	0.18%	3 Year
	Bonus Issue	18,21,013	25,86,010	10	NIL	NIL	Capitalization of Reserves	17.62%	12.69%	1 Year
<b>Total</b>		<b>7,64,997</b>				<b>1,81,58,909</b>		<b>25.02%</b>	<b>18.02%</b>	

Mr.Vedant kamlkant Choudhury										
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	Source of Contribution	% of Pre-Issue Capital	% of Post issue Capital	Lock-in Period
08-03-2006	Allotment	300	300	10	10.00	3,000	Own Fund	0.00%	0.00%	3 Years
15-03-2013	Rights issue	16,333	16,633	10	300.00	48,99,900	Own Fund	0.16%	0.11%	3 Years
12-03-2015	Allotment	9,450	25,783	10	63.50	6,00,075	Own Fund	0.09%	0.07%	3 Years
17-03-2016	Rights Issue	74,627	1,00,410	10	67.00	50,00,009	Own Fund	0.72%	0.52%	3 Years
27-03-2019	Transferred from Neelkanth	300	1,00,710	10	10.00	3,000	Own Fund	0.00%	0.00%	3 Years
21-09-2020	Rights issue	50,000	1,50,710	10	111.00	55,50,000	Own Fund	0.48%	0.35%	3 Years
10-04-2023	Transfer from Polaris Marine Engg. P. Ltd	17,360	1,68,070	10	154.00	26,73,440	Own Fund	0.17%	0.12%	3 Years
27/10/2023	Bonus Issue	5,945	1,74,015	10	NIL	NIL		0.06%	0.04%	3 Years
	Bonus Issue	4,14,230	5,88,245	10	NIL	NIL		4.01%	2.89%	1 Year
<b>Total</b>		<b>5,88,245</b>				<b>18726424.00</b>		<b>5.69%</b>	<b>4.10%</b>	

16) The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of Promoter	No. of Shares locked in <sup>(1)</sup>	As a % of Post Issue Share Capital
Mr. Kamal Kant Biswanath Choudhury	19,31,512	13.46%
Mrs. Sadhana Choudhury	7,64,997	5.33%
Mr. Vedant kamalkant Choudhury	1,74,015	1.21%
Mr. Subhas Chandra Choudhury	0	N.A.
<b>Total</b>	<b>28,70,524</b>	<b>20.00%</b>

<sup>(1)</sup>For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 1(h) under "Notes to Capital Structure".

We confirm that in compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoter contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being issued to public in the Issue except of Bonus Shares.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoter and offered for minimum 20% Promoter's Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter' Contribution subject to lock-in.

**We further confirm that our Promoter' Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds.**

ii. *Details of Shares locked-in for one year*

- a) Pursuant to Regulation 238(b) of the SEBI (ICDR) Regulations, in addition to the Promoter' Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue, other than the Equity Shares allotted and subscribed pursuant to the Offer for Sale.
- b) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoter can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoter have been pledged to any person, including banks and financial institutions.
- c) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoter/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- d) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

- 17) Neither the Company, nor it's Promoter, Directors or the Lead Managers have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- 18) None of our Directors and Key Managerial Personnel holds Equity Shares in the Company, except mentioned as below :

Sr. no.	Name of KMP'S	Designation	Number of Shares held as on Date on Prospectus
1	Kamal Kant Choudhury	Managing Director	6529317
2	Sadhana Choudhury	Whole time Director	2586010
3	Vedant Kamalkant Choudhury	Director & CEO	588245
4	Nilakantha Prasad Sahu	CFO	2100

- 19) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page no. 284 of this Prospectus . In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
- 20) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- 21) An over-subscription to the extent of 10% of the Net Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 22) 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 Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines
- 23) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
- 24) As on date of this Prospectus , there are no outstanding financial instruments or any other rights
- 25) that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
- 26) As on date of this Prospectus , the entire issued share capital of our Company is fully paid-up. The Equity Shares issued through this Public Issue will be fully paid up.



- 27) There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- 28) Since the entire application money is being called on application, all successful applications, shall be issued fully paid-up shares only. Also, as on the date of this Prospectus the entire pre-issue share capital of the Company has been made fully paid up.
- 29) We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Prospectus .
- 30) As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
- 31) Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 32) Our Promoter and Promoter Group will not participate in the Issue.
- 33) The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
- 34) Our Company has not revalued its assets and we do not have any revaluation reserves till date.
- 35) Our Company has not made any public issue (including any rights issue to the public) since its incorporation

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

#### Issue Proceeds & Net Issue Proceeds

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

(₹ in lakhs)

Sr. No.	Particulars	Amount
1	Gross Proceeds of the Issue	3817.86
2	Issue related Expenses <sup>(1)</sup>	217.86
	<b>Net Proceeds of the Issue</b>	<b>3600.00</b>

<sup>(1)</sup> The Issue related expenses are estimated expenses and subject to change.

#### Net Issue

The Objects of the Net Issue is to raise funds for:

- Repayment / Prepayment, in part or full of certain outstanding borrowings availed by our Company
- Part funding of Capital Expenditure to Purchase/ Acquire additional Boats/ vessels
- Additional Working Capital Requirement
- General Corporate Purpose

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and help us acquire more business.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by the Company through the Present Issue. Further, we confirm that the activities that we have been conducting until now are in accordance with the objects clause of our Memorandum of Association.

#### Proposed Schedule of Implementation and Deployment of the Net Proceeds

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

(₹ in lakhs)

Sr. No.	Object	Amount to be funded from Net Proceeds (F. Y. 2023-24)
1.	Repayment / Prepayment, in part or full of certain outstanding borrowings availed by our Company	800.00
2.	Part funding/ margin money of Capital Expenditure to Purchase/ Acquire additional Boats/ vessels (Pelican Conquest)	1550.00
3.	Working Capital Requirement	800.00
4.	General Corporate Purpose	450.00
	<b>Net Proceeds - Total</b>	<b>3600.00</b>

## **Requirement of Funds and Means of Finance**

In the event of the estimated utilization of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilized for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the LM or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the *“Risk Factors – The deployment of the Net Proceeds from the Issue is based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company’s management will have flexibility in utilizing the Net Proceeds from the Issue.”*

## **Means of Finance**

The fund requirements set out for the aforesaid objects of the issue are proposed to be met entirely from Net proceeds, internal accruals and through proposed debt financing. In view of above we confirm that, with respect to the objects, Our Company has made firm arrangements of Finance acquisition of boat/vessel from Indian Exim bank. Indian Exim Bank (IEB) has issued sanction letter dated January 10, 2024 for term loan of USD 5.88 Million. The Company has made firm arrangement of Finance under Regulation 230(1)(e) of the SEBI ICDR Regulations, through verifiable means towards 75% of the stated means of Finance, excluding the amount proposed to be raised through the Issue. While we will be availing debt finance for 75% of the funds required excluding the Net Proceeds, existing identified internal accruals may, at the discretion of the management be, utilized for our future internal accruals in order to reduce our Financing cost.

## DETAILS OF THE FUND REQUIREMENT

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

### 1) Repayment / Prepayment, in part or full of certain outstanding borrowings availed by our Company

Our Company has entered into various financing arrangements, from time to time, which include inter alia terms loans and working capital facilities, with banks, financial institutions and other entities. As on March 31, 2023, we had outstanding borrowings (including current and non-current borrowings, current portion of non-current borrowings as well as interest accrued and due on borrowings) of ₹ 5527.44 Lakhs. As on September 30, 2023 our Company's outstanding borrowing is ₹ 6681.84 Lakhs comprising of secured loan of ₹4771.03 Lakhs and ₹1910.81 unsecured loan. For further details in relation to our financing arrangements / borrowings, please see "Financial Indebtedness" on page no. 243 Our Company proposes to utilize an estimated amount of up to ₹800.00 Lakhs from the Net Proceeds towards pre- payment or repayment of all or a portion of borrowings availed by our Company. Further, our Company shall pay the prepayment charges, if any, on the loans identified below, out of the portion of Net Proceeds available for repayment/ prepayment, in part or full, of certain of our borrowings.

We believe that the prepayment and /or repayment of principal and interest amount of borrowings from the Net Proceeds shall inter alia benefit our Company in the following manner: (a) reducing the outstanding indebtedness of the Company and enable utilization of the internal accruals for further investment in business growth and expansions; (b) to meet the net worth criteria for tenders, our Company would strengthen its capability to be eligible to bid for such tenders; (c) improve our debt-equity ratio, which will enable us to reduce our borrowing costs and increase the availability of non-funded limits from banks/financial institutions, which are essential to secure additional business; (d) improve our ability to raise further resources in the future to fund potential capital expenditure and grow business or explore business development opportunities; and (e) improve the working capital position and liquidity position of the Company.

The details of the identified borrowings availed by our Company, proposed to be repaid and/or pre-paid and/or adjusted and/or settled, in full or in part, including interest thereon, in the manner detailed above, are as follows:

Name of the Lender	Date of Sanction Letter/ Agreement	Sanctioned Amount (Rs.in Lakhs)	Purpose / Nature of Borrowing	Tenure of Loan	Rate of Interest (%)	Amount Outstanding as on March 31, 2023	Amount Outstanding as on September 30, 2023	Pre-payment Charges
Axis Bank Ltd	31-12-2022	50.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly instalments starting from January 20, 2023	15%	46.44	39.30	Not Specified
HDFC Bank Ltd	20-05-2022	55.20	To meet Working Capital Requirement of Service Contracts	Repayable in 36 Monthly Instalments starting from June 06,2022	14%	42.10	33.48	Not Specified

ICICI Bank Ltd	20-04-2022	97.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly instalments starting from June 05, 2022	13.50%	73.93	58.72	Not Specified
IDFC First Bank Ltd	28-12-2022	51.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly instalments starting from February 03, 2023	15.50%	48.74	41.61	Not Specified
Indusind Bank Ltd	14-12-2022	50.00	To meet Working Capital Requirement of Service Contracts	Repayable in 24 Monthly Instalments starting from January 01,2023	16%	44.34	30.82	Not Specified
Kotak Mahindra Bank Ltd	19-05-2022	75.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 Monthly instalments starting from July 01,2022	15%	57.40	45.62	Not Specified
Standard Chartered Bank Ltd	09-06-2022	75.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly instalments starting from June 10, 2022	15%	57.14	45.46	Not Specified
Yes Bank Ltd	28-12-2022	50.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly instalments starting from February 08,2023	15.99%	47.80	40.85	Not Specified
Aditya Birla Finance Ltd	19-05-2022	50.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly instalments starting from July 05, 2022	14%	39.38	31.67	Not Specified
Ambit Finvest Pvt Ltd.	28-12-2022	50.00	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly instalments starting from February 05, 2023	16%	46.41	35.06	Not Specified
Clix Capital	30-04-2023	40.16	To meet the dry-docking cost of Vessel Aditri	Repayable in 36 monthly instalments starting from June 02, 2023	18%	-	36.69	Not Specified
Fullerton India	17-01-2023	50.14	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly instalments starting from January 05, 2023	16%	46.55	35.71	Not Specified

Kisetsu Saison Finance	30-12-2022	50.00	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly instalments starting from February 02, 2023	16%	46.41	35.06	Not Specified
Neogrowth Credit Pvt Ltd	06-06-2023	75.00	To meet the dry-docking cost of Vessel Aditri	Repayable in 36 Monthly Instalments	18.09%	-	68.52	5% of the principal amount+ applicable tax
Oxyzo Financial Services	20-06-2022	75.00	To meet Working Capital Requirement of Service Contracts	Monthly Interest at actual and principal after 90days of each amount utilized	15%	74.39	70.91	Not Specified
Protium Finance	30-04-2023	40.00	To meet the dry-docking cost of Vessel Aditri	Repayable in 30 monthly instalments starting from June 05, 2023	18%	-	35.64	Not Specified
Tata Capital Financial services Pvt Ltd	27-12-2022	75.00	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly instalments starting from February 03, 2023	15.50%	71.68	61.19	Not Specified
Ugro Capital	09-05-2023	25.10	To meet the dry-docking cost of Vessel Aditri	Repayable in 36 monthly instalments starting from June 03,2023	18%	-	22.86	Not Specified
Unity Small Finance Bank	28-12-2022	51.00	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly instalments starting from February 04, 2023	16%	47.34	35.77	Not Specified
<b>Total</b>						<b>790.06</b>	<b>854.05</b>	<b>-</b>

**Note:**

- 1) The foreclosure (Pre-payment) charges are levied as per terms mentioned in sanction letter. Pre-payment charges/penalties are not mentioned/ specified in sanction letters issued by the lender. Other than for those specifically mentioned in the table above.
- 2) The company will make payment of due amount from time to time and propose to pay Rs.800 Lakhs from net proceeds of IPO.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, our Company has obtained the requisite certificate dated February 13, 2024 for the loan to be prepaid by our Company. Given the nature of the borrowings and terms of repayment/prepayment, the aggregate outstanding amount may vary from time to time. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. In the event, the aggregate outstanding amount

under the borrowings, as mentioned above, were to be repaid in part or full or were to be refinanced or were to increase prior to the completion of the Issue, we may revise our utilization of the Net Proceeds towards repayment of amounts under the working capital facilities, subject to compliance with the SEBI ICDR Regulations, the Companies Act, and other applicable laws. Until our Company realizes the Net Proceeds, it will utilize its internal resources for the scheduled repayments of the above-mentioned loan, which will be recouped by our Company from the Net Proceeds, subject to compliance with the SEBI ICDR Regulations, the Companies Act, and other applicable laws.

The selection of borrowings proposed to be repaid and/ or pre-paid (including interest thereon) from our facilities provided above, which has been approved pursuant to a resolution passed by our Board on 19<sup>th</sup> October, 2023 shall be based on various factors, including (i) cost of the borrowings to our Company, including applicable interest rates; (ii) any conditions attached to the borrowings, restricting our ability to prepay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of, such requirements; (iii) receipt of consents for prepayment from the respective lenders; (iv) terms and conditions of such consents and waivers; (v) levy of any prepayment penalties and the quantum thereof; (vi) provisions of any law, rules, regulations governing such borrowings; and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

- 2) For the purposes of the Issue, our Company will be intimated and will obtain necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Issue and for the deployment of the Net Proceeds towards the objects set out in this section. **Part funding of Capital Expenditure to Purchase/ Acquire additional Boats/ vessels**

Our company has received the Letter of Intent / Notification of Award of contract from existing client i.e. ONGC Ltd. to provide new age Fast Crew Boat for operations in India. We are in the process of acquiring the requisite vessel for the contract. We propose to use Rs. 1,550 lakhs towards part funding of said vessel. Balance fund requirement will be funded through Bank / FI loan and cash accruals.

The contract is denominated in US Dollars and the repayment schedule is in US Dollars providing us the natural hedge.

ONGC Ltd. has issued a notification of award to our company for charter hire of a Fast Crew Boat "Pelican Conquest". To fulfil the conditions of the order from ONGC Ltd., the quotations were received by the company and the company has entered into a Memorandum of Agreement (MOA) dated October 18, 2023 with Pelican Offshore Malaysia Corp. to confirm purchase of the Fast Crew Boat.

**Summary as per the Memorandum of Agreement (MOA) to purchase fast crew boat agreed between the above parties is as under:**

1. Name of Supplier : Pelican Offshore Malaysia Corp
2. Name of vessel/Boat : Pelican Conquest
3. Year of Build : 2021
4. Builder/Yard : Penguin Shipyard International Pte Ltd
5. Date of Delivery : December, 2023/March, 2024
6. Place of Delivery : at accessible berth of Penguin shipyard International Pte. Ltd. at 21, Tuas Road, Singapore 638489

**Brief Specification of Proposed Boat / Vessel:**

The principal particulars of the vessel proposed to be acquired are as follows:

1.	Length	42m
2.	Breadth	8m
3.	Speed	25 knots @ 85% MCR
4.	Passenger Capacity	60 passengers
5.	Other Specialties	a. Dynamic Positioning System Class 1 b. Motion Compensated Gangway, 12m c. Gyro Stabilizer

The proposed vessel will be operated with Indian Crew with trading certificates issued by the Indian Register of Shipping (IR Class).

**Estimated cost for the purchase and deployment of Boat/vessel:**

Sr. no.	Particulars	Amount (in USD)	Amount (Rs in lakhs)
1	Purchase cost of Vessel (Second hand vessel) (2021 make)	\$ 57,50,000.00	4717.30
2	Modification, Design, Engineering and Mobilization	\$ 20,50,000.00	1681.82
3	Miscellaneous	\$ 50,000.00	40.88
<b>Total Amount</b>		<b>\$ 78,50,000.00</b>	<b>6440.00</b>

#USD 1 = ₹ 82.04 (closing rate as of June 30, 2023) (Source: [www.fbil.org.in](http://www.fbil.org.in))

\* As estimated by the management



Proposed Means of Finance to Fund the Capital Expenditure:

Sr. No.	Cost of Project/ Means of Finance	Amount (in USD)	Amount (Rs. In Lakhs)	% of cost of acquisition of vessel
1	IPO Proceeds	\$ 18,89,322.00	1550.00	24.07%
2	Internal Accruals	\$ 73,178.00	60.00	0.93%
3	Debt from Bank / FI from India Exim Bank*	\$ 58,87,500.00	4830.00	75.00%
<b>Total Amount</b>		<b>\$ 78,50,000.00</b>	<b>6440.00</b>	<b>100%</b>

Implementation Schedule:

Proposed acquisition of vessel is expected to be completed by June, 2024 and the net IPO funds will be deployed as per the payment terms to be agreed with the supplier of the vessel.

\* Indian Exim Bank (IEB) has issued sanction letter dated January 10, 2024 for term loan of USD 5.88 Million.

**Current Status and timeline with reference to purchase Fast Crew Boat**

Sr. No.	Name of NOC / Approval / License	Issuing Authority	Current Status	Timeline for Submission	Validity
1	Name Allotment	Registrar of Ships, Mumbai	Received on 05.01.2024	-	Lifetime
2	Carving & Marking Note	Registrar of Ships, Mumbai	Received on 15.01.2024	-	Lifetime
3	Provisional Registry	Registrar of Ships, Mumbai	To be submitted at the time of purchase	20.03.2024	5 months & succeeded by Final Registry
4	High Speed Craft Classification Drawings	Indian Register of Shipping	Submitted for Approval	21.12.2023	Lifetime
5	High Speed Craft Classification Drawings	Directorate General of Shipping	To be submitted	15.07.2024	Lifetime
6	Certificate of Class	Indian Register of Shipping	After Purchase	20.03.2024	5 years
7	Certificate of High-Speed Craft (Passenger)	Indian Register of Shipping	After Purchase	20.03.2024	5 years
8	Inspection by Class Surveyors	Indian Register of Shipping	After Purchase	30.03.2024	Lifetime
9	Inspection by Flag Surveyors	Mercantile Marine Dept., Mumbai	After Purchase	31.03.2024	Lifetime

## 2) Working Capital Requirements

(₹. in lakhs)

Particulars	Fiscal 2021 (Restated) 31-Mar-21	Fiscal 2022 (Restated) 31-Mar-22	Fiscal 2023 (Restated) 31-Mar-23	Fiscal 2024 (Restated) 30-Sep-23	Fiscal 2024 (Projected) 31-Mar-24	Fiscal 2025 (Projected) 31-Mar-25
<b>Current Assets</b>						
Trade Receivables	1,048.27	891.66	882.78	739.72	1559.98	1659.48
Other Current Assets & Cash and Cash Equivalent	1,007.31	1389.85	1485.80	1,423.40	2128.42	2148.42
<b>Total Current Assets (A)</b>	<b>2,055.58</b>	<b>2281.51</b>	<b>2368.58</b>	<b>2,163.12</b>	<b>3687.90</b>	<b>3807.90</b>
<b>Less: Current Liabilities</b>						
Trade Payables	460.44	508.86	804.01	727.51	839.76	939.76
Other Current Liabilities	309.10	414.28	564.61	415.92	501.46	401.46
Short Term Provisions	13.16	17.34	36.68	116.34	67.76	67.76
<b>Total Current Liabilities (B)</b>	<b>782.70</b>	<b>940.48</b>	<b>1,405.30</b>	<b>1,259.77</b>	<b>1,408.98</b>	<b>1,408.98</b>
<b>Working Capital Gap (A-B)</b>	<b>1,272.88</b>	<b>1,341.03</b>	<b>963.28</b>	<b>903.35</b>	<b>2,278.91</b>	<b>2,398.91</b>
<b>Funded By:</b>						
IPO Funding	-	-	-	-	800.00	-
Short Term Borrowings	-	-	-	-	1470.84	1485.84
Equity and Internal Accruals	1,272.88	1341.03	963.28	903.35	8.07	913.07

### Holding Periods

Particulars		Fiscal 2021 (Restated) 31-Mar-21	Fiscal 2022 (Restated) 31-Mar-22	Fiscal 2023 (Restated) 31-Mar-23	Fiscal 2024 (Restated) 30-Sep-23	Fiscal 2024 (Projected) 31-Mar-24	Fiscal 2025 (Projected) 31-Mar-24
<b>Current Assets</b>							
Trade Receivables	Months	2.08	1.54	1.75	1.32	2.20	2.16
<b>Current Liabilities</b>							
Trade Payables	Months	1.79	0.88	2.65	3.43	2.25	2.33

Justification for holding period levels

Particulars	Details
<b>Current Assets</b>	
Trade Receivables	Trade Receivables days are computed as a function of revenue from operations from the Restated Standalone Financial Statements and are adjusted for future estimates. Our Company has estimated the holding level for Trade Receivable as 2 months of revenue from operations for the Financial Year 2022 and 2023, considering normal credit period. The company is expected to deploy the vessel "Aditri" from December 2023 and the "Fast Crew Passenger Vessel" from March 2024. Typically, the trade receivables cycle is 2 months, and due to the year-end, some debtors promptly make payments before March 31, 2023, resulting in a lower receivables period as of year-end. The proposed two new vessels are expected to contribute significantly, generating revenue of Rs. 5.00 Crore per month. Taking into account the credit cycle of vessels "Aditri" and "Fast Crew Passenger Ship," the holding level is estimated around 2 months as of March 31, 2024 and March 31, 2025.
<b>Current Liabilities</b>	
Trade Payables	Trade Payables are computed from the historic Restated Standalone Financial Statements and are adjusted for future expected with substantial decrease in projected trade payables as 1 months of cost of goods consumed/ traded for the Financial Year 2022 and 2023. By making early payments to the suppliers (i.e. availing lower credit periods), the company will be able to reduce the operating cost as a percentage of sales thereby increasing the profitability of the Company. Thus, the Company has estimated lower credit period which would in turn help in reducing the cost of sales and improve profitability margins.

### **Analysis of additional working capital requirement for the period ended:**

#### **30<sup>th</sup> September 2023(Restated):**

As of 30.06.2023, the company had made advances to service and spare parts suppliers in the last week of June 2023. The advances were made for procurement of spares and services for dry-docking

of vessel Canara Pride in Mumbai and the materials were received after 30th June 2023. Therefore, there is substantial increase in working capital requirement for the period ended on 30th June 2023. Further, our working capital requirement has been decreases to Rs.903.35 lakhs from 30<sup>th</sup> June 2023. Further, Working Capital Requirement of the company for the period ended on 30th September, 2023 is decreased from 1378.91 lakhs (as on 30.06.2023) to 903.55. lakhs (as on 30.09.2023) which is due to decrease in Other Current Assets & Cash and cash equivalent.

### **31<sup>th</sup> March 2024 & 31<sup>th</sup> March 2025 (Projected):**

The Company had purchased the Vessel 'Aditri' in the Financial Year 2022 – 23. The Company is carrying out required modification in the vessel, which is necessary for deployment. The Vessel “Aditri” will be ready to be deployed by the end of January, 2024 and will generate a monthly revenue of approximately Rs. 3.00 Crore from January, 2024.

Further, the company has proposed to purchase a “Fast Crew Passenger Vessel”, which shall be deployed with ONGC from February / March, 2024. The proposed fast crew vessel is expected to generate a monthly revenue of around Rs. 2.00 Crore.

### **3) General Corporate Purpose**

Our management will have flexibility to deploy ₹ 450 lakhs , aggregating to 12.50% of the Net Proceeds of the Issue towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or any other purposes as may be approved by our Board , subject to compliance with the necessary provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230 (2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to this Prospectus, proposed to be used for general corporate purposes, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹ 3625.20 lakhs, towards general corporate purposes and the business requirements of our Company as approved by the Board, from time to time, subject to such amount not exceeding 25% of the Gross Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilize Net Proceeds include, without limitation, meeting ongoing general corporate contingencies, strengthening marketing capabilities and brand building exercises, enhancing our technology related infrastructure, strategic initiatives and acquisition and/or funding any shortfall in any of the abovementioned objects. The

quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

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

### ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ 217.86, which is 5.71 % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars, underwriters and other out of pocket expenses.	40.00	18.36%	1.05%
2	Brokerage and selling commission <sup>(2)(3)(4)</sup>	4.00	1.84%	0.10%
3	Printing & Stationery, Distribution, Postage, etc.	2.86	1.31%	0.07%
4	Advertisement and Marketing Expenses	12.00	5.51%	0.31%
5	Stock Exchange Fees, Regulatory and other Expenses	4.00	1.84%	0.10%
6	Underwriting	155.00	71.15%	4.06%
<b>Total</b>		<b>217.86</b>	<b>100%</b>	<b>5.71%</b>

<sup>(2)</sup> The SCSBs and other intermediaries will be entitled to a commission of ₹ 10/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

<sup>(3)</sup> The SCSBs would be entitled to processing fees of ₹ 10/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

<sup>(4)</sup> Further the SCSBs and other intermediaries will be entitled to selling commission of 0.01% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

The Issue expenses are estimated expenses and subject to change. The Issue expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company.

### **Appraisal and Bridge Loans**

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

### **Year wise Deployment of Funds / Schedule of Implementation**

As on the date of this Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2023 – 24 and 2024-25.

### **Monitoring of Utilization of Funds**

Since the proceeds from the Issue do not exceed ₹ 10,000 lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

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

### **Working Capital Requirement**

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, financing from various banks and financial institutions. We have made provision for additional working capital funding from Proposed IPO.

### **Interim Use of Funds**

Pending utilization of the Net Proceeds 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.

### **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 authorised 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. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

### **Other Confirmations / Payment to Promoters and Promoter's Group from the IPO Proceeds**

Except as mentioned under the section 'Details of Funds Requirement' in this Chapter above, no part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our board of Directors, our Key Management Personnel or Group Companies except in the normal course of business in compliance with applicable law.

## BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Shares and is 9.5 times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Restated Financial Information” and the chapter titled “Our Business” beginning on page nos. 21, 181 and 121 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

### Qualitative Factors

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

- Company is in ship operation business since last 27 years.
- Experienced Promoters and Management Team
- Quality backed assets to service to our client requirement
- Strong Client Base
- Business Growth opportunities

For more details on qualitative factors, refer to chapter “Our Business” on page no. 121 of this Prospectus .

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For more details on financial information, investors please refer the chapter titled “Restated Financial Information” beginning on page no. 181 of this Prospectus.

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

#### 1) Basic and Diluted Earnings Per Share (“EPS”)

Particulars	Basic & Diluted	
	EPS (in ₹) <sup>(2)</sup>	Weights
Year ended on March 31, 2023	7.50	3
Year ended on March 31, 2022	2.91	2
Year ended on March 31, 2021	3.20	1
<b>Weighted Average</b>	<b>5.25</b>	
Six months ended on September, 2023 <sup>(1)</sup>	Basic: <b>3.94</b> and Diluted: <b>3.94</b>	

<sup>(1)</sup> For the period of six months and not annualized

<sup>(2)</sup> Based on Standalone Restated Financials of our Company.



**Notes:**

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

- b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

- c. Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 “Earnings per Share”, notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014
- d. The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statements as appearing in “Annexure IV & V - Financial Information” beginning on page no. 181 Prospectus.
- e. Our company has allotted 73, 81,299 Bonus Equity Shares on October 27, 2023 in the ratio of 2.5 Bonus equity shares for every 1 (One) equity share held in the as on record date. As required under AS 20 “Earning per share”, the above Bonus shares are retrospectively considered for the computation of weighted average number of equity shares.

**2) Price Earnings Ratio (“P/E”) in relation to the Price of ₹ 95 per share of ₹ 10 each**

Particulars	Standalone Restated Financials
P/E ratio based on Basic and Diluted EPS as at March 31, 2023	12.67

Note :P/E ratio based on Weighted Average EPS of last three years is 18.10.

**Industry Peer Group P/E Ratio**

We are unable to identify the direct listed peers of our Company hence we are unable to mention P/E ratio of listed peers.

**3) Return on Net worth (RONW)**

**Standalone**

	RONW (%)	Weight
Year ended on March 31, 2023	18.94%	3
Year ended on March 31, 2022	8.59%	2
Year ended on March 31, 2021	10.32%	1
<b>Weighted Average</b>	<b>14.05%</b>	
Six months ended on September 30, 2023*	<b>9.04%</b>	

\* For the period Six months and not annualized

**Note:** Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

#### 4) Net Asset Value (NAV) per share

Financial Year	Standalone NAV (₹)
NAV as at March 31, 2023	39.62
NAV as at September 30, 2023	43.58
NAV after Issue	57.96
Issue Price (₹)	95.00

**Note:**

a) Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares at the end of the year}}$$

b) The above NAV is calculated after the effect of 73,81,299 bonus shares issued in the board meeting dated 27<sup>th</sup> October, 2023.

#### 5) Comparison of Accounting Ratios with Listed Industry Peers

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

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

Name of the company	Consolidated /Standalone	CMP* (₹)	EPS (₹)	P/E Ratio	Face value (₹ per share)	NAV (₹ per share)	RON W (%)	Revenue from Operations (₹ in Lakh)
Sadhav Shipping Ltd.	Standalone	95	7.50	12.67	10.00	39.62	18.94	7780.84
Peer Group **								

Seamec Limited	Standalone	1202.00	16.2 3	74.0 6	10.0 0	270.1 9	5.97	39,902.41
Knowledge Marine & Engineering Limited	Standalone	1596.45	51.5 6	30.9 6	10.0 0	121.2 7	35.58	19,472.44
Garware Marine Industries Limited	Standalone	10.94	0.24	44.9 5	10.0 0	13.72	1.46	122.43

\*CMP for our Company is considered as Issue Price.

\*\* Source: [www.nseindia.com](http://www.nseindia.com).

: [www.bseindia.com](http://www.bseindia.com).

Notes:

- (I) The figures of Sadhav Shipping Limited are based on financial statements as restated as on March 31, 2023.
- (II) Considering the nature and size of business of the Company, the peers are not strictly comparable. However same have been included for broad comparison.
- (III) Current Market Price (CMP) is the closing price of peer group scripts as on February 15, 2024.
- (IV) The figures for the peer group are based on the standalone audited financials for the year ended March 31, 2023.

#### 6) Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by Suvarna & Katdare, Chartered Accountants, by their certificate.

We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page no. 1.

## Key Performance Indicators of our Company

Particulars	30 <sup>th</sup> September, 2023*	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from Operations (₹ in Lakhs)	3,368.91	7,780.84	6,955.33	6,057.02
EBITDA (₹ in Lakhs)	959.74	1,670.34	1,199.71	1,135.57
EBITDA Margin (%)	28.49%	21.47%	17.25%	18.75%
Profit After Tax (₹ in Lakhs)	406.97	775.44	300.93	330.77
PAT Margin (%)	12.08%	9.97%	4.33%	5.46%
ROE (%)	9.47%	20.41%	8.97%	11.13%
ROCE (%)	6.47%	13.25%	10.93%	12.63%

\*Not Annualized

### Notes:

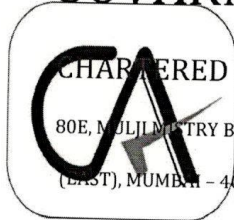
- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the Company
- (6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

### Financial

- 7) The Company in consultation with the Lead Manager believes that the Issue price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is 9.5 times of the face value i.e. ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per share.

## Statement of Possible Tax Benefit

# SUVARNA & KATDARE



CHARTERED ACCOUNTANTS

80E, MULJI MISTRY BLDG., 61, TEJAPL ROAD, OPP. PARLE BISCUIT FACTORY, VILE PARLE  
(EAST), MUMBAI - 400057.

TEL.: 26115621 / 26114526

EMAIL: [rrs\\_suvarna@yahoo.com](mailto:rrs_suvarna@yahoo.com)

### STATEMENT OF POSSIBLE TAX BENEFITS

To,  
**The Board of Directors**  
**SADHAV SHIPPING LIMITED,**  
521 5<sup>th</sup> Floor, Loha Bhavan ,  
P.D'mello,Road, Masjid (East),  
Mumbai, Maharashtra -400009 India.

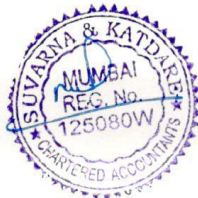
Dear Sir,

**Sub: Statement of possible Special tax benefit ('the Statement') available to Sadhav Shipping Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

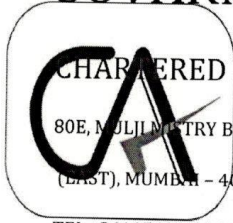
We hereby confirm that the enclosed annexure, prepared by **SADHAV SHIPPING LIMITED ('the Company')** states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - tax Act, 1961 ('Act') as amended time to time, the Gift Tax Act, 1958, presently 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 the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated 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 hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, 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.



# SUVARNA & KATDARE



CHARTERED ACCOUNTANTS

80E, NULJIM TOWER BLDG., 61, TEJAPUR ROAD, OPP. PARLE BISCUIT FACTORY, VILE PARLE  
(EAST), MUMBAI - 400057.

TEL.: 26115621 / 26114526

EMAIL: [rrs\\_suvarna@yahoo.com](mailto:rrs_suvarna@yahoo.com)

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

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

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


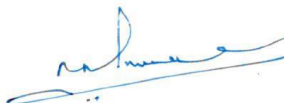
No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

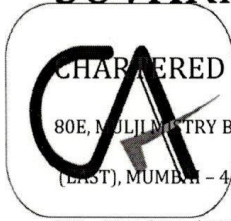
Signed in terms of our separate report of even date.

For Suvarna & Katdare  
Chartered Accountants  
Registration No.: 125080W



Ravindra Raju Suvarna  
(Partner)  
Membership No.: 032007  
Date: 10/10/2023  
UDIN No: 23032007BGWDXB4767

# SUVARNA & KATDARE



CHARTERED ACCOUNTANTS

80E, MULJI MISTRY BLDG., 61, TEJAPL ROAD, OPP. PARLE BISCUIT FACTORY, VILE PARLE  
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TEL.: 26115621 / 26114526

EMAIL: [rrs\\_suvarna@yahoo.com](mailto:rrs_suvarna@yahoo.com)

## Annexure to the statement of possible Tax Benefits

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced 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 the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

### 1. Special Tax Benefits available to the Company under the Act:

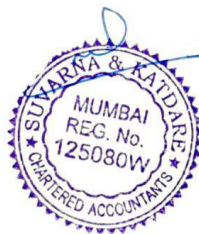
The Company is not entitled to any Special tax benefits under the Act.

### 2. Special Tax Benefits available to the shareholders of the Company

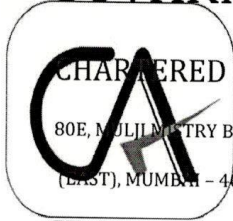
The Shareholders of the company are not entitled to any Special tax benefits under the Act.

### Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.



# SUVARNA & KATDARE



CHARTERED ACCOUNTANTS

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(EAST), MUMBAI - 400057.

TEL.: 26115621 / 26114526

EMAIL: [rrs\\_suvarna@yahoo.com](mailto:rrs_suvarna@yahoo.com)

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Signed in terms of our separate report of even date.

For Suvarna & Katdare  
Chartered Accountants  
Registration No.: 125080W



Ravindra Raju Suvarna  
(Partner)  
Membership No.: 032007  
Date: 10/10/2023  
UDIN No: 23032007BGWDXB4767



## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this chapter includes extracts from publicly available information, data, statistics and has been derived from various government publications and industry sources. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.*

*Before deciding to invest in the Equity Shares, prospective investors should read this entire Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" on pages 21 and 181, respectively of the Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 21 of the Prospectus. Accordingly, investment decisions should not be based on such information.*

### GLOBAL ECONOMIC OVERVIEW

Today the world economy at one side is showing signs of recovery from COVID-19 pandemic and on the other side it is facing the uncertainty of Russia- Ukraine war. The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine is slowing amid widening divergences among economic sectors and regions. The World Health Organization (WHO) announced in May that it no longer considers COVID-19 to be a "global health emergency." Supply chains have largely recovered, and shipping costs and suppliers' delivery times are back to pre-pandemic levels. On the inflation front, it remains high and continues to erode household purchasing power. Policy tightening by central banks in response to inflation has raised the cost of borrowing, constraining economic activity. Immediate concerns about the health of the banking sector have subsided, but high interest rates are filtering through the financial system, and banks in advanced economies have significantly tightened lending standards, curtailing the supply of credit. The impact of higher interest rates extends to public finances, especially in poorer countries grappling with elevated debt costs, constraining room for priority investments. As a result, output losses compared with pre-pandemic forecasts remain large, especially for the world's poorest nations

*(Source: World Economic update, Near Term Resilience Persistent Challenges July 2023)*

Global Economic also witnessed failures of banks. The unexpected failures of two specialized regional banks in the United States in mid-March 2023 and the collapse of confidence in Credit Suisse—a globally significant bank—have roiled financial markets, with bank depositors and investors reevaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable. The loss of confidence in Credit Suisse resulted in a brokered takeover. Broad equity indices across major markets have fallen below their levels prior to the turmoil, but bank equities have come under extreme pressure.

Despite strong policy actions to support the banking sector and reassure markets, some depositors and investors have become highly sensitive to any news, as they struggle to discern the breadth of

vulnerabilities across banks and nonbank financial institutions and their implications for the likely near-term path of the economy. Financial conditions have tightened, which is likely to entail lower lending and activity if they persist

With the recent increase in financial market volatility and multiple indicators pointing in different directions, the fog around the world economic outlook has thickened. Uncertainty is high, and the balance of risks has shifted firmly to the downside so long as the financial sector remains unsettled. The major forces that affected the world in 2022—central banks’ tight monetary stances to allay inflation, limited fiscal buffers to absorb shocks amid historically high debt levels, commodity price spikes and geo economic fragmentation with Russia’s war in Ukraine, and China’s economic reopening—seem likely to continue into 2023. But these forces are now overlaid by and interacting with new financial stability concerns. A hard landing— particularly for advanced economies—has become a much larger risk. Policymakers may face difficult trade-offs to bring sticky inflation down and maintain growth while also preserving financial stability

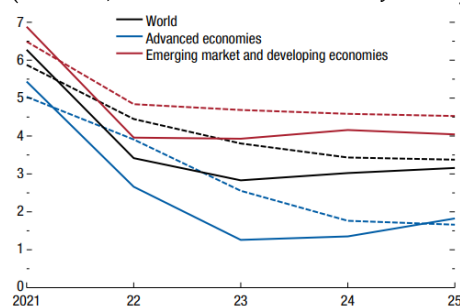
(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

### Baseline Scenario

The baseline forecast is for global output growth, estimated at 3.4 percent in 2022, to fall to 2.8 percent in 2023, 0.1 percentage point lower than predicted in the January 2023 WEO before rising to 3.0 percent in 2024. This forecast for the coming years is well below what was expected before the onset of the adverse shocks since early 2022. Compared with the January 2022 WEO Update forecast, global growth in 2023 is 1.0 percentage point lower, and this growth gap is expected to close only gradually in the coming two years which is shown in graph below.

### Growth Outlook: Feeble and Uneven

(Percent; dashed lines are from January 2022 WEO Update vintage)



Source: IMF staff calculations.

Note: The figure shows the projected evolution of real GDP growth for the indicated economy groups. WEO = World Economic Outlook.

(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

### Economic Prospects

For emerging market and developing economies, economic prospects are on average stronger than for advanced economies, but these prospects vary more widely across regions. On average, growth is expected to be 3.9 percent in 2023 and to rise to 4.2 percent in 2024. The forecast for 2023 is modestly lower (by 0.1 percentage point) than in the January 2023 WEO Update and significantly below the 4.7 percent forecast of January 2022. In low-income developing countries, GDP is expected to grow by 5.1 percent, on average, over 2023–24, but projected per capita income growth averages only 2.8 percent during 2023–24, below the average for middle-income economies (3.2 percent) and so below the path needed for standards of living to converge with those in middle-income economies.

(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

## Inflation

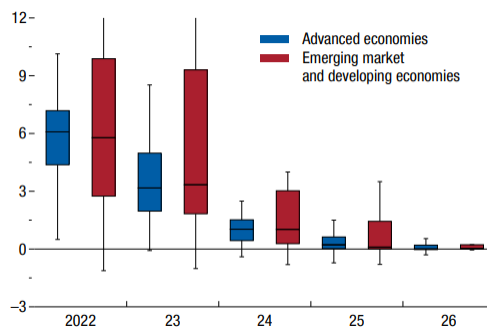
Inflation is one of the key factors in economic study, The baseline forecast is for global headline (consumer price index) inflation to decline from 8.7 percent in 2022 to 7.0 percent in 2023. This forecast is higher (by 0.4 percentage point) than that of January 2023 but nearly double the January 2022 forecast. Disinflation is expected in all major country groups, with about 76 percent of economies expected to experience lower headline inflation in 2023. Initial differences in the level of inflation between advanced economies and emerging market and developing economies are, however, expected to persist. The projected disinflation reflects declining fuel and nonfuel commodity prices as well as the expected cooling effects of monetary tightening on economic activity. At the same time, inflation excluding that for food and energy is expected to decline globally much more gradually in 2023: by only 0.2 percentage point, to 6.2 percent, reflecting the aforementioned stickiness of underlying inflation. This forecast is higher (by 0.5 percentage point) than that of January 2023.

(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

Central banks around the world are frantically dancing to the tune of inflation, which seems to be coming under control, although is still far from being tamed completely. Between the three major central banks—the US Federal Reserve (Fed), the European Central Bank (ECB), and the Bank of England (BoE)—the policy rates have been raised by 1440 bps within a span of 18 months. Yet, the 12-month average inflation after the first policy rate hike is significantly higher than the 12-month average inflation prior to the hike in these countries. Instead, liquidity conditions have tightened too quickly in countries that had ultra-loose monetary policies for over a decade. Since these countries also host a large share of global investors, such an aggressive measure has unnerved the sentiments, leading to capital outflows from emerging countries.

(Source: India Economic Outlook, July 2023, Deloitte insights,)

## Inflation Slowly Converging to Target (Percentage point, distribution of gap from inflation target)



## Asian and Pacific Economies: Real GDP, Consumer Prices, Current Account Balance, and Unemployment (Annual percent change, unless noted otherwise)

Gross Domestic Production is one of the key indicators of economic health, below table shows the comparison between Real GDP, Consumer Price, Current Account Balance & Unemployment for year 2022 and projected year 2023, 2024 for Asian & Pacific Economies.

	Real GDP			Consumer Prices <sup>1</sup>			Current Account Balance <sup>2</sup>			Unemployment <sup>3</sup>		
	2022	Projections		2022	Projections		2022	Projections		2022	Projections	
		2023	2024		2023	2024		2023	2024		2023	2024
<b>Asia</b>	<b>3.8</b>	<b>4.6</b>	<b>4.4</b>	<b>3.8</b>	<b>3.4</b>	<b>2.9</b>	<b>1.8</b>	<b>1.5</b>	<b>1.4</b>	...	...	...
<b>Advanced Asia</b>	<b>1.8</b>	<b>1.8</b>	<b>1.8</b>	<b>3.8</b>	<b>3.3</b>	<b>2.4</b>	<b>3.6</b>	<b>3.9</b>	<b>4.2</b>	<b>2.9</b>	<b>3.0</b>	<b>3.0</b>
Japan	1.1	1.3	1.0	2.5	2.7	2.2	2.1	3.0	4.0	2.6	2.3	2.3
Korea	2.6	1.5	2.4	5.1	3.5	2.3	1.8	2.2	2.8	2.9	3.7	3.7
Taiwan Province of China	2.5	2.1	2.6	2.9	1.9	1.7	13.4	11.9	11.3	3.7	3.7	3.7
Australia	3.7	1.6	1.7	6.6	5.3	3.2	1.2	1.4	0.2	3.7	4.0	4.1
Singapore	3.6	1.5	2.1	6.1	5.8	3.5	19.3	15.5	15.0	2.1	2.1	2.1
Hong Kong SAR	-3.5	3.5	3.1	1.9	2.3	2.4	10.7	8.0	6.5	4.2	3.4	3.3
New Zealand	2.4	1.1	0.8	7.2	5.5	2.6	-8.9	-8.6	-7.2	3.3	4.3	5.3
Macao SAR	-26.8	58.9	20.6	1.0	2.5	2.3	-23.5	13.1	23.1	3.0	2.7	2.5
<b>Emerging and Developing Asia</b>	<b>4.4</b>	<b>5.3</b>	<b>5.1</b>	<b>3.8</b>	<b>3.4</b>	<b>3.0</b>	<b>1.1</b>	<b>0.7</b>	<b>0.5</b>	...	...	...
China	3.0	5.2	4.5	1.9	2.0	2.2	2.3	1.4	1.1	4.2	4.1	3.9
India <sup>4</sup>	6.8	5.9	6.3	6.7	4.9	4.4	-2.6	-2.2	-2.2	...	...	...
Indonesia	5.3	5.0	5.1	4.2	4.4	3.0	1.0	-0.3	-0.7	5.9	5.3	5.2
Thailand	2.6	3.4	3.6	6.1	2.8	2.0	-3.3	1.2	3.0	1.0	1.0	1.0
Vietnam	8.0	5.8	6.9	3.2	5.0	4.3	-0.9	0.2	0.6	2.3	2.4	2.4
Philippines	7.6	6.0	5.8	5.8	6.3	3.2	-4.4	-2.5	-2.4	5.4	5.3	5.1
Malaysia	8.7	4.5	4.5	3.4	2.9	3.1	2.6	2.6	2.7	3.8	3.6	3.5
<b>Other Emerging and Developing Asia<sup>5</sup></b>	<b>3.4</b>	<b>4.2</b>	<b>5.6</b>	<b>12.5</b>	<b>11.3</b>	<b>6.6</b>	<b>-3.3</b>	<b>-1.7</b>	<b>-3.0</b>	...	...	...
<i>Memorandum</i>												
ASEAN-5 <sup>6</sup>	5.5	4.5	4.6	4.8	4.3	2.9	2.5	2.5	2.5	...	...	...
Emerging Asia <sup>7</sup>	4.4	5.3	5.0	3.4	3.1	2.9	1.3	0.7	0.5	...	...	...

Source: IMF staff estimates.

Note: Data for some countries are based on fiscal years. Please refer to Table F in the Statistical Appendix for a list of economies with exceptional reporting periods.

<sup>1</sup>Movements in consumer prices are shown as annual averages. Year-end to year-end changes can be found in Tables A6 and A7 in the Statistical Appendix.

<sup>2</sup>Percent of GDP.

<sup>3</sup>Percent. National definitions of unemployment may differ.

<sup>4</sup>See the country-specific note for India in the "Country Notes" section of the Statistical Appendix.

<sup>5</sup>Other Emerging and Developing Asia comprises Bangladesh, Bhutan, Brunei Darussalam, Cambodia, Fiji, Kiribati, Lao P.D.R., Maldives, Marshall Islands, Micronesia, Mongolia, Myanmar, Nauru, Nepal, Palau, Papua New Guinea, Samoa, Solomon Islands, Sri Lanka, Timor-Leste, Tonga, Tuvalu, and Vanuatu.

<sup>6</sup>Indonesia, Malaysia, Philippines, Singapore, Thailand.

<sup>7</sup>Emerging Asia comprises China, India, Indonesia, Malaysia, Philippines, Thailand, and Vietnam.

## Trends in Oil Price:

Global crude oil prices have been trending down over the past few weeks owing to increased oil flows from Russia into the global markets, rising US production, and concerns over oil demand amid a weak economic outlook this year. This is despite the two cuts in oil production by the Organization of the Petroleum Exporting Countries (OPEC) nations since October 2022. Crude prices have been shed more than 40% as of June 2023 since the Russian invasion of Ukraine in February 2022. While WTI fell below US\$70 per barrel this week (US\$67.1 per barrel on June 12) before going up again, Brent prices have hovered around US\$75 per barrel. To reverse this trend, Saudi Arabia, the top producer in the OPEC cartel, has recently unanimously decided to cut production by another one million barrels per day from July and further limit the supply in 2024. These measures will likely keep prices volatile for a while, although the short-term outlook seems to be bearish.

(Source: India Economic Outlook, July 2023, Deloitte insights,)



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

## INDIAN ECONOMY OVERVIEW

While the world is still in the woods, the probability of a recession this year has trimmed. Labor markets in several advanced countries remain tight, while the largest economy, the United States, is seeing a rebound in consumer confidence and spending. Risk spreads are declining on both sides of the Atlantic after the recent banking crisis in the United States.

### India GDP Growth:

India, meanwhile, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2022–23 to 7.2%, 200 basis points (bps) higher than the earlier estimate. The recently released Annual Economic Review for the month of May 2023 highlighted that the post pandemic quarterly trajectories of consumption and investment have crossed pre pandemic levels.

India grew by 6.1% in the last quarter of FY 2022-23, which is approximately ~100 bps higher than what the market had anticipated. While the overall growth was broad-based, many sectors such as construction and agriculture experienced more-than-expected growth. In fact, strong growth in manufacturing proved to be a reassuring development as modest growth in the sector in previous quarters had been a concern for policymakers.

### India Import & Export data:

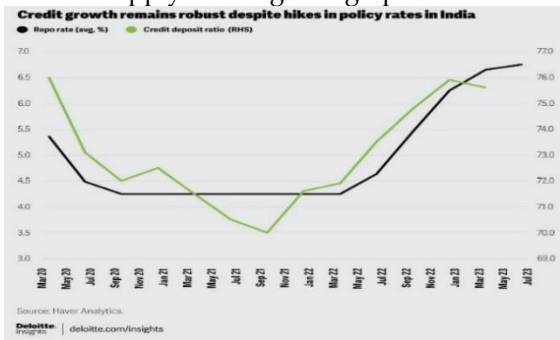
On the expenditure side, exports performed well despite global headwinds, while imports recorded their slowest growth since December 2020, primarily because of easing crude oil prices bringing down India's import bills. Private consumption, the largest component of India's final demand, with a modest growth of 7.5% in FY2022–23, emerged as the weakest link in overall growth. The share of private consumption in GDP fell in the last quarter and was the lowest in the past seven quarters, dragged down by weak rural demand. However, things might be changing on that front as well.

The first-quarter data of FY2024 instils confidence in the improving health of the economy. Inflation in the first quarter was 4.5%, the lowest since the quarter of September 2019. Goods and Services Tax

collections remain strong, suggesting that revenue buoyancy will aid in improving the budgeted fiscal deficit ratio to GDP. At the same time, India’s external account has been improving, thanks to the falling import bills as oil prices ease.

(Source: India Economic Outlook, July 2023, Deloitte insights,)

Interestingly, the credit-deposit ratio has continued to improve strongly from the lows of the pandemic despite the rising interest rates (figure 1). A deeper dive reveals that most of the lending is happening in the industry and services sector. This points to improving investment, which means that the supply side is gearing up to meet the rising demand.



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

### Inflation:

India has had better success in taming inflation with relatively lesser policy tightening. The Reserve Bank of India (RBI) intervened in May 2022 and has increased the policy rate six times in 11 months since, increasing the repo rate by 250 bps. The inflation in June 2023 was 4.8%, considerably lower than the last fiscal year

(Source: India Economic Outlook, July 2023, Deloitte insights,)

<b>Inflation and policy rate of key central banks</b>						
	<b>Date of the first rate hike</b>	<b>Average 12-month inflation before the rate hike</b>	<b>Total rate hikes (basis points)</b>	<b>Number of rate hikes</b>	<b>Average 12-month inflation after the first rate hike</b>	<b>Latest inflation (%)</b>
US Federal Reserve (FED)	Mar 2022	5.7	525	11	7.5	3.0
European Central Bank (ECB)	Jul 2022	5.4	425	9	8.3	5.5
Bank of England (BoE)	Dec 2021	2.2	490	13	7.9	7.9
Reserve Bank of India (RBI)	May 2022	5.8	250	6	6.2	4.8

Source: Haver Analytics.

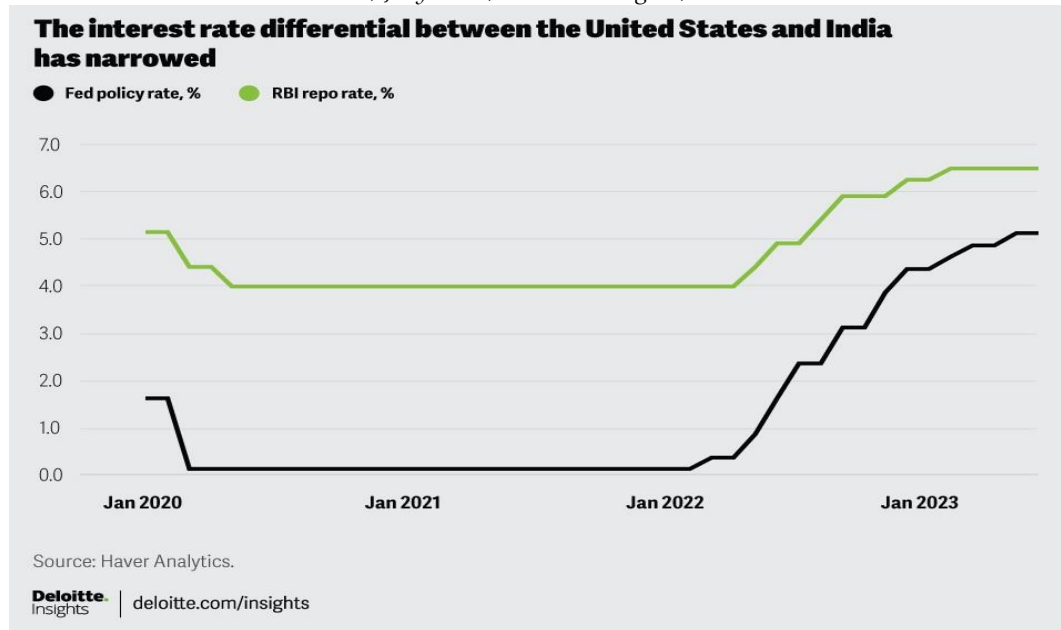
Deloitte Insights | deloitte.com/insights

(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

### Impact of Interest rate hike by USA

A moderation in the rate hikes by the United States after a spree of rate hikes since February 2022 is a positive news for India. It has reduced the pressures on the RBI to maintain an interest differential needed for the currency carry trade (leveraging the interest-rate arbitrage) and to attract foreign investment (which has declined due to tighter global liquidity conditions).

(Source: India Economic Outlook, July 2023, Deloitte insights,)

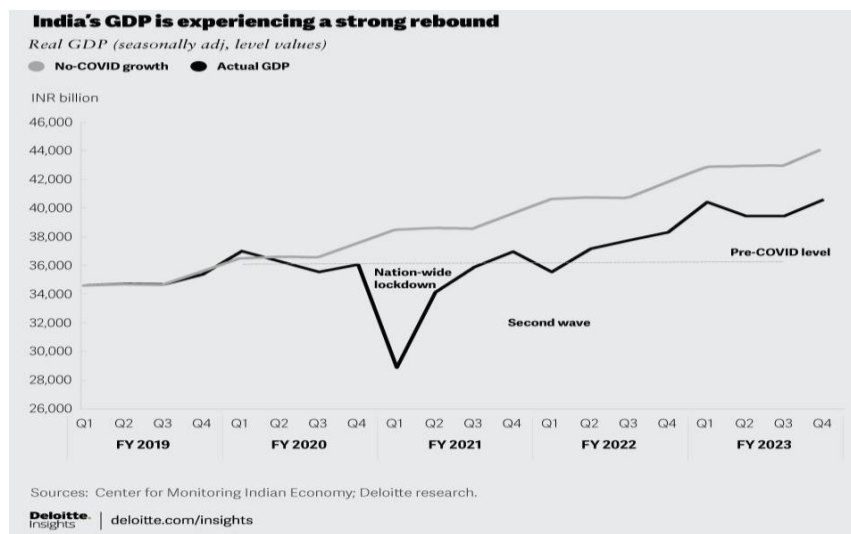


(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

### Forecast of Indian Economic Growth

The first-quarter data points to further building on the positive momentum in the economic data. We continue to remain optimistic about the economy this year and expect India to grow between 6.0% and 6.3% during FY2023–24 in our baseline scenario, followed by 6.6% and 7.2% over the next two years as the global economy turns buoyant

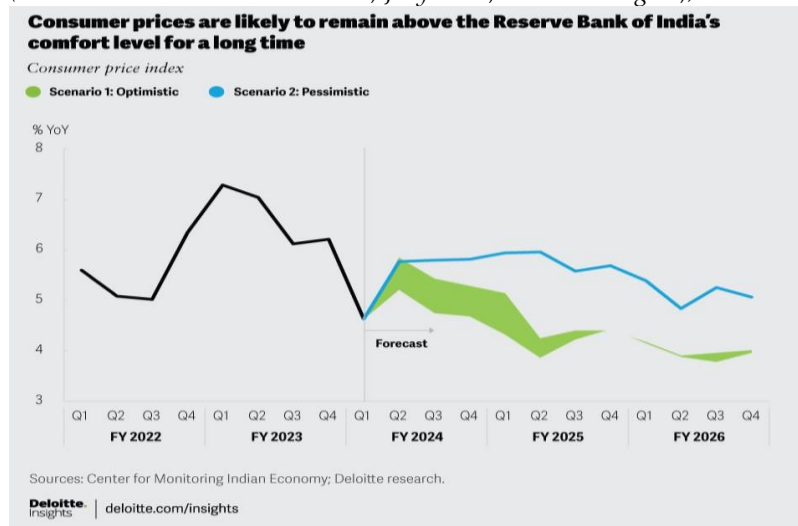
(Source: India Economic Outlook, July 2023, Deloitte insights,)



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

Despite the recent easing of prices, core prices have not moderated yet. Besides, the risk of El Niño and a below-normal monsoon can bring back the pressure on food prices. We expect the fall in prices to be short-lived as demand picks up along with food prices and the uncertainties around prices remain high (hence, the broad range for forecasts over the next 1.5 years). However, the supply side will probably improve and may help the rebounding economy keep prices under check in the long run (with greater certainties). In any case, we expect inflation to remain in the upper range of the RBI's inflation target band over the entire forecast period

(Source: India Economic Outlook, July 2023, Deloitte insights,)



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

### Government of India Measures/ Incentive for Economic Growth:

The government has been taking steps to make the country a USD 5 trillion economy at an early date," Minister of State for Finance Pankaj Chaudhary said in a written reply to the Upper House. Observing that the outbreak of the COVID pandemic in 2020 and the Russia-Ukraine conflict in 2022 has impacted the world output, increased inflation in several countries and raised uncertainty in the world economy, he said, "lower uncertainty in the global economic outlook will help India become a USD 5 trillion-dollar economy earlier"

Some of the important measures taken by the government in the past to boost economic growth include the making of the National infrastructure pipeline of projects, push to capital expenditure, implementation of the Production Linked Incentive (PLI) scheme, finalization of the National Monetization Pipeline of public sector assets and formulation of National Logistics policy, he said. Further capital expenditure will be speeded up by PM Gatishakti for integrated planning of infrastructure and synchronized project implementation across all concerned central ministries, departments and state governments.

The other initiatives to boost the economy include enhanced outlay for PM Awas Yojana, the launch of the Aspirational Blocks Programme covering 500 blocks for saturation of essential government services; an increase in agriculture credit target to Rs 20 lakh crore with a focus on animal husbandry, dairy and fisheries; and setting up of Agriculture Accelerator Fund to encourage agri-startups by young entrepreneurs in rural areas, among others.

The 'effective capital expenditure' of the Centre is budgeted at Rs 13.7 lakh crore (4.5 per cent of GDP) for 2023-24, he said, adding "the newly established Infrastructure Finance Secretariat will oversee the increase in private investment in infrastructure".



In order to improve logistics performance, he said, one hundred critical transport infrastructure projects for last and first-mile connectivity for ports, coal, steel, fertilizer, and food grains sectors have been identified and will be prioritized for development.

(Source: [https://economictimes.indiatimes.com/news/economy/policy/govt-taking-steps-to-make-india-usd-5-trn-economy-at-an-early-date-finmin/articleshow/98634328.cms?utm\\_source=contentofinterest&utm\\_medium=text&utm\\_campaign=cpps](https://economictimes.indiatimes.com/news/economy/policy/govt-taking-steps-to-make-india-usd-5-trn-economy-at-an-early-date-finmin/articleshow/98634328.cms?utm_source=contentofinterest&utm_medium=text&utm_campaign=cpps))

### **Markets in which Our Company is present**

The maritime domain worldwide is categorized in sectors and verticals. There are Ship Owners, Ship Operators, Ship Managers, Cargo Owners, Port Owners, and Terminal Operators etc. They are further categorized by the type of cargo carried, type and size of ships etc. Our company is a Ship Owner, Ship Manager and Ship Operator for vessels in the markets of Offshore Logistics, Coastal Logistics and Port Crafts.

About 60% of the revenue of our company is from the Offshore Logistics vertical. The sector is primarily servicing the Oil & Gas markets for offshore Exploration & Production. Our marquee client in this sector is ONGC Ltd., a Navratna PSU. Post-Covid recovery has also seen a resurgence of the Offshore Logistics market which is now having a supply gap.

Our company is involved in the Port Sector in Major Ports of India. Our service bouquet to the Ports includes, Oil Spill Response, Pilot Boats, High Speed Security Boats and Survey Boats. With the increase of traffic in all Major Ports of India the demand for ancillary services which the company provides has also risen.

### **International Organisations for Maritime Business, Safety & Security**

The Shipping Industry, by nature, is a global industry which regulated by various agencies for safety and security of the ship, crew and the marine environment.

## Directorate General of Shipping, India

The apex organization in shipping is the International Maritime Organization (IMO). The IMO is a specialized agency of the United Nations having the primary purpose to develop and maintain a comprehensive regulatory framework for shipping and its remit today includes maritime safety, environmental concerns, legal matters, technical co-operation, maritime security and the efficiency of shipping.

There are 174 Nations as member states to the IMO. Some of the important Rules & Regulations developed, ratified and enforced by the IMO are:

- UNCLOS: United Nations Convention on the Law of the Sea.
- SOLAS: Safety of Life at Sea
- MARPOL: Marine Pollution
- STCW Convention: Standards, Trainings, Certification & Watch keeping for Seafarers.
- SAR Convention: Maritime Search & Rescue
- Load Line Convention: For maximum loading of a ship

A comprehensive list can be found on

<https://www.imo.org/en/About/Conventions/Pages/Default.aspx>

### Indian Organization for Marine Operations

In India, the **Directorate General of Shipping (DGS)** is the apex organization for matters related to ships and shipping. The DGS ratifies conventions promulgated by the IMO into the **Merchant Shipping Act 1958**. They also issue circulars and orders on matters related to safety, human resources, cabotage and shipping development.

The **Mercantile Marine Department (MMD)** is the executive organization for DGS. They are located in various ports of India and are headed by the Principal Officer. They are tasked with survey of ships, registry of ships and conducting competency exams for seafarers.

Apart from MMDs a vessel owner having boats plying within the port limits can register their boat with the State Maritime Board i.e. **Maharashtra Maritime Board (MMB)**, **Gujrat Maritime Board (GMB)** etc. under the **Inland Vessels Act 2017**.

### **Vessel Registration and Jurisdiction**

#### **Flag State**

Each ship / vessel / boat has to be registered with a certain registry, the place of registry of the ship is known as the Flag State of the vessel. E.g. If a ship is registered in Mumbai with the Registrar of Ships, Mumbai, the flag of the ship is Indian.

The Flag State is a member state to the IMO and being a member state, it would need to ratify and enforce most of the important conventions of the IMO into the local acts and laws. The ship will need to comply with all rules and regulations of the Flag nation it is flying.

### **Port State**

A Port State is the nation into which the ship is berthing or in their territorial waters. A ship will also need to comply with the rules and regulations of the Port State in which she is going into.

### **Jurisdiction of Waters**

#### *Territorial Waters*

The areas of water up to 12 Nautical Miles adjacent to the shores of a nation are known as territorial waters. All national rules (Flag State/Port State) are applicable as per the nationality of those waters.

#### *Exclusive Economic Zones*

As defined under the 1982 United Nations Convention on the Law of the Sea (UNCLOS), an area of the ocean extending up to 200 nautical miles (370 km) immediately offshore from a country's land coast in which that country retains exclusive rights to the exploration and exploitation of natural resources.

### **Classification Society for sea worthiness of Ships**

A Classification Society (Class) is an independent organization that certifies the sea worthiness of a ship. The Class Certificate was originally used for the purpose of Insurance of the ship, however in modern times the Class certificates along with other certificates provided by Class has a wider statutory reach.

Every Flag State empowers Class to perform surveys on behalf of the Flag State surveyor. It is thus that the Classification Society has greater responsibility to act diligently on the trust bestowed on to them.

A Class will be involved with the construction of the ship to certify the construction of the ship are up to the standards and also assign a load line (i.e. maximum carriage capacity). During the operational life of the ship the Class will annually inspect the ship and endorse the sea worthiness.

**International Association of Classification Societies (IACS)** is a body with limited Classification Societies as members. They are the apex body for Class related matters and also advise the IMO on technical matters.

The **Indian Register of Shipping (IR Class)** is the prime Classification Society of India and a fulltime member of the IACS. It is a not-for-profit organization formed under the societies act and is recognized by DGS to carry out surveys and certifications of ships on its behalf.

## OUR BUSINESS

*This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled 'Risk Factors' and 'Financial Statements' and the chapter titled 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page nos.21, 181 and 233 respectively, of this Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Prospectus, all references to "we", "us", "our" and "our Company" are to Sadhav Shipping Limited.*

### OVERVIEW

Our Company was originally formed and registered as a Private Limited under the Companies Act, 1956 ("Companies Act") in the name and style of "**Homa Offshore & Shipping Company Private Limited**", pursuant to a Certificate of Incorporation dated August 16, 1996 issued by Registrar of Companies, Mumbai, Maharashtra. Later on, our company changed its name from "Homa Offshore & Shipping Company Private Limited" to "**Sadhav Shipping Company Private Limited**" and Certificate of Incorporation was issued on March 31, 1999, issued by Registrar of Companies, Mumbai, Maharashtra. Our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on March 11, 2006 and the name of our Company was changed to "**Sadhav Shipping Company Limited**". A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company dated March 21, 2006. Later on, the name of our Company was changed from "**Sadhav Shipping Company Limited**" to "**Sadhav Shipping Limited**" and fresh certificate of incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra dated March 28, 2006. The Corporate Identification Number of our Company is U35100MH1996PLC101909.

Sadhav Shipping Limited (SSL)- Mumbai based company incorporated in year 1996 with an objective to own and operate marine assets to service ports, coastal logistics and other port maritime related services. Today SSL owns and operates 24 vessels that includes 19 owned vessels and 5 rented vessels, in various sectors of maritime trade in India. Sadhav Shipping Limited was incorporated by Mr. Kamal Kant Biswanath Choudhury an alumnus of T.S. Dufferin and Master Mariner. He is also an alumni of NMIMS and a Gold Medallist Fellow of Narottam Morarjee Institute of Shipping. He worked with the Directorate General of Shipping (India) and ONGC Ltd. prior to founding the Sadhav Shipping Limited.

Under the leadership of Mr. Choudhury SSL has grown its business over the years and expanded its services in different sectors of shipping and coastal logistics. Sadhav Shipping Limited has developed strong customer base in the sector and is providing its services to leading companies which includes ONGC Ltd., Mumbai Port Authority, Pradip Port Authority, Bhabha Atomic Research Centre, Shipping Corporation of India, New Mangalore Port Authority, Deendayal Port Authority (Kandla/Vadinar), Jawaharlal Nehru Port Authority (JNPA ),BPCL, Gujarat Police, JSW Ports and more.

With modern Dynamic Positioning offshore fleet and dedicated on board and a shore crew SSL is committed to provide best in class services to our clients. Sadhav Shipping Limited was the first to setup and operate **India's first Port based Tier 1 Oil Spill\*** Response Facility Centre in Mumbai and are now operating in most of the Major Ports in India. With a sailing team of 200+ officers and crew

coupled with effective and experienced shore management; we are witnessing sustainable growth year on year.

**\*Sources:**

(1) *Indian Express Online Article dated 07.09.2014*

[\(https://indianexpress.com/article/cities/mumbai/within-six-months-mumbai-harbour-to-have-facilities-to-combat-oil-spills-of-up-to-700-tonnes/\)](https://indianexpress.com/article/cities/mumbai/within-six-months-mumbai-harbour-to-have-facilities-to-combat-oil-spills-of-up-to-700-tonnes/)

(2) *Jagran Josh News online dated. 07.12.2015*

[\(https://www.jagranjosh.com/general-knowledge/tieri-oil-spill-response-centre-mumbai-and-jnpt-harbour-1441623371-1\)](https://www.jagranjosh.com/general-knowledge/tieri-oil-spill-response-centre-mumbai-and-jnpt-harbour-1441623371-1).

Our barges plying in Coastal & Inland Waterways operate for transportation or lighterage of cargo. We operate & manage Port crafts and also provide high speed security boats for patrolling services, which constitute our Port Services operations.

<b>Key Performance Indicators of our Company</b>
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Particulars	30 <sup>th</sup> September, 2023*	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from Operations (₹ in Lakhs)	3,368.91	7,780.84	6,955.33	6,057.02
EBITDA (₹ in Lakhs)	959.74	1,670.34	1,199.71	1,135.57
EBITDA Margin (%)	28.49%	21.47%	17.25%	18.75%
Profit After Tax (₹ in Lakhs)	406.97	775.44	300.93	330.77
PAT Margin (%)	12.08%	9.97%	4.33%	5.46%
ROE (%)	9.47%	20.41%	8.97%	11.13%
ROCE (%)	6.47%	13.25%	10.93%	12.63%

\*Not Annualized

**Notes:**

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the Company.

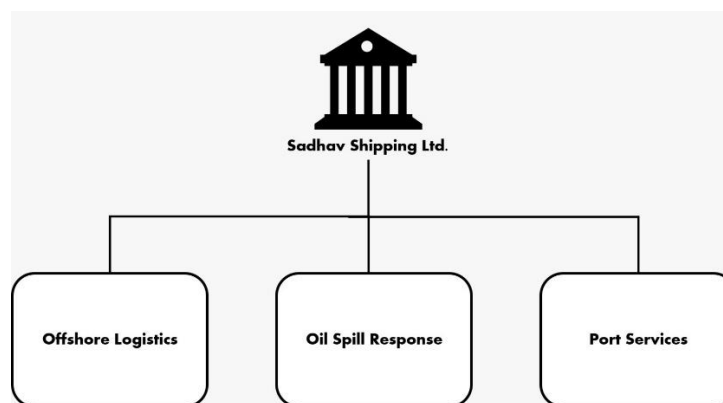
(6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity.

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

The KPIs of our Company have been disclosed in the section "BASIS FOR ISSUE PRICE" beginning on Page no. 101.

## Our Business Model

We drive our business from 3 Business verticals:



### ○ Offshore Logistics

Sadhav Shipping Ltd., supports the exploration & production of Oil & Gas in offshore fields. Our four DP Anchor Handling Tugs cum Supply Vessels (AHTSV's) carry out the following duties:

- Towing of Offshore assets
- Supply of Drilling materials including casing pipes, cement, baryte, drill water, brine etc.
- Participation in Search & Rescue Duties
- Transportation of men & material to offshore locations
- Other duties as guided by the charterer and within the scope of work.

All vessels operating under this sector are fitted with Dynamic Positioning Systems which enhance the safety of the ship, offshore asset and crew on board each. The vessels are also fitted with external Fire Fighting systems to tackle fires in offshore assets which may arise due to the hazardous environment.

The ships are given out on long term charter in an International Competitive Bidding process. The major client in this sector is Oil & Natural Gas Corporation (ONGC) which has the maximum offshore reserves in India.

o **Port Services**

We operate High Speed Patrol craft for the Ports. We started this vertical in 2010 by providing 2 no's of High-Speed Boats to Paradip Port on long term contracts. The types of harbour crafts owned and operated by us are:

- a. **Pilot Boats** – These boats are used by the Port to transfer Harbour Pilots that guide the ship into and outside the harbour.
- b. **High Speed Patrol Boats** – These boats are used by the Ports in conjunction with CISF to undertake armed patrolling of the port waters.
- c. **Survey Boats** – They are used to undertake hydrographic and bathymetric surveys of the port channels and waters.
- d. **Work Boats** – Used by various agencies to undertake jobs of transporting men and materials inside harbour limits.

All our contracts for the services we provide are on long term charter basis with the Ports or Private parties. We purchase or get the harbour craft /vessel modified to meet the requirements of the order, only after we have secured a confirmed charter from the Port, this ensures that none of the boats are without any charter and the boats are made exactly as per the client's requirements. We currently operate in the following ports: Kandla, Vadinar, Mumbai, JNPT, Mangalore, Cochin, Paradip.

In this vertical we also operate and maintain third party boats for clients viz. Inland Water Authority of India, Gujrat Police, JNPT, Paradip etc.

We also take up service works with the Ports such as providing Mooring Services (connecting the ships rope to land), Garbage Collection Services (collecting garbage from ships) and Flotsam collection services (collecting floating debris on water).

- e. **Lighterage Barges** – Used by cargo importers / exporters to transfer dry bulk cargo (coal / iron ore / chickpeas etc) to–fro the larger ships at anchorage to port. These are used to save time and cost for the cargo owner. All our contracts for the above are on long term charter basis with the Ports or Private parties. We purchase / build the harbour craft only after we have secured a confirmed charter from the Port, this ensures that none of the boats are without any charter and the boats are made exactly as per the client's requirements. We currently operate in the following ports: Kandla, Vadinar, Mumbai, JNPT, Mangalore, Cochin, Paradip

In this vertical we also operate and maintain third party boats for clients viz. Inland Water Authority of India, Gujrat Police, JNPT, Paradip etc.

We also take up service works with the Ports such as providing Mooring Services (connecting the ships rope to land), Garbage Collection Services (collecting garbage from ships) and Flotsam collection services (collecting floating debris on water).

- **Oil Spill Response**

We are one of the first company in India to start services of providing Tier-1 Oil Spill\* Response facility for the Ports.

We started the service in 2014 in Mumbai Port which was inaugurated by the then Minister of Shipping Shri Nitin Gadkari. The service was initially provided for Mumbai & JNPT Port.

We are now offering the service on long term retainer contracts to Kandla, Vadinar, Mumbai, JNPT, Mangalore & Paradip Port with more than 8100m of oil containment booms and a strength of 70 trained manpower.

We were the first responders attending to MV Black Rose which sank off Paradip Port in 2009. Our efforts in containment and mitigation of Oil Spill have been well appreciated by the Indian Coast Guard and Paradip Port Trust. Our personnel are trained and certified for IMO Level I/II/III and regular drills and exercises are imparting hands-on training for the personnel. Our participation in National Level exercises has been exemplary along with the Indian Coast Guard and stake holders involved. Our participation in NATPOLREX VII, a national level Pollution Response exercise has seen delegates from 19 nations as observers.

**\*Sources:**

(1) *Indian Express Online Article dated 07.09.2014*

[\(https://indianexpress.com/article/cities/mumbai/within-six-months-mumbai-harbour-to-have-facilities-to-combat-oil-spills-of-up-to-700-tonnes/\)](https://indianexpress.com/article/cities/mumbai/within-six-months-mumbai-harbour-to-have-facilities-to-combat-oil-spills-of-up-to-700-tonnes/)

(2) *Jagran Josh News online dated. 07.12.2015*

[\(https://www.jagranjosh.com/general-knowledge/tieri-oil-spill-response-centre-mumbai-and-jnpt-harbour-1441623371-1\)](https://www.jagranjosh.com/general-knowledge/tieri-oil-spill-response-centre-mumbai-and-jnpt-harbour-1441623371-1).



Segment wise revenue from operation is as under:

**Amount(Rs.in cr)**

Details	FY 20-21	%of total revenue	FY 21-22	%of total revenue	FY 22-23	%of total revenue	Half year ending September 2023	%of total revenue
Offshore Vessel for Logistic	27.64	45.63 %	35.93	51.66 %	42.76	54.96 %	16.78	49.57 %
Oil Spill Response	9.86	16.28 %	10.10	14.53 %	10.10	12.98 %	6.01	17.75 %
Port Services / Others	23.07	38.09 %	23.52	33.82 %	24.95	32.07 %	11.06	32.67 %
<b>Total</b>	<b>60.57</b>	<b>100.00%</b>	<b>69.55</b>	<b>100.00%</b>	<b>77.81</b>	<b>100.00%</b>	<b>33.85</b>	<b>100.00%</b>

○ **Revenue from export of services**

Our Company does not have any revenue from export of services. Payment for our contracts with ONGC to charter /hire boats named Adwita, Saroja Blessing and Canara pride is in USD as they have been awarded through an International Competitive Bidding method. The services we currently provide are within the Territorial Waters / Exclusive Economic Zones of India for clients domiciled in India.

**Material supplier**

Material supplier are as under:

Sr No.	Name of Vendor	Detail of Material	Purpose
1.	V R Maheshwari & Company	Various Steel Items	Mild Steel plates, angles, channels are used by the company to undertake replacement of worn-out steel on the vessels.
2.	R.H. Petroleum Pvt. Ltd.	Lube Oils	Lube oils are required for the machinery that are there on the ship including but not limited to Main Engines, Diesel Generators, Gearboxes and shafts seals.
3.	Amit Petrolubes Pvt. Ltd.	Lube Oils	Lube oils are required for the machinery that are there on the ship including but not limited to Main Engines, Diesel Generators, Gearboxes and shafts seals.
4.	Polaris Marine Engineering	Deck & Engine Stores	Various technical stores which are required in the ship are supplied by this party.
5.	Elektronik Lab Mumbai	Communication Services	VSAT Services used for onboard internet and communication. The party also provides services for navigational aids.
6.	Seatime Marine Suppliers	Provision Supply	The party provides provisions for crew consumption for one of the ships of the company.
7.	Marine Services	Fuel	The party supplies fuel (Diesel) to some of our vessels in Mumbai
8.	Western Marine Traders	Provision Supply	The party provides provisions for crew consumption for one of the ships of the company.
9.	Shethia Enterprise	Deck & Engine Stores	Various stores including Deck & Engine Stores are per the requirement of the ship.
10.	Kongsberg Maritime Netherlands Bv	OEM	Providing specialised equipment and service for ship operations.

## Our Competitive Strengths

### 1. Experienced Promoters and Management Team

SSL is in the business since 1996 has expanded its business verticals with the help of experience and networking of its Promoters and Management team. SSL has qualified and skilled management team to look after the business operations and help the company expand its business operations.

Our promoter Mr. Kamal Kant Biswanath Choudhury (CMD) & Mr. Vedant kamalkant Choudhury (Director & CEO) are qualified and experienced in Marine & Shipping industry. Mr. Choudhury is a Master Mariner and a Management Graduate from NMIMS, also is a Gold Medallist Fellow of Narottam Morarjee Institute of Shipping.

Mr. Vedant kamalkant Choudhury is a Marine Engineer from BITS Pilani (Tolani Maritime Institute) and was sailing on various types of ships with Wallem Ship Management. He has completed his Management education from IIT Bombay SJSOM and Copenhagen Business School (Blue MBA), Denmark.

### 2. Quality backed assets to service to our client requirement

We own and operate 24 vessels in various sectors that we operate, which includes 19 owned and 5 rented vessels of various types and sizes. With a diverse asset folio, our service offering to the Clients is second to none. All assets are vetted extensively for quality and safety by our in-house technical team before offering to our clients. The vessels are also regularly surveyed by Classification Societies, Mercantile Marine Department & State Maritime Boards.

### 3. Strong Client Base

Our Company serves primarily to AAA rated clients which include Oil & Gas companies like ONGC Ltd., BPCL as well as Major Ports such as Mumbai Port. We ensure the best of our services to our clients as they too perform important duties for the society and the Nation at large. We are committed to provide best quality services and thus we enjoy long standing relationships our esteemed customers.

### 4. Business Growth opportunities

As Indian economy is expanding its import and export has also seen growth in the last few years and is expected to grow in years to come. As per the data of Economic times infra.com major ports of India collectively handled a round-braking 795 million tons of cargo, registering a 10.10% growth over the previous year. Further data shows that Indian ports have achieved the highest-ever output per day of 17,239 tons, marking it a 6% increase compared to last year, data source "ET Infra.com article titled: Indian ports going to compete with best ports in world: Sonowal" dated April 29,2023. The Port Services sector is bound to grow in conjunction with the growth of the quantum of cargo handled by the ports.

With multi-fold investments in the offshore oil & gas sector and port sector, on a macro level, the business is bound to grow. Thus, looking at the market growth, we expect to expand our business by tie-up with other ports to offer existing services and also adding new service offerings. The requirement of vessels in ONGC Ltd. is expected to increase by approximately 35% in the coming year 2024 / 2025.

In the port sector, with the aging profile of existing harbour crafts and the advent of green technologies, the demand for electric / hybrid port crafts is bound to increase by 20% y-o-y. The Oil spill Response market in India is still very nascent and is on the cusp of high growth. The right regulatory framework is being put into place by the Governmental agencies for its growth to occur.

### List of Vessels

Following is the list of Vessels with brief technical specifications.

Sr. No.	Vessel Name	Type of Vessel	Length	Breadth	Draft	Speed
1	Adwita	OSV	61.9 M	15.5 M	5.75 M	14 Knots
2	Saroja Blessing	AHTS	67.0 M	15.4 M	5.95 M	12 Knots
3	Canara Pride	OSV	67.0M	15.4 M	5.96 M	12 Knots
4	Aditri	AHTS	64.8 M	16.0 M	4.90 M	14 Knots
5	Sukham	RSV 1 Cargo Barge	70.0 M	14.0 M	3.20 M	10 Knots
6	Shantam	RSV 1 Cargo Barge	70.0 M	14.0 M	3.20 M	10 Knots
7	Swachchak	OSRV	27.8 M	7.0 M	2.0 M	9 Knots
8	Satyam	Work Boat	16.9 M	4.3 M	1.8 M	10 Knots
9	Sarvekshak	Survey Vessel	20.5 M	18.2 M	1.35 M	13 Knots
10	Sucham	OSR Boat	12.0 M	4.0 M	1.30 M	10 Knots
11	Susham	OSR Boat	12.0 M	4.0 M	1.30 M	10 Knots
12	Shukti	OSR Boat	6.0 M	2.1 M	0.5 M	20 Knots
13	Stuti	Work Boat	10.2 M	3.5 M	0.2 M	10 Knots
14	Sarathi	Pilot Launch	19.5 M	5.4 M	1.4 M	15 Knots
15	Saarda	Pilot Launch	17.0 M	5.2 M	1.7 M	15 Knots
16	Saraswati	Pilot Launch	17.0 M	5.2 M	1.7 M	15 Knots
17	Rajani	High Speed Boat	16.7 M	3.8 M	0.5 M	30 Knots
18	Sumatra	High Speed Boat	15.2 M	3.9 M	1.25 M	32 Knots
19	Bali	High Speed Boat	19.4 M	4.6 M	0.7 M	20 Knots
20	Sarala	High Speed Boat	18.0 M	4.5 M	1.2 M	23 Knots
21	Vimla	High Speed Boat	18.0 M	4.5 M	1.2 M	23 Knots
22	Orca	High Speed Boat	12.5 M	3.7 M	0.8 M	15 Knots
23	Java	High Speed Boat	12.9 M	3.9 M	1.2 M	30 Knots
24	Blue Ocean	High Speed Boat	13.4 M	5.4 M	0.8 M	20 Knots

Key terms : OSV: Offshore Supply Vessel, AHTS: Anchor Handling Tug & Supply Vessel, RSV 1: River Sea Vessel Type 1, OSRV : Oil Spill Response Vessel

**Pictures of Our Vessels**

Pictures of some of our vessels are as follows



Swachchak - OSR Vessel



Adwita



Canara Pride



Sarala- Pilot cum Patrol boat



Bali - High Speed Boat



Sarvekshak - Survey Launch



Saraswati – Pilot boat

Saroja Blessing

### Business Process

The Process flow of our business operations is described below:



**NB** : Above Service Process Flow is applicable to all Public Sector Enterprises & Port Authorities & Govt. Dept. which constitute 95% of Sadhav's Business Revenue.

Sadhav Shipping Ltd. (SSL) is the business of providing maritime services to clients by way of owned or chartered in assets / vessels / ships.

The customer base of SSL comprises of 95% (by revenues) government backed (PSU's, Port Authorities, Govt. Agencies).

The standard method of procurement of services by the clients are through the tendering system. The process flow of tenders is almost standardized with differences in statutory formats and scope of works.

The Tender Process is as below:

**A. Budgeting:**

The purchaser / organization defines the scope of work for the vendors, terms and conditions and various other details before asking the probable bidders for a budgetary quote (BQ). The process is also known as Request for Proposal (RFP).

After receiving the BQ from various vendors, the purchaser then takes approval from the competent authority to create a budget for the expenditure to acquire the materials / services. Based on the budget, the other financial security of the tender is decided.

**B. Issue of Tender Notice, Global / Domestic Tenders**

The purchaser issues the Tender Notice and based on the sensitiveness of the scope of work it may be a closed tender. A closed tender is one in which the tender notice is sent to a pre-selected group of vendors who are technically eligible to undertake the works.

**C. Pre-Bid Meeting**

A pre-bid meeting is held with the Bidders to discuss various technical aspects regarding their queries. Tenderers may submit relevant queries to the Tender Inviting Authority within the prescribed period as mentioned in the tender. After the pre-bid meeting the minutes of the meeting and relevant corrigendum or amendments are published by the authorities.

**D. Tender Documentation**

Preparation / documentation starts based on Technical & Commercial criteria. Bidders review the documents and prepare their bids as per the tender requirement. They may seek clarification from the Tender Inviting Authority if certain aspects of the requirements are unclear. To participate in the bid, Bidders have to submit their bids online/ physically within the specified deadline.

**E. Submission of Techno Commercial Bid**

Bidders are required to upload scanned copies of their bids as per pre-qualification criteria for online bid submission. Documents required to be submitted in physical form must positively reach the office of the Tender Inviting Authority in a sealed envelope before the closing date. No bid can be submitted after the deadline of bid submission.

**F. Technical Bid Opening / Tender Opening**

Online Bids / Offline Bids received along with EMD (Online Transfer / physically) are opened in the presence of Bidder / Authorized Representative at the prescribed time and date mentioned in the notice inviting tender. Accepted bids list declares / displays after successfully opened bids. Bids received without original EMD are not evaluated further and in case of any other deficiencies, the technical bid is rejected and the financial bid is not opened. On successful completion of the technical opening process, the tender is placed at the stage of Technical Evaluation.

**G. Technical Evaluation of Bids**

Bidders are evaluated on the basis of documentary evidence. Initially only those bidders are considered eligible by the Tender Inviting Authority, who have submitted the required



EMD/MSME certificate for exemption of EMD, tender fee/MSME certificate for exemption of tender fee wherever applicable. During the bid validity period, technical bids are thoroughly checked by the Technical Evaluation Committee. This evaluation includes assessing factors like quality, experience, and compliance with the requirements. Depending on the number of bids received, the time required to review bids may vary. If necessary, The Tender Inviting Authority reserves the right to extend the bid validity period. If they find any short documents or require any clarification against the submitted bids, they send a request for submission of short documents or clarifications within the given period. Eligible and responsive bidders are notified for the date and time of price bid opening.

#### **H. Price Bid Opening**

Financial bids of the technically qualified bidders are opened by the Tender Inviting Authority in the presence of bidders or their authorized representatives who wish to be present on the notified date and time. The financial bids of the bidders are opened one by one. The system automatically generates a comparative statement or bidders have to note down the price bid. After evaluation of bids, all bidders get information on the e-procure site, if bids are submitted online. Thereafter, a system generated e-mail confirmation is sent to all successful bidders. Bidders can check the status of their financial bid and the ranking of bidders from the e-portal.

#### **I. Price Negotiation**

The Tender Committee invites Bidders for negotiations to ensure that the terms of the contract meet their needs and provide the best value for their organization. Negotiated rates, terms and conditions should be acceptable to both parties. Once both parties have agreed to all the terms and conditions, the contract needs to be executed to make it legally binding.

If it is specified in NIT that this is a Tender cum e-Reverse Auction Tender Process then, the e-Reverse Auction process is compulsorily conducted after the opening of financial bids. After opening the financial bids, a reverse auction platform is created. The reverse auction starts within a specified period of the bid. An initial period of the reverse auction is as stipulated. There are auto extensions of time by specified minutes, in case of any reduction recorded in the last auto-extension period. The Maximum number of auto extensions is as stipulated in the tender.

Short-listed bidders, eligible for any purchase preference policy as per the Tender Document, get an opportunity to match the L-1 prices concluded after final prices fall within the permitted percentage.

#### **J. Award of Contract (AoC / LoI / LoA/ Work Order)**

The Tender Inviting Committee selects the winning bid based on lowest rank basis or evaluation criteria and negotiations / Reverse Auction. A contract or purchase order is usually issued to the selected Bidder. The successful Bidder is notified through LOA/LOI or directly through work order.

As mentioned in the tender, the tenure / service is for a period of three to five years from the date of mobilization /commencement of service/ Work Order.

#### **K. Contract Signing & Performance Guarantee**

After issuing the work order, 3% or 10% of the contract value of the tender must be deposited by the successful tenderer (contractor) as performance security deposit (PSD) in the form of demand draft or bank guarantee issued by any scheduled bank. It is required to be submitted

in the prescribed format and within the prescribed period mentioned in the tender / work order. Once all the above tender process is completed, the bidder has to sign the contract within the specified period.

#### L. Commencement of Contract

The Contractor must commence the work on or before the specified date from the date of issue of work order. If the contractor fails to mobilize and start work within the prescribed period, liquidated damages are charged per day / per week.

#### M. Invoicing

After mobilization / commencement of the contract the service provider prepares the invoices for the days completed & submits the same every month till the completion of contract.











Since the company is predominantly involved in chartering out its ships / boats to their customers on long term, the invoicing is done on a monthly basis.

#### N. Payment Terms

After verification of bills & other necessary documents, payment is made within 45 days every month from the date of bill submission.

#### Our customers

Following is the list of some of our customers

Sr. No.	Name of the company	Logo	Sr. No.	Name of the Company	Logo
1	ONGC		6	New Mangalore Port Trust	
2	Mumbai Port Trust		7	Deendayal Port Trust	
3	Paradip Port trust		8	Bharat Petroleum Corporation Limited (BPCL)	
4	Bhabha Atomic Research Centre		9	District Treasure- Police of Gujarat	
5	Shipping corporation of India		10	JSW Ports	

## Standards & Accreditations

- The Company is accredited with ISO 9001:2015 by RINA for management process.
- The Company is also accredited with Document of Compliance (DOC) by the Directorate General of Shipping (India) for following the International Management Standards (ISM).
- All the ships of the company are surveyed and Classed by IACS Class (International Association of Classification Societies).
- The vessels registered with the State Maritime Boards are surveyed by the surveyors of the respective Maritime Boards.

To ensure validity of seaworthiness certificates, the ships have to follow international standards of inspections by Class surveyors. The surveys are conducted annually and repairs (if any) are carried out in their presence.

The ship also needs to be dry-docked twice in every five years. A dry dock is where the surveyors, repairers and maintenance crew can have easy access to the underwater areas of the ship. The repainting of the ship is done before the completion of the docking schedule.

Planned Maintenance software is used by shipboard and shore staff to keep track of scheduled maintenance and to estimate requirements of spares.

Regular audits for the management, shipboard practices and safety procedures are carried out by competent authorities from DG Shipping, IR Class and RINA.

## List of Vessels Owned, Chartered & Operated by the Company

SSL currently operates 24 vessels, out of the 24 vessels currently operated by our company 19 vessels are owned by the company and 5 other vessels are rented by the company. The rented vessels are leased by the company for long term specifically to supply the said vessels to the clients.

Sr. No.	Vessel Name	Type of Vessel
<b>A. Owned</b>		
1	Adwita	OSV
2	Canara Pride	OSV
3	Aditri	AHTS
4	Sukham	Cargo Barge
5	Shantam	Cargo Barge
6	Swachchak	OSRV
7	Satyam	Work Boat
8	Sarvekshak	Survey Vessel
9	Sucham	OSR Boat

10	Susham	OSR Boat	
11	Shukti	OSR Boat	
12	Stuti	Work Boat	
13	Sarathi	Pilot Launch	
14	Rajani	Speed Boat	
15	Sumatra	Speed Boat	
16	Bali	Speed Boat	
17	Sarala	Speed Boat	
18	Vimla	Speed Boat	
19	Java	Speed Boat	
<b>B. Rented</b>		<b>Period of Chartered</b>	
20	Saroja Blessing	AHTS	23.12.2021 to 22.12.2024
21	Saarda	Pilot Launch	16.07.2019 to 02.12.2024
22	Saraswati	Pilot Launch	16.07.2019 to 02.12.2024
23	Orca	Speed Boat	18.05.2021 to 17.05.2024
24	Blue Ocean*	Speed Boat	01.06.2017 to 31.05.2022
			01.06.2022 to 31.05.2024*

*\*The contract /charter party agreement with the owners of Blue Ocean expired on 31/05/2022. The contract / charter party agreement is renewed and executed between Sadhav Shipping Limited and Mahadkar Marine Services on 12<sup>th</sup> December 2023 for charter hire of SB Blue Ocean. The validity of charter hire contract is up to 31<sup>st</sup> May, 2024.*

## Utilities

### Power

All power consumed by the ship / boats are generated by on board generators. The fuel for the power is paid for by the client whilst the ship / boat is on hired with them.

### Water

All potable water consumed by ship staff is provided by the clients. This also varies between contracts however it is commonly an obligation of the client in long term charters.

### Port Dues

Each vessel is subject to port dues whilst in port. The port dues are a function of the Gross Tonnage of the ship and is calculated and paid to the port each month. There are certain contracts which exempt the vessel from Port Dues is if the craft is exclusively being used for the Port.

### Human Resource

We believe that a motivated and empowered employee base is the key to our operations and business strategy. Currently, our company has at its disposal a dynamic team of manpower. These professionals are assisted by office & administration staff and finance professionals who work in unison in order to meet requirements of the Company and attain organizational goals and targets within the set time frame.

We employ 421 employees as on March 31, 2023. The details of manpower employed as on March 31, 2023 are as under:

Sr. No	Category	Number of employees
1.	Management & office staff	53
2.	Master & Crew of Barges, Boats (Coastal Logistic & port services	284
3.	Technical staff	13
4.	Master & Crew of Offshore Logistics	71
	<b>Total</b>	<b>421</b>

### Insurance

Details of major insurances taken by us are given below:

Sr. No.	Name of Insurance Company	Details of Vessels covered under the policy	Policy No.	Validity Period	Sum Insured	Premium p.a. in Rs.
1.	The New India Assurance Co. Ltd.	ADWITA	120500222301000004 84 (H&M)	01/11/2023 to 31/10/2024	205000000	5,61,208
			120500222303000002 12 (WAR)			24,190
2.	The Oriental Insurance Company Limited	SARVEKSHA K	111900/22/2023/712	29/01/2024 to 28/01/2025*	101200000	2,25,068
3.	The New India Assurance Co. Ltd.	ADITRI	120500222201000007 00 (H&M)	29/01/2024 to 28/01/2025*	376937500	23,66,264
			120500222203000002 28 (WAR)			62,714
4.	The New India Assurance Co. Ltd.	P L SARATHI	120500222201000006 60	29/01/2024 to 28/01/2025*	40463500	1,33,670
5.	The New India Assurance Co. Ltd.	JAVA	120500222301000001 50	03/05/2023 to 02/05/2024	15000000	45,136
6.	National Insurance	S SUMATRA	B240200222310000155	24/08/2023 to 23/08/2024	1000000	3640
7.	The New India Assurance Co.	SB RAJANI	120500222101000006 77	15/03/2023 to 14/03/2024	26500000	81,648


	Ltd.						
8.	The New India Assurance Co. Ltd.	M. SUCHAM V.	12050022230100000462	23/10/2023 to 22/10/2024		19500000	59,826
9.	The New India Assurance Co. Ltd.	M. SUSHAM V.	12050022230100000463	23/10/2023 to 22/10/2024		19500000	59,826
10.	The New India Assurance Co. Ltd.	SB BALI	12050022230100000480	30/10/2023 to 29/10/2024		22500000	81,774
11.	The New India Assurance Co. Ltd.	SWACHHAK	1205002223010000074	01/06/2023 to 31/05/2024		50000000	1,07,380
12.	The New India Assurance Co. Ltd.	CANARA PRIDE	12050022230100000483 (H&M)	01/11/2023 to 31/10/2024		210000000	6,07,110
			12050022230300000211 (WAR)				24,780
13.	The New India Assurance Co. Ltd.	M.T SATYAM	1205002222100000718	29/01/2024 to 28/01/2025*		2500000	13,527
14.	The Oriental Insurance Company Limited	S. B. SARALA	111900/22/2024/57	18/04/2023 to 17/04/2024		24045000	70,502
15.	The New India Assurance Co. Ltd.	SB VIMLA	12050022230100000156	18/05/2023 to 17/05/2024		30000000	92,430
16.	The New India Assurance Co. Ltd.	SHANTAM	12050022230100000509	12/11/2023 to 11/11/2024		53000000	1,63,854
17.	The New India Assurance Co. Ltd.	S.B. SHUKTI	12050022220100000658	29/01/2024 to 28/02/2025*		2625000	11,758
18.	The New India Assurance Co. Ltd.	ML STUTI	12050022230100000482	01/11/2023 to 31/10/2024		2625000	20,754
19.	The New India Assurance Co. Ltd.	SUKHAM	12050022230100000508	10/11/2023 to 09/11/2024		53000000	1,63,854
20.	The New India Assurance Co. Ltd.	SAROJA BLESSING	12050022220100000624 (H&M)	29/01/2024 to 28/02/2025*		720000000	22,93,920
			12050022220300000211 (WAR)				84,960
21.	The New India Assurance Co. Ltd.	SAARDA	12050022230100000289	07/07/2023 to 06/07/2024		25000000	88,500
22.	The New India Assurance Co. Ltd.	SARASWATI	12050022230100000518	19/11/2023 to 18/11/2024		23730000	89,334
23.	National Insurance	BLUE OCEAN	240200222310000060	17/06/2023 to 16/06/2024		6000000	30,336

24	The New India Assurance Co. Ltd.	ORCA	580000/22/2024/189	23/11/2023 to 22/11/2024	500000	5,950
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\* Insurance policies are renewed for the period of 1 year as per our business practise with regard to insurance renewal process for our vessels.

### Intellectual Property Rights

As on the date of the Prospectus , our Company has applied for one Trademark in the name of the Company.

Sr. No.	Logo	Date of Application	Trade Mark No.	Class	Status
1.		29/07/2023	6044267	37	Applied for

### Properties

The details of own and leasehold properties, which we occupy for our business operations, are as under:

Sr. No.	Place	Office Address	Owned /Rented	Rent Start date	Rent End date	Name of lessor/ Owner	Consid eration / Rent Per Month Rs.	Purpose
1.	Mumbai, Maharashtra	521, 5 <sup>th</sup> Floor, Loha Bhavan, P.D' Mello Rd. Masjid (E), Mumbai 400009	Owned	NA	NA	NA	NA	Registered Office
2.	Mumbai, Maharashtra	618 Laxmi Plaza, New Link Road, Andheri (W) Mumbai 400053	Owned	NA	NA	NA	NA	Corporate Office
3.	Mumbai	601, 6 <sup>th</sup> Floor, Loha Bhavan, P.D' Mello Rd, Masjid (E), Mumbai - 400009	Rented / Branch Office	01.02.2018	31.03.2024	Loha Bhavan Business & Office Premises Co-Operative Society Ltd.	52500	Site Office

4.	Paradip	Unit No. 3, Trade Center, V Point, Paradip, Jagatsinghpur, Odisha - 754142	Rented / Branch Office	05.04.2011	31.03.2024	Paradip Port Authority	23247	Site Office
5.	Paradip	Unit No.12, Trade Center, V Point, Paradip, Jagatsinghpur, Odisha - 754142	Rented / Branch Office	28.04.2007	31.03.2024	Paradip Port Authority	16600	Site Office

### Corporate Social Responsibility

The company is a firm believer in inclusive growth and benefit for the society at large. Shradha Foundation is the brain child of the founders of the company. Since 2003, Shradha Foundation owns, maintains & operates multiple shelter homes for cancer patients in Mumbai, Navi Mumbai & Bhubaneswar.

The motive of the organization is to ease the pain of the less fortunate patients with financial challenging situations with a shelter home at a nominal cost and dedicated transport to the nearest cancer hospital.

Shradha Foundation also has a help desk at Tata Memorial Hospital, Mumbai and AIIMS Hospital, Bhubaneswar to help patients with the process of their treatment. Our dedicated volunteers provide non-medical guidance to patients about the procedures of the hospital and also meet the doctors for language translation services.



## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations 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 substitute for professional legal advice.*

Sadhav Shipping Limited (SSL)- Mumbai based company incorporated in year 1996 with an objective to own and operate marine assets to service ports, coastal logistics and other port maritime related services. Today SSL owns and operates 24 vessels that includes 19 owned vessels and 5 rented vessels, in various sectors of maritime trade in India.

For details of Government Approvals obtained by us in compliance with these regulations, please see the chapter titled “Government and Other Key Approvals” beginning on page no. 254 of this Prospectus .

### **A. LABOUR RELATED LEGISLATIONS:**

#### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019 and is published in the official gazette. The Code replaces the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

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

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of ‘five-year continuous service’ is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days’ wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity pay-out of ` 10,00,000/- for an employee.

#### **Employees (Provident Fund and Miscellaneous Provisions) Act, 1952**

Under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Employees State Insurance Act, 1948, as amended (the “ESIC Act”)**

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

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

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

### **Mumbai Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019**

The provisions of Mumbai Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019 are applicable to the Company. The said Act regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 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 provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Industrial Relations Code, 2020 (“Industrial Code”)**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code

further requires every establishment with twenty or more workers to have grievance redressed committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

#### **The Code on Social Security, 2020 (the “Code”)**

The Code received the assent of the President of India on September 28, 2020 and is published in the official gazette. The code will replace the nine existing laws namely (i) The Employees’ Compensation Act, 1923 (ii) The Employees’ State Insurance Act, 1948 (iii) The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (iv) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 (v) The Maternity Benefit Act, 1961 (vi) The Payment of Gratuity Act, 1972 (vii) The Cine Workers Welfare Fund Act, 1981 (viii) The Building and Other Construction Workers Welfare Cess Act, 1996 (ix) Unorganised Workers’ Social Security Act, 2008. The Code extends to the whole of India and covers all employees and workers whether in the organised, unorganised or any other sector and other connected and incidental matters

#### **Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 (the “Child Labour Act”)**

The Child Labour Act 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.

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

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.

### **B. TAX RELATED LEGISLATIONS:**

#### **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 the IT Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every

Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, etc.

### **Central Goods and Services Act, 2017**

The Central Goods and Services Act, 2017 ("CGST Act") regulates the levy and collection of tax on the intra- State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring importing or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

### **State Tax on Profession, Trades, Callings and Employment Rules, 1975**

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

## **C. BUSINESS / TRADE RELATED LAWS / REGULATIONS**

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

Incoterms are standard trade definitions most commonly used in international sales contracts. Devised and published by the International Chamber of Commerce ("ICC"), they are at the heart of world trade. ICC introduced the first version of Incoterms in 1936. Most contracts made after January 01, 2000 will refer to the latest edition of Incoterms, which came into force on that date. The correct reference is "Incoterms 2000". Unless the parties decide otherwise, earlier versions of Incoterms - like Incoterms 1990 - are still binding if incorporated in contracts that are unfulfilled and are dated before

January 01, 2000. The latest version of Incoterms is designed to bring Incoterms in line with the latest developments in commercial practice. Correct use of Incoterms goes a long way to providing the legal certainty upon which mutual confidence between business partners must be based. Among the best-known Incoterms are EXW (Ex works), FOB (Free on Board), CIF (Cost, Insurance and Freight), DDU (Delivered Duty Unpaid), and CPT (Carriage Paid To).

### **The Indian 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.

### **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.

### **Fatal Accidents Act, 1855 ("Fatal Accidents Act")**

The Fatal Accidents Act came into force in India with effect from March 27, 1855. The Act provides that whenever the death of a person is caused by a wrongful act, neglect or default, such that, if death had not ensued, the act would have entitled the injured party to maintain an action and recover damages in respect thereof, the party who would have been liable if death had not ensued, shall be liable to an action or suit for damages, notwithstanding the death of the person injured.

### **Inland Vessel Act, 1917**

The Inland Vessel Act, 1917 was enacted to consolidate the enactments relating to inland vessels. It provides, among other things, for inland water limits, registration and survey of inland vessels, certificates of competency, licensing of masters and crew, investigation into causalities, protection and carriage of passengers and insurance against third party. An "inland vessel" or "inland mechanically propelled vessel" is defined as a mechanically propelled vessel, which ordinarily plies on inland water, but does not include fishing vessel and a ship registered under the Merchant Shipping Act, 1958. The Inland Vessel Act, 1917 provides that an inland mechanically propelled vessel cannot proceed on any voyage, or used for any service unless she has a certificate of survey and a certificate of registration. The Inland Vessel Act, 1917 empowers the State Government to

appoint examiners for the purpose of examining the qualifications of persons desirous of obtaining certificates of competency to the effect that he is competent to act as a first-class master, second-class master or sprang, or as an engineer, first-class engine-driver or second-class engine. The Inland Vessel Act, 1917 was last amended in 2007. The amendment, among other things, amended the scope of inland vessel, inland waters, introduced the concept of temporary permit and makes provision for prevention and control of pollution and protection of inland water.

### **The Merchant Shipping Act, 1958 and Merchant Shipping Bill, 2020**

The Merchant Shipping Act, 1958 is a comprehensive legislation dealing with merchant shipping in India. The statute had been enacted to foster the development and ensure the efficient maintenance of an Indian mercantile marine ecosystem in a manner best suited to serve the national interests. Presently, the Act contains 560 provisions, as a result of various amendments made to the law, from time to time. Some of these amendments were made to enact the International Maritime Organization conventions ratified by India.

The Merchant Shipping Bill, 2020 aims to reduce compliance burden, increase tonnage under Indian flag, enhance the rights and privileges of seafarers, ensure the safety and security of vessels, safety of life at sea, prevent marine pollution and protect India's coastline and related interests, provide for maritime liabilities and compensations, ensure comprehensive adoption of India's obligations under International Conventions, and promote accountability and transparency in the investigation and enforcement procedures.

### **D. OTHER LEGISLATIONS:**

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

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, 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. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter. The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

**Sale:** The transfer of ownership in property for a price, paid or promised to be paid.

**Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability.

The T.P. Act recognizes several forms of mortgages over a property.

**Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.

**Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.

Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

### **Registration Act, 1908**

The Registration Act, 1908 (“Registration Act”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Indian Stamp Act, 1899**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“Stamp Act”) which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.

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

The Indian Contract Act, 1872 (“Contract Act”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

### **Specific Relief Act, 1963**

The Specific Relief Act, 1963 (“Specific Relief Act”) is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Specific Relief Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific

performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer's disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers.

To provide steady and simple redressal to consumers' disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

### **Competition Act, 2002**

The Competition Act, 2002 ("Competition Act") aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("Competition Commission") which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations.

The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

Companies Act, 1956 and Companies Act, 2013:

The Companies Act, 2013 ("Companies Act"), has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Companies Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

### **The Trademarks Act, 1999**

Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of



trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("the Registrar"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

#### **D. REGULATIONS REGARDING FOREIGN INVESTMENT**

##### **Foreign Exchange Management Act, 1999 and Consolidated Foreign Direct Investment Policy Circular of 2017 (as amended from time to time)**

Foreign investment in companies in the manufacturing sector is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") read with the applicable regulations. The Department of Industrial Policy and Promotion ("DIPP"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment ("FDI Policy"), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India. The Company is engaged in the activity of wholesale trading and multi-brand retail trading. The FDI Policy issued by the DIPP permits foreign investment upto 100% in the Cash and Carry Wholesale Trading/ Wholesale Trading ("WT") sector under the automatic route. Further, the FDI Policy permits foreign investment upto 51% in the multi-brand retail sector under the government route subject to certain conditions which are mentioned below.

## HISTORY AND CERTAIN CORPORATE MATTERS

### COMPANY'S BACKGROUND

Sadhav Shipping Limited (SSL) - Mumbai based company incorporated in year 1996 with an objective to own and operate marine assets to service ports, coastal logistics and other port maritime related services. Today Sadhav owns and operates more than 20 vessels in various sectors of the maritime trade in India.

With Modern Dynamic Positioning offshore fleet and dedicated on board and shore crew SSL is commuted to provide best in class services to our clients. Sadhav Shipping Limited was the first to setup and operate India's first Port based Tier 1 Oil Spill\* Resource Centre in Mumbai and are now operating in most of the Major Ports in India. With a sailing team of 200+ officers and crew coupled with effective and experienced shore management; we are witnessing sustainable growth year on year. Our barges plying in Coastal & Inland Waterways operate for transportation or lighter age of cargo.

We operate & manage Port crafts and also provide high speed security boats for patrolling services, which constitute our Port Services operations.

With professionals at the helm of affairs in the company having more than 150 years of sea time between them, the core strength of operations comes from diligence and unwavering quest for quality services.

#### **\*Sources:**

- (1) *Indian Express Online Article dated 07.09.2014*  
(<https://indianexpress.com/article/cities/mumbai/within-six-months-mumbai-harbour-to-have-facilities-to-combat-oil-spills-of-up-to-700-tonnes/>)
- (2) *Jagran Josh News online dated. 07.12.2015* (<https://www.jagranjosh.com/general-knowledge/tieri-oil-spill-response-centre-mumbai-and-jnpt-harbour-1441623371-1>).

### MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION

Our Company's main objects as per the Memorandum of Association are as follows:

To carry on in India or elsewhere the business to own, assemble, alter, build, break, construct, convert, commercialize, control, develop, dismantle, laydown, establish, erect, equip, fittings up, fabricate, hire, handle, let on hire, release, install, maintain, operate, organize, prepare, promote, repair, overhaul, renovate, recondition, remodel, service, load, unload, supervise, supply, import, export, buy, sell, turn to account, and to act as agent, contractor, booking agent, cargo owner, broker, concessionaires, fleet owner, consultant, collaborator, job workers, transporter or otherwise to deal in all sizes, varieties, capacities, modalities, specifications, descriptions, characteristics, application and uses of ships, boats, vessels, tankers, and floating structures including cargo ships, barges, ferry boats, tankers, refrigerated vessels, liners, fishing vessels, yachts, rowing boats, motorboats, tugs and pusher crafts, rafts, tanks, cofferdams, landing stages, buoys, beacons, floating platforms, unmanned oil production platforms, oil process complexes, drilling rigs, drill ships, dredgers, fire floats, floating cranes, floating docks, lifeboats, trawlers, pilot boats and other similar goods, articles or things their parts, fittings, accessories, components, machineries, equipment's, fittings installed thereon, systems, devices, implements, structures, materials, substances, and to carry on shipping

business for transporting goods and passengers at national and international levels and to do all incidental acts and things necessary for the attainment of foregoing objects.

### KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

For Key Awards, Certifications, Accreditations please refer to the section “Our Business” on Page no. 121 of this Prospectus.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

### AUTHORIZED CAPITAL

The following changes have been made in the Authorized Capital of our Company since inception:

DATE OF AGM/ EGM	NATURE OF AMMENDMENT
On Incorporation	Authorized Capital of ₹ 10.00 Lakhs (Rupees Ten Lakh Only) Consisting into 1,00,000 (One Lakh Only) Equity Shares of ₹ 10/-each.
EGM held on July 9, 1997	The initial authorized Share Capital of ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹ 10/- each was increased to ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹10/- each.
AGM held on August 31, 2005	The authorized share capital of the company was further increased from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹10/- each to ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹10/- each.
EGM held on March 23, 2011	The authorized share capital of the company was further increased from ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹10/- each to ₹ 4,90,00,000/- divided into 49,00,000 Equity Shares of ₹10/- each.
EGM held on September 22, 2023	The authorized share capital of the company was further increased from ₹ 4,90,00,000/- divided into 49,00,000 Equity Shares of ₹10/- each to ₹ 15,00,00,000/- divided into 1,50,00,000 Equity Shares of ₹10/- each.

DATE OF AGM/ EGM	NATURE OF AMMENDMENT
AGM held on March 11, 2006	Change in the name clause from “Sadhav Shipping Company Private Limited” to “Sadhav Shipping Company Limited” pursuant to conversion from private limited company to public limited company.

### SUBSIDIARIES

As on the date of this Prospectus, there are no subsidiaries of our Company.

## **HOLDINGS AND JOINT VENTURES OF THE COMPANY**

As on the date of this Prospectus, our Company does not have Holding Company or Joint Venture Company

## **REVALUATION OF ASSETS IN THE LAST TEN YEARS**

There has been no revaluation of assets of our company in last 10 years from the date of this Prospectus.

## **SHAREHOLDERS' AGREEMENT**

There are no Shareholders' Agreements existing as on the date of this Prospectus.

## **MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS**

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years.

## **FINANCIAL PARTNERS**

As on the date of this Prospectus, apart from the various arrangements with bankers which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

## **RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT**

For details regarding our capital raising activities through equity or debt, please see the section entitled "Capital Structure" and "Restated Financial Information" on page nos. 64 and 181 respectively of this Prospectus.

## **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 this Prospectus.

## **STRATEGIC PARTNERS**

We do not have any strategic partners as on the date of this Prospectus.

## **OTHER AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

## **INJUNCTIONS OR RESTRAINING ORDERS**

There are no injunctions / restraining orders that have been passed against the company.

## OUR MANAGEMENT

### Board of Directors:

Our Company has seven (7) Directors consisting of four (4) Executive Directors, three (3) Non-Executive Independent Directors including Executive Chairman. The following table sets forth the details of our Board of Directors as on the date of this Prospectus:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p><b>Mr. Kamal Kant Biswanath Choudhury</b></p> <p><b>Date of Birth:</b> 06/03/1954</p> <p><b>Qualification:</b> Master Mariner From Prestigious T. S. Dufferin Academy and Post-Graduation Degree in Business Management from Mumbai University.</p> <p><b>Address:</b> C-1705, Oberoi Springs, New Link Road, Opp city mall Andheri west, Mumbai, Maharashtra - 400053</p> <p><b>Date of Appointment as Director:</b> 16/08/1996</p> <p><b>Designation:</b> Managing Director w.e.f 16/08/1996 Change in designation: Whole-Time Director w.e.f 01/10/2007 Change in designation: Managing Director w.e.f 25/09/2023</p> <p><b>Term:</b> Appointed as Managing Director for a period of five years and subject to retire by rotation.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 00249338</p>	Indian	69 Years	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. Sadhav Offshore Engineering Private Limited</li> <li>2. Sadhav Drydocks Private Limited</li> </ol>
<p><b>Mrs. Sadhana K. Choudhury</b></p> <p><b>Date of Birth:</b> 23/03/1961</p> <p><b>Qualification:</b> Post Graduation Degree in Arts (History) from Utkal University Bhubaneswar, Odisha</p> <p><b>Address:</b> C-1706, Oberoi Springs, New Link Road, Opp city mall Andheri west, Mumbai, Maharashtra - 400053</p> <p><b>Date of Appointment as Director:</b> 10/02/1999</p> <p>Change in Designation: Whole-Time Director w.e.f 01/10/2007</p> <p><b>Term:</b> Appointed as Whole Time Director for a period of five years and subject to retire by rotation.</p>	Indian	63 Years	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. Sadhav Offshore Engineering Private Limited</li> </ol>

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<b>Occupation:</b> Business, Social Service <b>DIN:</b> 00249442			
<b>Mr. Vedant Kamalkant Choudhury</b> <b>Date of Birth:</b> 14/11/1985 <b>Qualification:</b> 1) B.Sc. Marine Engineering from Tolani Maritime Institute, BITS Pilani, 2) Management Studies (Marketing & HR) from SJ Mehta School of Management, IIT Bombay 3) Execute MBA (Shipping & Logistics), Blue MBA from Copenhagen Business School, Denmark. <b>Address:</b> C-1705, Oberoi Springs, New Link Road, Opp Citi Mall Andheri west, Mumbai, Maharashtra - 400053 <b>Date of Appointment</b> as additional Director: 27/05/2017 Change in designation: Whole-Time Director w.e.f 02/09/2019 CEO w.e.f : 25/09/2023 <b>Term:</b> Appointed as Director & CEO for a period of five years and subject to retire by rotation. <b>Occupation:</b> Business <b>DIN:</b> 07694884	Indian	38 Years	<i>Indian Companies</i> 1. Sadhav Drydocks Private Limited
<b>Mr. Subhas Chandra Choudhury</b> <b>Date of Birth:</b> 02/12/1946 <b>Qualification:</b> Graduated from a four year course of Regional College of Education, Bhubaneswar. <b>Address:</b> Plot No.139, District Centre Chandrashekharpur, Bhubaneshwar, Chandrashekharpur, Khordha, Orissa,751016 <b>Date of Appointment</b> as additional Director: 26/09/2008 Change in designation: Whole-Time Director w.e.f 02/09/2009 Non – Executive Director w.e.f : 11/10/2023 <b>Term:</b> Appointed as Non Executive Director for a period of five years and subject to retire by rotation. <b>Occupation:</b> Business <b>DIN:</b> 01174235	Indian	77 Years	NIL

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p><b>Mr. Ashok Kumar Bal</b>  <b>Date of Birth:</b>16/02/1960  <b>Qualification:</b></p> <ol style="list-style-type: none"> <li>1) Bachelor of Laws from university of Mumbai</li> <li>2) Master of Arts from university of Delhi</li> <li>3) Post Graduate Diploma in management from Management Development Institute</li> <li>4) Bachelor of arts from university of Delhi</li> </ol> <p><b>Address:</b> VIP 37, 4<sup>th</sup> Floor Nayapalli, IRC Village, Khorda, Odisha -751015  <b>Date of Appointment</b> as Independent Director w.e.f 23/09/2023  <b>Term:</b> Appointed as Independent Director for a period of five years and subject to retire by rotation.  <b>Occupation:</b> Business  <b>DIN:</b> 06664134</p>	Indian	63 Years	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. Mayfair Hotels &amp; Resorts Limited</li> <li>2. Kalinga Commercial Corporation Limited</li> </ol>
<p><b>Mr. Rajesh Kakkar</b>  <b>Date of Birth:</b>14/04/1961  <b>Qualification:</b> Bachelor of Engineering Degree in Mechanical Engineering with Honours from Ravi Shankar University, India  <b>Address:</b> B8, 1503, Lamrina, Shantigram,S.G. Highway, Vaishnodevi Circle, Adalaj, Gandhinagar, Gujarat-382421  <b>Date of Appointment</b> as Independent Director: 11/10/2023  <b>Term:</b> Appointed as Independent Director for a period of five years and subject to retire by rotation.  <b>Occupation:</b> Business  <b>DIN:</b> 08029135</p>	Indian	62 Years	Nil
<p><b>Mr. Bharat Bhushan Nagpal</b>  <b>Date of Birth:</b>09/04/1962  <b>Qualification:</b></p> <ol style="list-style-type: none"> <li>1) Master of Sciences in ship design From Naval War College, St Petersburg Russia</li> <li>2) Diploma in Naval Construction from Indian Institute of Technology, Delhi</li> </ol>	Indian	61 Years	Nil

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p>3) Bachelor of Science (Mechanical engineering) from Kurukshetra University</p> <p><b>Address:</b> House No.1589, Sector 14, Sonipat Haryana -131001</p> <p><b>Date of Appointment</b> as independent Director: 16/10/2023</p> <p><b>Term:</b> Appointed as Independent Director for a period of five years and subject to retire by rotation.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 07564818</p>			

For further details on their qualification, experience etc., please see their respective biographies under the heading “*Brief Biographies*” below:

**Notes:**

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
- There is no service contract entered into by the Directors with our Company which provides for benefit upon termination of employment.
- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been / were suspended from being traded on the Stock Exchanges during the last five years preceding the date of filing of this Prospectus.
- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been delisted from the Stock Exchange(s).
- No proceedings/investigations have been initiated by SEBI against any company, the board of directors of which also comprise any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

**BRIEF BIOGRAPHIES OF OUR DIRECTORS**

**Mr. Kamal Kant Biswanath Choudhury**

Mr. Kamal Kant Biswanath Choudhury, 69 years old having 48 years of experience including Master on Board Ships in Shipping Corporation of India, Nautical Surveyor in Directorate General of Shipping, Senior Deputy Director in ONGC Ltd. He is Managing Director and oversees all aspects of the Business including Technical, Financial, Business Development, HR, PR & CSR.



**Mrs. Sadhana K. Choudhury**

Mrs. Sadhana K. Choudhury, 63 years old is Promoter Director of the company. Since inception she has been involved with the company and manages Administration and Public Relations departments. She also handles CSR activities of the company.

**Mr. Vedant kamalkant Choudhury**

Mr. Vedant kamalkant Choudhury, 38 years old is the Director & CEO of the company having about 15 years of experience in Marine industry. He is currently looking after operations and business development at Sadhav Shipping Ltd. Under his leadership Sadhav Shipping Ltd. has successfully expanded its business by adding new clients and developed new business verticals like Oil Spill Response and Offshore Logistics. Vedant is an alumnus of Tolani Maritime Institute (BITS Pilani), SJ Mehta School of Management (IIT Bombay) and Copenhagen Business School, Denmark. Prior to joining Sadhav Shipping Ltd. in 2011, he was sailing on Foreign Going ships with Wallem Shipmanagement Ltd. Hong Kong and Germany.

**Mr. Subhas Chandra Choudhury**

Mr. Subhas Chandra Choudhury aged 77 years is a Non –executive director in the company having wide ranging experience. He joined Indian Revenue Service in the year 1973 and started his career in the West Coast in Anti-Smuggling Operations in the hay day of Smuggling. He has worked in the top decision-making body of the Tax Administration, viz., Central Board of Excise & Customs, for six Years, as Director In-charge of Customs Administration and Policy Formation and retired as Chief Commissioner of Customs and Central Excise Department.

**Mr. Ashok Kumar Bal**

Mr. Ashok Kumar Bal is 63 years old Non-executive Independent Director of the company having 27 years of experience in Indian revenue service (1983 batch), holding various position including commissioner, Income Tax, special director, enforcement directorate and other important assignments.

He also has experience of 6 years on deputation as deputy chairman, Mumbai port Trust, one of the largest major ports in India. He has also served Leadership roles in private sector post voluntary retirement from government of India since 2010- as president corporate affairs, chairman's office in Reliance India Limited followed by CEO, India Mining Operations at Aditya Birla Group and later as MD, Brahmani River pellets - a JSW venture.

**Mr. Rajesh Kakkar**

Mr. Rajesh Kakkar is a Non-executive Independent director, an outstanding oil and gas professional starting his career as field engineer at Mumbai High Field, he has over 40 years of hands-on experience with Oil & Natural Gas Corporation Ltd. Shri Rajesh Kakkar has worked in various capacities starting from engineer, team leads, manager, and motivator and finally occupied a seat in ONGC Board as Director (Offshore).

### **Mr. Bharat Bhushan Nagpal**

Mr. Bharat Bhushan Nagpal is 61 years old Non-executive Independent Director of the company. Leading a Premier Defense Public Sector Shipyard since 2018. Achieved an all-time high net worth of INR 1,100 Cr in 2020-21. Signed 11 major contracts over a three-year period. 37+ years of experience in Shipbuilding with expertise in Defense Acquisition, Design and Construction of Front-Line Warships, Technology absorption, International Contract Negotiation and Execution, Marketing, Human Resource Development and Policy Outlook.

#### **Confirmation**

None of the above-mentioned Directors are on the RBI List of willful defaulters as on date of filing the Prospectus.

Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and persons in control of our Company, have not been/are not debarred from accessing the capital market by SEBI.

#### **Borrowing Powers of our Board of Directors**

The Articles, subject to the provisions of Companies Act authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company within the prescribed limit under Act.

#### **REMUNERATION OF EXECUTIVE DIRECTORS**

##### **Compensation to the Non-Executive Directors and Non-Executive Independent Directors**

Remuneration paid to our Non-Executive Independent Directors in Fiscal 2022: Nil

##### **REMUNERATION / SITTING FEES PAID TO DIRECTORS FOR THE FY 2022-23**

Sr. No.	Name of the Director	Designation	Remuneration Paid	Sitting Fees Paid	Total in Lakhs
1.	<b>Mr. Kamal Kant Biswanath Choudhury</b>	Managing Director	25,60,000	-	25,60,000
2.	<b>Mrs. Sadhana K. Choudhury</b>	Whole-time Director	21,00,000	-	21,00,000
3.	<b>Mr. Vedant kamalkant Choudhury</b>	Whole-time Director & CEO	21,60,000	-	21,60,000

## Shareholding of Directors

The following table sets forth the shareholding of our Directors as on the date of this Prospectus :

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Kamal Kant Biswanath Choudhury	65,29,317	63.18%
Mrs. Sadhana K. Choudhury	25,86,010	25.02%
Mr. Vedant kamalkant Choudhury	5,88,245	5.69%
Mr. Subhas Chandra Choudhury	0	0.00%
<b>Total</b>	<b>97,03,574</b>	<b>93.89%</b>

## Interest of the Directors

Our directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them on their holding of such shares and other distributions in respect of the aforesaid Equity Shares. For further details, refer to *Annexure XXVI – Related Party Transactions* under chapter titled *“Financial Information”* and *“Our Promoter and Promoter Group”* beginning on page no. 181 and 169 of this Prospectus.

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoter, pursuant to this issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated in this chapter titled *“Our Management”* and refer to para titled as *Annexure XXVI – Related Party Transactions* in chapter titled *“Financial Information”* beginning on page nos. 154 and 181 of this Prospectus respectively, our directors do not have any other interest in our business.

Except as disclosed in *“Properties”* under the section *“Our Business”* starting on page no. 121 of this Prospectus, our Directors have no interest in any property acquired or proposed to be acquired by our Company as on the date of this Prospectus.

## Changes in the Board of Directors in the last three years

Following are the changes in our Board of Directors in the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1.	Mr. Ashok Kumar Bal	23/09/2023	Appointment
2.	Mr. Rajesh Kakkar	11/10/2023	Appointment
3.	Mr. Bharat Bhushan Nagpal	16/10/2023	Appointment

## Corporate Governance

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Currently, our Board has Seven (7) Directors. In compliance with the requirements of the Companies Act, 2013 we have Seven (7) Directors consisting of Four (4) Executive Directors and Three (3) Non Executive Independent Directors. We have One (1) woman Director on our Board.

### Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee

#### Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated October 17, 2023 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Ashok Kumar Bal	Independent Director (Non-Executive Director)	Chairman
Mr. Rajesh Shyamsunder Kakkar	Independent Director (Non-Executive Director)	Member
Mr. Vedant kamalkant Choudhury	Whole time Director (Executive Director)	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) 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.
- n) Discussion with internal auditors any significant findings and follow up there on.

- o) 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.
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r) To review the functioning of the Whistle Blower mechanism.
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

*The Audit Committee enjoys following powers:*

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

*The Audit Committee shall mandatorily review the following information:*

- a) Management discussion and analysis of financial condition and results of operations;

- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Company Secretary of the Company acts as the Secretary to the Committee.

#### *Meeting of Audit Committee*

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

#### **1. Stakeholder's Relationship Committee**

The Shareholder and Investor Grievance Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated October 17, 2023. The Shareholder and Investor Grievance Committee comprises of:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Rajesh Shyamsunder Kakkar	Independent Director (Non-Executive Director)	Chairman
Sadhana Choudhury	Whole time Director (Executive Director)	Member
Vedant Kamalkant Choudhury	Whole time Director (Executive Director)	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- a) Allotment and listing of our shares in future
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;

- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

### ***Quorum and Meetings***

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

## **2. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated October 17, 2023.

The Nomination and Remuneration Committee currently comprises of:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Bharat Bhushan Nagpal	Independent Director (Non-Executive Director)	Chairman
Ashok Kumar Bal	Independent Director (Non-Executive Director)	Member
Subhas Chandra Choudhury	Director (Non-Executive Director)	Member

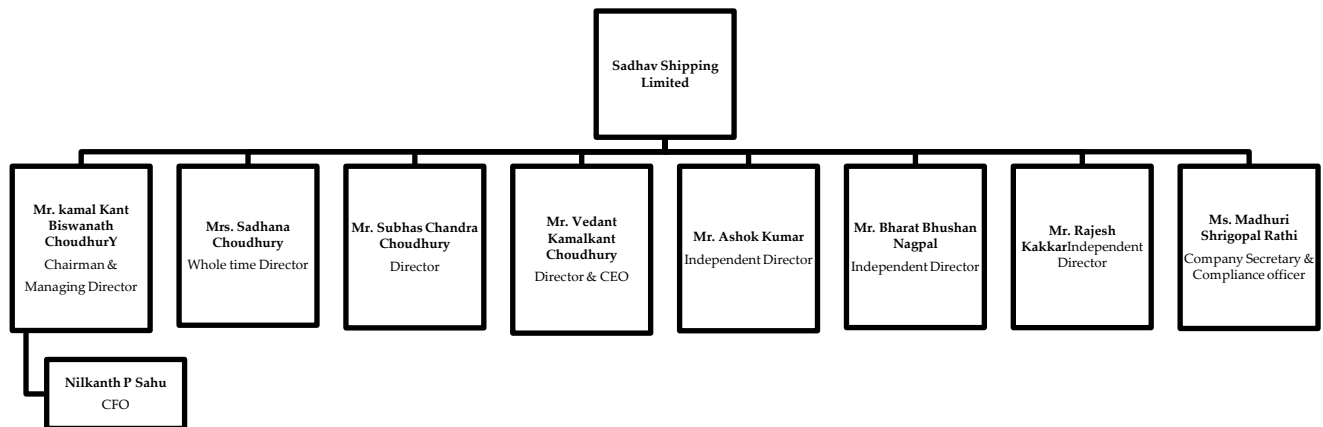
The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity



- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

### Management Organization Structure



### Terms & Abbreviations

CFO	:	Chief Financial Officer
CS & CO	:	Company Secretary and Compliance Officer
MD	:	Managing Director
WTD	:	Whole Time Director

### Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal ( in lakhs)	Qualification	Name of Previous Employer(s)	Experience
Mr. Kamalkant Choudhury	Chairman & Managing Director	16/08/1996	25.60	Master Mariner, MBA	N.A.	48 Years
Mr. Vedant kamalkant Choudhury	Whole Time Director & CEO	25/09/2023	21.60	Marine Engineer, MBA	N.A.	15 Years
Ms. Madhuri Shrigopal Rathi	Company Secretary & Compliance Officer	27/10/2023	4.5	CS	Prashant Mittal & Associates	2 years
Mr. Nilakantha Prasad Sahu *	CFO	23/09/2023	15.00	MBA Finance	Sadhav offshore engineering private limited	25 Years

*Details of previous employers of Mr. Nilakantha Prasad Sahu:	
Sadhav Offshore Engineering Pvt. Ltd (Formerly Known As Sadhav Offshore Engineering)	March 2002 to September 2023
Hybro Foods Private Limited	October 1999 to February 2002
Atul R Shah & Associates	May 1998 to September, 1999

**Other Notes –**

1. All the key managerial personnel mentioned above are permanent employees of our Company
2. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above-mentioned personnel have been recruited.
3. As on the date of filing of this Prospectus , our Company does not have a bonus or a profit-sharing plan with the key management personnel.
4. No non-salary-related payments or benefits have been made to our key management personnel.
5. There is no contingent or deferred compensation payable to any of our key management personnel.

**Relationship amongst the Key Managerial Personnel**

Except as stated below, none of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors.

Sr. No.	Name of KMP	Name of Other KMP	Relationship
1.	Kamalkant Choudhury	Vedant Choudhury	Son
2.	Vedant Kamalkant Choudhury	Kamalkant Choudhury	Father

**Arrangement / Understanding with Major Shareholders / Customers / Suppliers**

None of the KMPs have been selected pursuant to any arrangement / understanding with major shareholders / customers / suppliers.

**Shareholding of Key Managerial Personnel**

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Kamal kant Choudhury	65,29,317	63.18%
2	Vedant Kamalkant Choudhury	5,88,245	5.69%
3	Madhuri Shrigopal Rathi	0	0
4	NILAKANTHA PRASAD SAHU	2100	0.02%
<b>Total</b>		<b>71,19,662</b>	<b>68.69%</b>

**Contingent and deferred compensation payable to our Director and Key Managerial Personnel**

There is no contingent or deferred compensation payable to our Directors and Key Managerial Personnel, which does not form a part of their remuneration.

### **Interest of Key Managerial Personnel**

The Key Managerial Personnel of our Company do not have any interest in our Company, other than to the extent of remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to/ in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

### **Bonus or Profit-Sharing Plan for the Key Managerial Personnel during the last three years**

Our Company does not have fixed bonus/profit sharing plan for any of the employees, key managerial personnel.

### **Employee Share Purchase and Employee Stock Option Scheme**

Presently, we do not have ESOP/ESPS scheme for employees.

### **Payment or Benefit to our Key Managerial Personnel**

Except for the payment of salaries and yearly bonus, we do not provide any other benefits to our employees

**Changes in the Key Managerial Personnel in the three years preceding the date of filing this Prospectus:**

<b>Name</b>	<b>Designation</b>	<b>Date of Joining/ Change in Designation</b>
Mr. Kamalkant Choudhury	Managing Director	16/08/1996
Mrs. Sadhana Choudhury	Whole Time Director	10/02/1999
Mr. Nilakantha Prasad Sahu	CFO	23/09/2023
Ms. Madhuri Shrigopal Rathi	Company Secretary	27/10/2023


## OUR PROMOTERS, PROMOTER GROUP


### 1. THE PROMOTERS OF OUR COMPANY ARE:


1. Mr. Kamal Kant Biswanath Choudhury
2. Mrs. Sadhana Choudhury
3. Mr. Vedant kamalkant Choudhury
4. Mr. Subhas Chandra Choudhury


As on the date of this Prospectus, our Promoters is having Pre-IPO holding of 97,03,572 Equity Shares in aggregate, representing 93.90% of the issued, subscribed and paid-up Equity Share capital of our Company and Post IPO holding of 97,03,572 shares constituting of 67.61%.

#### i. The details of individual Promoters of our company are provided below:

	<b>Mr. Kamalkant Choudhury</b>
	<b>Brief Profile:</b> Mr. Kamalkant Choudhury aged 69 years is Promoter and Chairman cum Managing Director of the Company. Originally, he was appointed as a director since the incorporation of the company, i.e., since August 16, 1996 and his designation was changed to Whole time director w.e.f October 01, 2007 and Chairman cum Managing Director, liable to retire by rotation for a period of five years w.e.f. April 05, 2023. He has been instrumental in taking major policy decision of the Company and also in leading the Company. He is playing vital role in formulating business strategies and effective implementation of the same.
	<b>Date of Birth:</b> 06/03/1954
	<b>Address:</b> 'C-1705, Oberoi Springs, New Link Road, Opp city mall Andheri west, Mumbai, Maharashtra - 400053
	<b>PAN:</b> xxxxxxxxxx
	<b>Passport No.:</b> W8331546
	<b>Driver's License:</b> MH0220090030484
	<b>Voter's ID No.:</b> ACC4283339
	<b>Adhaar Card No.:</b> xxxx xxxx xxxx
	<b>Bank A/c No.:</b> xxxxxxxxxxxx
	<b>Name of Bank &amp; Branch:</b> ICICI Bank ,G&FR.FL,Maurya Estate Link , Andheri West , Mumbai , Maharashtra - 400090
	<b>Other Directorship :</b>
	<b>Private Limited Company</b> Sadhav Offshore Engineering Private Limited( <i>Converted Sadhav Offshore Engineering Co., a partnership firm w.e.f. 01.04.2022</i> ) ,  Sadhav Drydocks Private Limited

	<b>Mrs. Sadhana Choudhury</b>
	<b>Brief Profile:</b> Mrs. Sadhana Choudhury, aged 63 years, since 1999 she is appointed as director in Sadhav Shipping Limited.
	<b>Date of Birth :</b> 23/03/1961
	<b>Address:</b> C-1706, Oberoi Springs, New Link Road, Opp city mall Andheri west, Mumbai, Maharashtra - 400053 C-1706, Oberoi Springs, New Link Road, Opp city mall Andheri west, Mumbai, Maharashtra - 400053
	<b>PAN:</b> xxxxxxxxxx
	<b>Passport No.:</b> W7237324
	<b>Driver's License:</b> MH0219920060621
	<b>Voter's ID No.:</b> ACC4283347
	<b>Adhaar Card No.:</b> xxxx xxxx xxxx
	<b>Bank A/c No.:</b> xxxxxxxxxx
	<b>Name of Bank &amp; Branch:</b> AXIS Bank, Laxmi The Mall , BLG No. 5 , Laxmi Industrial Estate , New Link Rd , Andheri , Mumbai , Maharashtra- 400053
	<b>Other Directorship:</b> Sadhav Offshore Engineering Private Limited

	<b>Mr. Vedant kamalkant Choudhury</b>
	<b>Brief Profile:</b> Mr. Vedant kamalkant Choudhury aged 38 years is Director & CEO of the Company. Originally, he was appointed as an additional director on 27/05/2017, His designation was changed to Whole time director w.e.f September 02, 2019 and CEO cum Director, liable to retire by rotation for a period of five years w.e.f. September 25, 2023.
	<b>Date of Birth :</b> 14/11/1985
	<b>Address:</b> C-1705, Oberoi Springs, New Link Road, Opp city mall Andheri west, Mumbai, Maharashtra - 400053
	<b>PAN:</b> xxxxxxxxxx
	<b>Passport No.:</b> L6937882
	<b>Driver's License:</b> MH0220100057718
	<b>Voter's ID No.:</b> ACC4283313
	<b>Adhaar Card No.:</b> xxxx xxxx xxxx
	<b>Bank A/c No.:</b> xxxxxxxxxx
	<b>Name of Bank &amp; Branch:</b> Bank Of India, Cumbala Hill, Kemp's Shoppe 1 <sup>st</sup> Floor, Mumbai, Maharashtra - 400036
	<b>Other Directorship:</b> <i>Indian Companies</i> Sadhav Drydocks Private Limited

	<b>Mr. Subhas Chandra Choudhury</b>
	<b>Brief Profile:</b> Mr. Subhas Chandra Choudhury aged 77 years is a Non –executive director in the company having wide ranging experience. He joined Indian Revenue Service in the year 1973 and started his career in the West Coast in Anti-Smuggling Operations in the hay day of Smuggling. He has worked in the top decision-making body of the Tax Administration, viz., Central Board of Excise & Customs, for six Years, as Director In-charge of Customs Administration and Policy Formation and retired as Chief Commissioner of Customs and Central Excise Department.
	<b>Date of Birth :</b> 02.12.1946
	<b>Address:</b> Plot No. 139, District Centre, Chandrasekharpur, Bhubaneswar, Odisha, Pin - 751016
	<b>PAN:</b> ABWPC5455E
	<b>Passport No.:</b> W4204117
	<b>Driver’s License:</b> OD-0220110569487
	<b>Voter’s ID No.:</b> ZQZO468751
	<b>Adhaar Card No.:</b> xxxx xxxx xxxx
	<b>Bank A/c No.:</b> xxxxxxxxxxxx
	<b>Name of Bank &amp; Branch:</b> State Bank of India PBB, Chandrasekharpur, IFSC – SBIN0004345
	<b>Other Directorship:</b> Nil

## DECLARATION

We declare and confirm that the details of the Permanent Account Numbers, Bank Account Numbers, Aadhar Card Numbers and Driving License Numbers, Voter’s ID No. of our Promoters are being submitted to the NSE (Stock Exchange) on which the specified securities are proposed to be listed along with filing of this Prospectus with the Stock Exchange.

### ii. Details of Body Corporate Promoters of our company:

We don’t have any Body Corporate Promoters

### Other Information related to Our Company

*For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past for our Individual Promoter, please see the chapter titled “Our Management” beginning on page no. 154 of this Prospectus.*

*For details of the build-up of our Promoter’ shareholding in our Company, please see “Capital Structure – Shareholding of our Promoter” beginning on page no 64 of this Prospectus.*

### **Other Undertakings and Confirmations**

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoter will be submitted to the Stock Exchange at the time of filing of the Prospectus with the Stock Exchange.

Our Promoter and the members of our Promoter Group have confirmed that they have not been identified as willful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoter and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoter are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Change in control of our Company**

There has been no change in the promoter and control of our Company in the five years immediately preceding the date of this Prospectus.

### **Interests of Promoter**

None of our Promoter / Directors have any interest in our Company except to the extent of compensation payable / paid and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details on the interest of our promoter in our Company, please see the chapters titled "*Capital Structure*", "*Restated Financial Information*" and "*Our Management*" beginning on page nos. 64, 181 and 154 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

For Further details on the related party transaction, to the extent of which our Company is involved, please see "*Annexure XXVII – Restated Statement of Related Party Transaction*" under the chapter "*Restated Financial Information*" on page no.181 of this Prospectus.

### **Common Pursuits of our Promoters**

Our Group Company has been authorized by its Memorandum of Association to undertake activities which are similar to ours and are currently engaged in businesses similar to ours.

Our Company has not adopted any measures for mitigating such conflict situations.

### **Companies with which the Promoter has disassociated in the last three years.**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Prospectus.

### **Payment of Amounts or Benefits to the Promoter or Promoter Group during the last two years**

Except as stated in “Annexure XXVI – Restated Statement of Related Party Transactions” under the chapter “Financial Statements” on page no. 181 of this Prospectus, there has been no other payment of benefits to our Promoter during the two years preceding the date of this Prospectus.

### **Experience of our Promoter in the business of our Company**

For details in relation to experience of our Promoter in the business of our Company, see Chapter “Our Management” beginning on page no. 154 of this Prospectus.

### **Interest of Promoter in the Promotion of our Company**

Our Company is currently promoted by the promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

### **Interest of Promoter in the Property of our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Prospectus or proposed to be acquired by our Company as on the date of this Prospectus. For details, please see the chapter “Our Business” on page no. 121 of this Prospectus.

Further, other than as mentioned in the chapter titled “Our Business”, our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Our promoters may be interested in rent being paid by our company to them who own these premises being occupied by the company. For further details please see “Our Business” and “Restated Financial Information” beginning on page no. 121 and 181 this Prospectus.

### **Interest of Promoter in our Company other than as Promoter**

Other than as Promoter, our Promoter is interested in our Company to the extent of their shareholding in our Company and the dividend declared, if any, by our Company. For details, please see chapters titled “Our Management” and “Capital Structure” beginning on page nos. 154 and 64 respectively of this Prospectus.

Except as mentioned in this section and the chapters titled “Capital Structure”, “Our Business”, “History and Certain Corporate matters” and “Annexure XXVII – Restated Statement of Related Party Transactions” on page nos. 64, 121, 151 and 181 of this Prospectus, respectively, our Promoter do not have any interest in our Company other than as promoter.



### **Related Party Transactions**

Except as stated in the “*Annexure XXVII – Restated Statement of Related Party Transactions*” under Restated Financial Information on page no.181 of this Prospectus ., our Company has not entered into related party transactions with our Promoter.

### **Material Guarantees**

Except as stated in the “*Financial Indebtedness*” and “*Restated Financial Information*” beginning on page no. 243 and 181 this Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

### **Shareholding of the Promoter Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 64 of this Prospectus .

### **Other Confirmations**

Our Company has neither made any payments in cash or otherwise to our Promoter or to firms or companies in which our Promoter is interested as members, directors or promoter nor have our Promoter been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated in the “*Annexure XXVII – Restated Statement of Related Party Transactions*” under Restated Financial Statement on page no.181 of this Prospectus

### **Outstanding Litigation**

There is no outstanding litigation against our Promoter except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigations and Material Developments*” beginning on page no. 21 and 248 of this Prospectus.

## 2. OUR PROMOTER GROUP

In compliance with SEBI Guideline, “Promoter Group” pursuant to the regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018, we confirm that following persons are part of promoter group:

### A. The Promoter:

Sr. No.	Name of the Promoters
1	Mr. Kamal Kant Biswanath Choudhury
2	Mrs. Sadhana Choudhury
3.	Mr. Vedant Kamalkant Choudhury
4.	Mr. Subhas Chandra Choudhury

### B. Natural Persons i.e, an immediate relative of the promoter (i.e any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

Name Of the Promoter	Name Of the Relative	Relationship with the Promoter
<b>Mr. Kamal kant Choudhury</b>	Late Biswanath Choudhury	Father
	Late Shashirekha Choudhury	Mother
	Sadhana Choudhry	Wife
	Subhas Chandra Choudhury	Brother
	Abhas Choudhury	Brother
	Gita Mohanty	Sister
	Vedant Kamalkant Choudhury	Son
	Devahuti Choudhury	Daughter
	Late Yudhisthir Das	Spouse’s Father
	Late Snehalata Das	Spouse’s Mother
	Sarita Mohanty	Spouse’s Sister
	Saroj Kumar Das	Spouse’s Brother
	Biraj Kumar Das	Spouse’s Brother
	Manoj Kumar Das	Spouse’s Brother

Name of the Promoter	Name of the Relative	Relationship with the Promoter
<b>Mrs. Sadhana Choudhury</b>	Late Yudhisthir Das	Father
	Late Snehalata Das	Mother
	Kamalkant Choudhury	Husband
	Saroj Kumar Das	Brother
	Biraj Kumar Das	Brother
	Manoj Kumar Das	Brother
	Sarita Mohanty	Sister
	Vedant kamalkant Choudhury	Son
	Devahuti Choudhury	Daughter
	Late Biswanath Choudhury	Spouse's Father
	Late Shashirekha Choudhury	Spouse's Mother
	Gita Mohanty	Spouse's Sister
	Abhs Choudhury	Spouse's Brother
	Subhash Choudhury	Spouse's Brother

Name Of The Promoter	Name Of the Relative	Relationship with the Promoter
<b>Mr. Vedant kamalkant Choudhury</b>	Kamalkant Choudhury	Father
	Sadhana Choudhry	Mother
	Lopamudra Sahu	Wife
	Devahuti Choudhury	Sister
	Shayan Choudhury	Son
	Late Tarun Kumar Sahoo	Spouse's Father
	Bijoyeeni Sahoo	Spouse's Mother
	Satya Swaroop Sahoo	Spouse's Brother

Name Of the Promoter	Name Of the Relative	Relationship with the Promoter
<b>Mr. Subhas Chandra Choudhury</b>	Late Biswanath Choudhury	Father
	Late Sashirekha Choudhury	Mother
	Meera Choudhury	Wife
	Kamal Kant Choudhury	Brother
	Abhas Choudhury	Brother
	Geetanjali Mohanty	Sister
	Anurag Choudhury	Son
	Anupam Choudhury	Son
	Late Artatrana Mohanty	Spouse's Father
	Late Leelabati Mohanty	Spouse's Mother

	Itishree Mohanty	Spouse's Sister
	Umakanta Mohanty	Spouse's Brother
	Kamalakant Mohanty	Spouse's Brother
	Ramakanta Mohanty	Spouse's Brother

**C. In case promoter is a body corporate: - Not Applicable**

<b>Nature of Relationship</b>	<b>Entity</b>
Subsidiary or holding company of Promoter Company.	N.A
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	N.A

**D. In case promoter is an individual:**

<b>Nature of Relationship</b>	<b>Entity and Relation</b>
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member.	<p>a. Sadhav Offshore Engineering Private Limited</p> <p>b. Sadhav Drydocks Private Limited</p>
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	NIL
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than twenty percent of the total capital.	NIL

**E. All persons whose shareholding is aggregated under the heading "shareholding of the promoter group":**

None of other persons form part of promoter group for the purpose of shareholding of the promoter group under regulation 2(1)(pp)(v) of SEBI ICDR regulation ,2018.

## OUR GROUP ENTITIES

In compliance with SEBI Guideline, “Group Companies/Entities” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, the following are our Group Entities (Companies which are no longer associated with our Company have not been disclosed as Group Companies):

### 1. Sadhav Offshore Engineering Private Limited

<b>Name of the Firm</b>	Sadhav Offshore Engineering Private Limited( <i>Converted Sadhav Offshore Engineering Co., a partnership firm w.e.f. 01.04.2022</i> )		
<b>Category</b>	Private Company		
<b>Name of the Directors</b>	1. Kamal Kant Biswanath Choudhury 2. Sadhana Choudhury 3. Devahuti Choudhury		
<b>Brief Description and nature of activity or Business</b>	To build, acquire, lease, hire, operate, repair & maintain infrastructure of dry dock, floating dock, slipway, workshops, warehouse, ship transfer system, jetty, tugs, dredgers, port crafts, navigational channels & channel markers, material handling equipment like cranes, forklifts, pipelines, cables		
<b>Date of Incorporation</b>	04/03/2022		
<b>CIN</b>	U45209MH2022PTC377934		
<b>PAN</b>	ABHCS9995D		
<b>GST</b>	27ABHCS9995D1ZN (Maharashtra) 21ABHCS9995D1ZZ (Odisha) 37ABHCS9995D1ZM (Andhra Pradesh)		
<b>Company Registration No.</b>	377934		
<b>Registered Office Address</b>	521, Floor 5, Loha Bhavan, P Dmello Road, Masjid East, Mumbai City, Mumbai, Maharashtra, India, 400009		
<b>Audited Financial Information (Rs 'in Lakhs')</b>			
<b>Particulars</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
<b>Total Revenue</b>	4100.37	3951.56	3398.68
<b>Profit/(Loss) after tax</b>	201.35	208.78	173.06

## 2. Sadhav Drydocks Private Limited

<b>Name of the Firm</b>	Sadhav Drydocks Private Limited		
<b>Category</b>	Private Company		
<b>Name of the Directors</b>	1. Kamal Kant Biswanath Choudhury 2. Devahuti Choudhury 3. Vedant Kamalkant Choudhury		
<b>Brief Description and nature of activity or Business</b>	Business of ship repairs and re-fitters and vendors of ships, and vessels and or repairers of engines, boilers, machinery and any other parts required for ships and vessels and to instruct and maintain for the use of the company repairing or docking of ships and other vessels and to aid in or contribute to the construction of any such works.		
<b>Date of Incorporation</b>	18/06/2019		
<b>CIN</b>	U74990MH2019PTC326909		
<b>PAN</b>	ABCCS2333Q		
<b>GST</b>	Not Registered as No Business commenced in the company		
<b>Companies Registration No.</b>	326909		
<b>Registered Office Address</b>	618 Laxmi Plaza, New Link Road, Andheri West, Mumbai City, MUMBAI, Maharashtra, India, 400053		
<b>Audited Financial Information (in Lakhs)</b>			
<b>Particulars</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
<b>Total Revenue</b>	0.00	0.00	0.00
<b>Profit/(Loss) after tax</b>	(0.39)	(0.37)	(0.49)


## DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. The Company has no formal dividend policy. The dividends declared by our Company during the last three Fiscal years have been presented below:

Particulars	As on September 30, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31,2021
Face Value of Equity Share (per share)	10	10	10	10
Dividend on Equity Shares(`)	-	-	-	-
Interim Dividend on each Equity Share (`)	-	-	-	-
Dividend Rate for Equity Shares (%)	-	-	-	-

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

**SECTION VII - FINANCIAL STATEMENTS  
RESTATED FINANCIAL INFORMATION**



**SUVARNA & KATDARE**  
**CHARTERED ACCOUNTANTS**  
808 MULJI MISTRY BLDG., 61, TEJAPL ROAD, OPP. PARLE BISCUIT FACTORY, VILE PARLE  
(EAST), MUMBAI - 400057.  
TEL: 26115621 / 26114526      EMAIL: rrs\_suvarna@yahoo.com

**Independent Auditor's Examination report on Restated Financial Information of SADHAV  
SHIPPING LIMITED**

To,  
The Board of Directors  
SADHAV SHIPPING LIMITED,  
521 5TH FLOOR, LOHA BHAVAN, P.D'MELLO ROAD,  
MASJID (EAST), Mumbai City, MUMBAI, Maharashtra,  
India, 400009.

Dear Sir,

1. We have examined the attached Restated Financial Information of SADHAV SHIPPING LIMITED (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at September 30, 2023, March 31, 2023, 2022 and 2021, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the six month ended September 30, 2023, and for the years ended 2023, 2022 and 2021, 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 at their meeting held on February 13, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus (Here-in Offer Documents) prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO").
2. These restated Summary Statement have been 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").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Registrar of Companies, Gujarat and the BSE SME Exchange 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 Annexure V to the Restated Financial Information. The Board of Directors' responsibility includes 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.





4. We have examined such Restated Financial Information taking into consideration:
- The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated October 10, 2023 in connection with the proposed IPO of equity shares of the Issuer;
  - The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - 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.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the six months ended September 30, 2023, and for the financial years ended on March 31, 2023, 2022 and 2021 which has been approved by the Board of Directors.
- We have not audited the financial statements of the company as at March 31, 2022 & 2021 which were prepared by the company in accordance with Indian Accounting Standard (Indian GAAP).
  - We have audited Financial Statements as at and for the six months ended on September 30, 2023 and for the years ended March 31, 2023 and relied upon Statutory Audited financial statements of the Company as at and for the years ended March 31, 2022 & 2021 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors at their meeting held on September 05, 2022 and September 21, 2021 respectively.
6. For the purpose of our examination, we have relied on:
- Auditors' Report issued by us dated February 13, 2024 and August 14, 2023 on the financial statements of the company as at and for the six months ended on September 30, 2023 and for the year ended on March 31, 2023 as referred in Paragraph 5(b) above.
  - Auditors' Report issued by statutory auditor dated September 05, 2022 and September 21, 2021 on the financial statements of the company as at and for the year ended on March 31, 2022 and 2021 as referred in Paragraph 5(a) above.

The audits for the financial years ended March 31, 2022 & 2021 were conducted by the Company's previous auditors M/s Z.M Bhathena & co., Chartered Accountants, and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and collectively, the "Restated Financial Information" examined by them for the said years.

7. Based on our examination and according to the information and explanations given to us, we report that:
- The "Restated Summary Statement of Assets and Liabilities" as set out in **Annexure I** to this report, of the



Company as at and for the year ended on March 31, 2023, March 31, 2022, March 31, 2021 and six months ended September 30, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure V** to this Report.

- b) The “**Restated Summary Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company as at and for the year ended on March 31, 2023, March 31, 2022 & March 31, 2021 and for the six months ended September 30, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure V** to this Report.
  - c) The “**Restated Summary Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company as at and for the six months ended September 30, 2023 and for the year ended on March 31, 2023, March 31, 2022 & March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure V** to this Report.
  - d) The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
  - f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
  - g) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
  - h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the six months ended September 30, 2023 and for the year ended on March 31, 2023, March 31, 2022 & March 31, 2021 which would require adjustments in this Restated Financial Statements of the Company;
  - i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in **Annexure V** to this report;
  - j) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
  - k) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - l) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and



for the six months ended September 30, 2023 and for the year ended March 31, 2023, March 31, 2022 & March 31, 2021 proposed to be included in the Offer Documents.

Annexure No.	Particulars
<b>I</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
I.1	Restated Statement of Property, Plant & Equipment
I.2	Restated Statement of Other non-current Assets
I.3	Restated Statement of Financial Assets - Investments
I.4	Restated Statement of Financial Assets - Trade Receivables
I.5	Restated Statement of Financial Assets - Cash & cash equivalents
I.6	Restated Statement of Other current assets
I.7	Restated Statement of Equity share capital
I.8	Restated Statement of Other equity
I.9	Restated Statement of Non Current Financial liabilities - Borrowings
I.10	Restated Statement of Deferred tax liability (Net)
I.11	Restated Statement of Long term provisions
I.12	Restated Statement of Short-term borrowings
I.13	Restated Statement of Trade payables
I.14	Restated Statement of Other current liabilities
I.15	Restated Statement of Short term provisions
<b>II</b>	<b>Restated Statement of Profit &amp; Loos</b>
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Direct operating cost
II.4	Restated Statement of Employees Benefit Expenses
II.5	Restated Statement of Finance Cost
II.6	Restated Statement of Other Expenses
<b>Other Annexures:</b>	
III	Cash Flow Statement
IV	Statement of Changes in Equity, As Restated
V	Statement of Significant Accounting Policies
VI	Notes to the Re-stated Financial Statements
VII	Statement of Accounting & Other Ratios, As Restated
VIII	Statement of Capitalization, As Restated
IX	Statement of Tax Shelter, As Restated
X	Statement of Related Parties & Transactions
XI	Statement of Dividends
XII	Changes in the Significant Accounting Policies
XIII	Contingent Liabilities & Capital Commitments

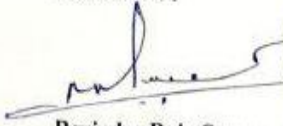


13. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Gujarat in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Suvarna & Katdare**  
**Chartered Accountants**

FRN : 125080W

PRC: 014793



**Ravindra Raju Suvarna**  
**Partner**

M. No.: 032007

Place: Mumbai

Date: February 13, 2024

UDIN: 24032007BKAJON4917



**SADHAV SHIPPING LIMITED**  
CIN : U35100MH1996PLC101909  
Annexure-I  
Statement of Assets & Liabilities , As Restated

(Rs. In Lacs)

Particulars	Note No.	As At			
		30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>ASSETS</b>					
<b>Non - current assets</b>					
Property, Plant & Equipment	I.1	6,823.10	6,889.02	4,526.45	4,023.94
Capital Work-in-progress	I.1	4,084.32	2,298.16	99.75	35.47
Investment Property		-	-	-	-
Other Intangible Assets	I.1	0.95	0.95	0.96	1.71
Financial Assets					
(i) Investments		-	-	-	-
(ii) Loans		-	-	-	-
(iii) Derivative assets		-	-	-	-
(iv) Other financial assets		-	-	-	-
Deferred Tax Asset (net)		-	-	-	-
Other non-current Assets	I.2	42.00	72.00	-	0.16
<b>Total non current assets</b>		<b>10,950.37</b>	<b>9,260.13</b>	<b>4,627.16</b>	<b>4,061.28</b>
<b>Current assets</b>					
Inventories		-	-	-	-
Financial Assets					
(i) Investments	I.3	-	-	0.76	0.76
(ii) Trade Receivables	I.4	739.72	882.78	891.66	1,048.28
(iii) Cash & cash equivalents	I.5	463.38	489.54	325.02	238.96
(iv) Loans		-	-	-	-
(v) Other financial assets		-	-	-	-
Other current assets	I.6	960.02	996.26	1,064.84	768.36
<b>Total current assets</b>		<b>2,163.12</b>	<b>2,368.58</b>	<b>2,282.28</b>	<b>2,056.36</b>
<b>Total Assets</b>		<b>13,113.49</b>	<b>11,628.71</b>	<b>6,909.44</b>	<b>6,117.64</b>

**EQUITY AND LIABILITIES**

**Equity**

Equity share capital	I.7	295.25	295.25	295.25	295.25
Other equity	I.8	4,206.18	3,799.21	3,208.26	2,910.36
<b>Total Equity</b>		<b>4,501.44</b>	<b>4,094.46</b>	<b>3,503.51</b>	<b>3,205.61</b>

**Liabilities**

**i. Non current liabilities**

**(a) Financial liabilities**

(i) Borrowings	I.9	4,209.59	3,335.29	979.93	743.45
(ii) Trade payables		-	-	-	-
(iii) Other financial liabilities		-	-	-	-

Balance Sheet



**Statement of Assets & Liabilities , As Restated**

(Rs. In Lacs)

Particulars	Note No.	As At			
		30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(b) Deferred tax liability (Net)	I.10	588.84	519.90	382.38	353.27
(c) Other non-current liabilities		-	-	-	-
(d) Long term provisions	I.11	81.60	81.60	-	-
<b>Total non current liabilities</b>		<b>4,880.04</b>	<b>3,936.79</b>	<b>1,362.31</b>	<b>1,096.72</b>
<b>ii. Current liabilities</b>					
(a) Financial liabilities					
(i) Short-term borrowings	I.12	2,472.25	2,192.16	1,103.14	1,032.60
(ii) Trade payables	I.13				
- Total O/s dues to MSME		-	-	-	-
- Total O/s dues to creditors		727.51	804.01	508.86	460.44
(iii) Other financial liabilities		-	-	-	-
(b) Other current liabilities	I.14	415.92	564.61	414.28	309.11
(c) Short term provisions	I.15	116.34	36.68	17.34	13.17
(d) Current tax liabilities (net)		-	-	-	-
<b>Total current liabilities</b>		<b>3,732.02</b>	<b>3,597.46</b>	<b>2,043.62</b>	<b>1,815.32</b>
<b>Total liabilities</b>		<b>8,612.06</b>	<b>7,534.25</b>	<b>3,405.93</b>	<b>2,912.03</b>
<b>Total equity &amp; liabilities</b>		<b>13,113.49</b>	<b>11,628.71</b>	<b>6,909.44</b>	<b>6,117.64</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in In terms of our report attached

**For** Ravindra Raju Suvarna  
Chartered Accountants  
FRN: 125080W  
MUMBAI  
REG. No. 125080W  
Ravindra Raju Suvarna  
Partner  
M. No.: 032007  
UDIN: 240320078WJON4917

For and on behalf of the Board of Directors  
Sadhav Shipping Limited

Kamalkant Choudhury  
Director  
DIN 00249338

Vedant Choudhury  
Director  
DIN 07694884

Nilakantha Prasad Sahu  
CFO

Madhuri Shrigopal Rathi  
CS

Place : Mumbai  
Date:13 February, 2024

Place : Mumbai  
Date:13 February, 2024

**SADHAV SHIPPING LIMITED**  
CIN : U35100MH1996PLC101909  
Annexure-II  
**STATEMENT OF PROFIT & LOSS, AS RESTATED**

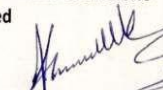
Particulars	Note No.	For The Period Ended			
		30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(Rs. In Lacs)					
<b>Income</b>					
Revenue from operations	II.1	3,368.91	7,780.84	6,955.33	6,057.02
Other income	II.2	16.78	109.75	22.61	66.65
<b>Total income</b>		<b>3,385.69</b>	<b>7,890.59</b>	<b>6,977.94</b>	<b>6,123.67</b>
<b>Expenses</b>					
Direct operating cost	II.3	1,274.01	3,640.83	3,817.87	3,087.14
Employee benefit expenses	II.4	735.97	1,688.61	1,367.69	1,154.40
Finance cost	II.5	217.94	354.27	228.98	216.09
Depreciation and amortization expe	I.1	214.74	436.60	592.66	629.02
Other expenses	II.6	399.18	781.05	547.57	579.36
<b>Total expenses</b>		<b>2,841.85</b>	<b>6,901.36</b>	<b>6,554.77</b>	<b>5,666.01</b>
<b>Profit before exception items and tax</b>		<b>543.84</b>	<b>989.23</b>	<b>423.17</b>	<b>457.66</b>
<b>Exceptional items</b>		-	-	-	-
<b>Profit before tax</b>		<b>543.84</b>	<b>989.23</b>	<b>423.17</b>	<b>457.66</b>
<b>Tax expenses</b>					
a) Current tax		67.93	76.28	70.64	-
b) MAT credit (entitlement) / utilized		-	-	22.49	100.56
c) Deferred tax		68.94	137.52	29.11	26.33
<b>Profit for the year</b>		<b>406.97</b>	<b>775.44</b>	<b>300.93</b>	<b>330.77</b>
<b>Earnings per equity share</b>					
<b>Equity share of par value of 10/- each</b>					
a) Basic		13.78	26.26	10.19	11.20
b) Diluted		13.78	26.26	10.19	11.20
<b>Earnings per equity share</b>					
<b>(Considering Bonus impact retrospectively)</b>					
<b>Equity share of par value of 10/- each</b>					
a) Basic		3.94	7.50	2.91	3.20
b) Diluted		3.94	7.50	2.91	3.20


Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively


  
Suvarna & Katdare  
Chartered Accountants  
Firm No. 125080W  
MUMBAI  
REG. NO. 125080W  
Ravindra Raju Suvarna  
Partner  
M. No.: 032007  
UDIN: 2403200706KAJON4917

For and on behalf of the Board of Directors  
Sadhav Shipping Limited

  
Kamalkant Choudhury  
Director  
DIN 00249538

  
Vedant Choudhury  
Director  
DIN 07694884

  
Nilakantha Prasad Sahu  
CFO

  
Madhuri Shrigopal Rathi  
CS

Place : Mumbai  
Date:13 February, 2024

Place : Mumbai  
Date:13 February, 2024

Annexure-III

Statement of Cash Flows, As Restated

Particulars	(Rs. In Lacs)			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Cash Flows from Operating Activities</b>				
Profit Before Taxation	543.84	989.23	423.17	457.66
<b>Adjustments for:</b>				
Depreciation	214.74	436.60	592.66	629.02
Interest Paid	217.94	354.27	228.98	216.09
<b>Operating Profit before Working Capital Changes</b>	<b>976.52</b>	<b>1,780.10</b>	<b>1,244.81</b>	<b>1,302.78</b>
<b>Working Capital Changes:</b>				
(Increase) / Decrease in Trade Receivables	143.06	8.88	156.62	171.81
(Increase) / Decrease in Inventories	-	-	-	-
(Increase) / Decrease in Other Current Assets	36.24	38.60	(296.47)	(256.85)
(Increase) / Decrease in Other Non - Current Assets	30.00	-	0.16	0.17
Increase / (Decrease) in Trade Payables	(76.50)	253.16	48.41	(31.90)
(Increase) / Decrease in Investments	-	0.76	-	-
Increase / (Decrease) in Non-Current Liabilities	-	81.60	-	(26.41)
Increase / (Decrease) in Short-term Provisions	79.66	19.35	4.17	(0.40)
Increase / (Decrease) in Other Current Liabilities	131.40	177.42	87.74	130.43
<b>Cash Generated from Operations</b>	<b>1,320.38</b>	<b>2,359.87</b>	<b>1,245.44</b>	<b>1,289.62</b>
Income Taxes Paid	67.93	76.28	93.12	-
MAT Entitlement Reversal / Prior Period Taxes	-	184.49	3.03	100.56
<b>Net Cash from Operating Activities</b>	<b>1,252.44</b>	<b>2,099.10</b>	<b>1,149.29</b>	<b>1,189.06</b>
<b>Cash Flows from Investing Activities</b>				
Purchase of property, plant and equipment / CWIP	(1,934.98)	(4,997.57)	(1,158.71)	(29.34)
Proceeds from Sale of Equipment	-	-	-	-
Investment Income	-	-	-	-
<b>Net cash used in investing activities</b>	<b>(1,934.98)</b>	<b>(4,997.57)</b>	<b>(1,158.71)</b>	<b>(29.34)</b>
<b>Cash Flows from Financing Activities</b>				
Proceeds from Issue of share capital	-	-	-	138.75
Proceeds from long-term borrowings	1,296.25	3,707.14	414.85	(1,076.58)
Payment of long-term borrowings	(421.94)	(289.88)	(90.40)	-
Interest paid	(217.94)	(354.27)	(228.98)	(216.09)
<b>Net cash used in Financing Activities</b>	<b>656.37</b>	<b>3,062.99</b>	<b>95.48</b>	<b>(1,153.92)</b>
<b>Net Increase / (Decrease) in Cash and Cash equivalent</b>	<b>(26.17)</b>	<b>164.52</b>	<b>86.06</b>	<b>5.80</b>
Cash and Cash equivalents at beginning of Year	489.54	325.02	238.96	233.17
<b>Cash and Cash equivalents at end of Year</b>	<b>463.38</b>	<b>489.54</b>	<b>325.02</b>	<b>238.96</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively In terms of our report attached

For Sushama & Katdare  
Chartered Accountants  
FRN: 129080W  
MUMBAI  
REG. No  
126080W  
Rajendra Raju Suvarna  
M. No.: 032007  
UDIN: 240320078MAJON4917

For and on behalf of the Board of Directors  
Sadhav Shipping Limited

Kamalkant Choudhury  
Director  
DIN 00249338

Vedant Choudhury  
Director  
DIN 07694884

Nilakantha Prasad Sahu  
CFO

Madhuri Shrigopal Rathi  
CS

Place : Mumbai  
Date:13 February, 2024

Place : Mumbai  
Date:13 February, 2024



Annexure-IV

Statement of Changes in Equity, As Restated

Particulars	Equity Share Capital	Other Equity			Total Equity Attributable to Equity Shareholders of the Company
		Reserve & Surplus Retained Earnings	General Reserve	Other Comprehensive Income (OCI) Other Items of Other Comprehensive Income	
<b>Balance as at 31.03.2022</b>	295.25	1,172.31	2,035.95	-	3,503.51
Increase in Share Capital on account of conversion of share warrants	-	-	-	-	-
Increase in Share Capital on account of conversion of ESOP's	-	-	-	-	-
Premium Received on Shares issued during the year	-	-	-	-	-
Profit / (Loss) for the Year	-	-	-	-	-
Prior Period Taxes	-	-	775.44	-	775.44
Dividends (Including Dividend Tax)	-	-	(184.49)	-	(184.49)
Transfer to General Reserve	-	-	-	-	-
<b>Balance as at 31.03.2023</b>	295.25	1,172.31	2,626.90	-	4,094.46
Increase in Share Capital on account of conversion of share warrants	-	-	-	-	-
Increase in Share Capital on account of conversion of ESOP's	-	-	-	-	-
Premium Received on Shares Issued during the year	-	-	-	-	-
Profit / (Loss) for the Year	-	-	406.97	-	406.97
Prior Period Taxes / MAT Entitlement Reversal	-	-	-	-	-
Dividends (Including Dividend Tax)	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-
<b>Balance as at 30.09.2023</b>	295.25	1,172.31	3,033.87	-	4,501.43

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively. In terms of our report attached

**SUVARNA & KATDIARE**  
Chartered Accountants  
Rajesh Raju Suvarna  
Partner  
Registration No.: 032007

For and on behalf of the Board of Directors  
Sadhav Shipping Limited

*Kamalkant Choudhury*  
Kamalkant Choudhury  
Director  
DIN 00249338

*Vedant Choudhury*  
Vedant Choudhury  
Director  
DIN 07694884



*Niakantha Prasad Sahu*  
Niakantha Prasad Sahu  
CFO

*Madhuri*  
Madhuri Shrigopal Rathi  
CS

UDIN: 240320076WJDN4917  
Place : Mumbai  
Date: 13 February, 2024

Place : Mumbai  
Date: 13 February, 2024

## Annexure V

### Note 1: Corporate Information

Sadhav Shipping Limited is a closely held Public Limited Company incorporated in India with its registered office at 521, Loha Bhawan, P'demello Road, Masjid (East), Mumbai – 400 009, Maharashtra, India. The corporate office the company is located at 618, Laxmi Plaza, SAB TV Road, Laxmi Industrial Estate, Andheri (West), Mumbai – 400102, Maharashtra India

“The Company “Sadhav Shipping Ltd.” (Formerly known as Homa Offshore & Shipping Company Pvt. Ltd. was incorporated on 16<sup>th</sup> August 1996. The name of the company was changed to “Sadhav Shipping Company Pvt. Ltd. on 31<sup>st</sup> Mar 1999 & later on converted to “Sadhav Shipping Company Ltd” on 21<sup>st</sup> Mar 2006.

The company is mainly engaged in the business of owning & operating barges, tugs & vessels in addition to undertaking ship management for other owners. The Company is a Small and Medium Sized Company (SMC) as defined in the General Instruction in respect of Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as Amended) and the relevant provisions of the companies Act, 1956. Accordingly, the Company has complied with the Accounting Standard as applicable to a Small and Medium Sized Company. The company has diversified client base de-risking the company from a single client.

The functional and presentation currency of the Company is Indian Rupee (“₹”) which is the currency of the primary economic environment in which the Company operates.

### Note 2: Significant Accounting Policies

#### 2.1 Basis of accounting and preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (hereinafter referred to as “Ind AS”) under the provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### 2.2 Historical Cost Convention

The Standalone Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities, which have been measured at fair value:

Certain financial assets and financial liabilities;

Defined Benefit Plans Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based



on the lowest level input that is significant to the fair value measurement as a whole:

### 2.3 Current Vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current /non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting date, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and services offered by the Company, operating cycle determined is 12 months for the purpose of current and non-current classification of assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents,

### 2.4 Critical Accounting Estimate & Judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind. AS requires management to make judgments, estimates and assumptions, that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.



## 2.5 Property, Plant and Equipment's:

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

## 2.6 Depreciation:

Depreciation on Property, Plant and Equipment is provided using straight line method on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

Depreciation on assets under construction commences only when the assets are ready for their intended use.

The Estimated useful lives of main categories of property, plant & equipment and intangible assets are;

Vessels, Barges & Speed Boats	10 Yrs to 28 Yrs
Building	45 Yrs
Computers & Softwares	3 Yrs
Printers	10 Yrs
Furniture & Fixtures	5 Yrs to 10 Yrs
Office Equipment	5 Yrs to 10 Yrs
Motor Vehicles	8 to 10 Years



## 2.7 Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization / depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Intangible Assets Under Development.

Gains or losses arising from de-recognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is de-recognised.

## 2.8 Impairment of Assets

Property, plant and equipment and intangible assets that are subject to depreciation / amortization are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

The Company reviews its carrying value of investments carried at cost or amortized cost annually or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.

## 2.09 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A



lease that transfers substantially all the risks and rewards incidental to ownership to the lessee is classified as a finance lease.

#### **Finance Lease as a lessee**

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

#### **Operating Lease as a lessee**

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

### **2.10 Financial Instruments**

#### **a. Financial assets**

##### **Initial recognition and measurement**

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction costs. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

##### **Classification**

- **Cash and Cash Equivalents** – Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



• **Debt Instruments** - The Company classifies its debt instruments as subsequently measured at amortized cost, fair value through Other Comprehensive Income or fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**(i) Financial assets at amortized cost**

Financial assets are subsequently measured at amortized cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

**(ii) Financial assets at fair value through Other Comprehensive Income (FVOCI)**

Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is de-recognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

**(iii) Financial assets at fair value through profit or loss (FVTPL)**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship as well as interest income is recognised in the Statement of Profit and Loss.

• **Equity Instruments** - The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in Other Comprehensive Income ("FVOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payment is established.

The Company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading.

When the equity investment is de-recognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Retained Earnings directly.



### **De-recognition**

A financial asset is de-recognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### **b. Financial Liabilities**

#### **Initial recognition and measurement**

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable transaction costs.

#### **Subsequent measurement**

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are de-recognised, and through the amortisation process.

#### **De-recognition**

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

#### **Derivatives**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. The fair value changes of derivatives which are not designated as a hedging instrument are accounted through Statement of Profit and Loss.

During the years reported, no hedge relationship was designated.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of





an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

**c. Impairment of financial assets**

The Company assesses, at each reporting date, whether a financial asset or a group of financial assets is impaired. Ind AS-109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the Company recognises expected lifetime losses using the simplified approach permitted by Ind AS-109, from initial recognition of the receivables. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

**2.11 Segment Reporting**

The company identifies operating segments based on the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions. The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

**2.12 Inventories:**

All materials and consumables procured for the purpose of vessel and barge repairs are recognized as expenses immediately upon purchase.

**2.13 Foreign currency transactions and translation:**

The functional currency of the Company is Indian Rupee (₹).

**Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Subsequent Recognition**

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of



the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

#### **2.14 Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized upon transfer of property of goods to buyer, provided persuasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain. Revenue from sales of goods / service or rendering of services is net of Indirect taxes, returns and discounts.

##### **Income from services**

Income from services is accounted for an accrual basis except for compensation which is accounted for on receipt.

##### **Dividend Income**

Dividend income is recognized when the Company's right to receive the payment is established.

##### **Other Income:**

Interest on Bank's Fixed Deposits and other income are recognized on accrual basis.

#### **2.15 Employees Benefits**

##### **Defined contribution plans**

Contributions under defined contribution plans are recognised as expense for the period in which the employee has rendered service. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

##### **Defined benefit plans**

For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year-end balance sheet date. Remeasurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income.

The service cost and net interest on the net defined benefit liability/(asset) are recognised as an expense within employee costs.



Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations as reduced by the fair value of plan assets.

#### **Compensated absences**

Liabilities recognised in respect of other long-term employee benefits such as annual leave and sick leave are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date using the projected unit credit method with actuarial valuation being carried out at each year-end balance sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to the statement of profit and loss in the period in which they arise.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised based on actuarial valuation.

#### **2.16 Retirement Benefits**

The Company's retirement benefit obligations are subject to number of assumptions including discount rates, inflation and salary growth. Significant assumptions are required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Company's balance sheet and the statement of profit and loss. The Company sets these assumptions based on previous experience and third-party actuarial advice.

#### **2.17 Taxes on Income**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

##### **(i) Current tax:**

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.



**(ii) Deferred Tax:**

Deferred income tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax ("MAT") credit forming part of deferred tax assets is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

**2.18 Borrowing Cost:**

Borrowing cost includes interest cost and bank commissions incurred in connection with the arrangement of borrowings. Borrowing cost directly attributable to acquisition or construction of Fixed Assets which necessarily take a substantial period of time to get ready for their intended use, incurred till the time of commencement of assets are ready to use or their intended use are capitalized. All other borrowing costs are expensed in the period they occur.

**2.19 Exceptional Items**

The Company discloses certain financial information both including and excluding exceptional items. The presentation of information excluding exceptional items allows a better understanding of the underlying operating performance of the Company and provides consistency with the Company's internal management reporting. Exceptional



items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company. Exceptional items can include, but are not restricted to, gains and losses on the disposal of assets / investments, impairment charges, exchange gain / (loss) on long term borrowings / assets and changes in fair value of derivative contracts.

## 2.20 Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year adjusting the bonus element for all the reported period arising on account of issue of equity shares on rights and including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

## 2.21 Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit / (loss) before 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. Cash flow for the year are classified by operating, investing and financing activities.

## 2.22 Provisions, Contingent and Contingent Assets

Provisions are recognized when the Company has a binding present obligation. This may be either legal because it derives from a contract, legislation or other operation of law, or constructive because the Company created valid expectations on the part of third parties by accepting certain responsibilities. To record such an obligation it must be probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. The amount recognized as a provision and the indicated time range of the outflow of economic benefits are the best estimate (most probable outcome) of the expenditure required to settle the present obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation. Non-current provisions are discounted if the impact is material.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.



*A. K. Katdare*  


### 2.23 Recent Accounting Pronouncement

Ministry of Corporate Affairs (“MCA”) has notified the following new amendments to Ind AS which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2023.

#### **Amendment to Ind AS 1 “Presentation of Financial Instruments”**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information is material if, together with other information can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

#### **Amendment to Ind AS 12 “Income Taxes”**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

#### **Amendment to Ind AS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities use measurement techniques and inputs to develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.



I.1 Restated Statement of Property Plant & Equipment, Capital Work in Progress & Intangible Assets

Particulars	Gross Block			Depreciation / amortization			(Rs. In Lacs) Net Block			
	As at 1-Apr-23	Additions / Adjustment	Deduction / Adjustment	As at 30-Sep-23	As at 1-Apr-23	For the year	Deduction	As at 30-Sep-23	As at 30-Sep-23	As at 31-Mar-23
<b>Tangible Asset</b>										
Vehicles	96.21	-	-	96.21	74.13	1.81	-	75.94	20.27	22.08
Computer & Printers	12.46	1.81	-	14.27	10.49	0.54	-	11.03	3.24	1.97
Office Equipments	4.54	-	-	4.54	4.13	0.02	-	4.15	0.39	0.42
Furniture and Fixtures	2.10	0.18	-	2.28	1.55	0.05	-	1.60	0.68	0.55
Building	88.54	146.82	-	235.36	59.33	0.65	-	59.98	175.39	29.21
Vessels, Barges, Boats	12,555.94	-	-	12,555.94	5,721.15	211.67	-	5,932.82	6,623.12	6,834.79
<b>Total A</b>	<b>12,759.80</b>	<b>148.82</b>	<b>-</b>	<b>12,908.62</b>	<b>5,870.78</b>	<b>214.74</b>	<b>-</b>	<b>6,085.52</b>	<b>6,823.10</b>	<b>6,889.02</b>
<b>Intangible Asset</b>										
Softwares	18.91	-	-	18.91	17.96	0.00	-	17.96	0.95	0.95
<b>Total B</b>	<b>18.91</b>	<b>-</b>	<b>-</b>	<b>18.91</b>	<b>17.96</b>	<b>0.00</b>	<b>-</b>	<b>17.96</b>	<b>0.95</b>	<b>0.95</b>
<b>Total (A + B)</b>	<b>12,778.71</b>	<b>148.82</b>	<b>-</b>	<b>12,927.53</b>	<b>5,888.74</b>	<b>214.74</b>	<b>-</b>	<b>6,103.48</b>	<b>6,824.05</b>	<b>6,889.97</b>
<b>Capital Work-in Progress</b>	<b>2,298.16</b>	<b>1,786.16</b>	<b>-</b>	<b>4,084.32</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,084.32</b>	<b>-</b>	<b>2,298.16</b>
	<b>2,298.16</b>	<b>1,786.16</b>	<b>-</b>	<b>4,084.32</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,084.32</b>	<b>-</b>	<b>2,298.16</b>

Capital Work-in-progress aging

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	3,982.10	102.22			4,084.32
Projects Temporarily Suspended					
	3,982.10	102.22	-	-	4,084.32



Handwritten signature and a circular stamp of SADHAV SHIPPING LTD. MUMBAI.

Particulars	Gross Block				Depreciation / amortization			Net Block		
	As at 1-Apr-22	Additions / Adjustment	Deduction / Adjustment	As at 31-Mar-23	As at 1-Apr-22	For the year	Deduction	As at 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
<b>Tangible Asset</b>										
Vehicles	96.21	-	-	96.21	69.64	4.49	-	74.13	22.08	26.57
Computer & Printers	11.68	0.78	-	12.46	9.82	0.66	-	10.49	1.97	1.86
Office Equipments	4.54	-	-	4.54	4.08	0.04	-	4.13	0.42	0.46
Furniture and Fixtures	2.10	-	-	2.10	1.46	0.09	-	1.55	0.55	0.64
Building	88.54	-	-	88.54	58.15	1.18	-	59.33	29.21	30.39
Vessels, Barges, Boats	9,825.39	2,855.83	125.28	12,555.94	5,358.85	430.13	67.83	5,721.15	6,834.79	4,466.54
<b>Total A</b>	<b>10,028.47</b>	<b>2,856.61</b>	<b>125.28</b>	<b>12,759.80</b>	<b>5,502.01</b>	<b>436.59</b>	<b>67.83</b>	<b>5,870.78</b>	<b>6,889.02</b>	<b>4,526.45</b>
<b>Intangible Asset</b>										
Softwares	18.91	-	-	18.91	17.95	0.01	-	17.96	0.95	0.96
<b>Total B</b>	<b>18.91</b>	<b>-</b>	<b>-</b>	<b>18.91</b>	<b>17.95</b>	<b>0.01</b>	<b>-</b>	<b>17.96</b>	<b>0.95</b>	<b>0.96</b>
<b>Total (A + B)</b>	<b>10,047.38</b>	<b>2,856.61</b>	<b>125.28</b>	<b>12,778.71</b>	<b>5,519.97</b>	<b>436.60</b>	<b>67.83</b>	<b>5,888.74</b>	<b>6,889.97</b>	<b>4,527.41</b>
<b>Capital Work-in Progress</b>	<b>99.75</b>	<b>2,198.41</b>	<b>-</b>	<b>2,298.16</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,298.16</b>	<b>99.75</b>
	<b>99.75</b>	<b>2,198.41</b>	<b>-</b>	<b>2,298.16</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,298.16</b>	<b>99.75</b>

**Capital Work-in-progress aging**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	2,198.41	99.75			2,298.16
Projects Temporarily Suspended					-
	<b>2,198.41</b>	<b>99.75</b>	<b>-</b>	<b>-</b>	<b>2,298.16</b>



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Particulars	Gross Block				Depreciation / amortization			Net Block	
	As at 1-Apr-21	Additions / Adjustment	Deduction / Adjustment	As at 31-Mar-22	As at 1-Apr-21	For the year	Deduction	As at 31-Mar-22	As at 31-Mar-21
<b>Tangible Asset</b>									
Vehicles	95.91	0.94	0.64	96.21	61.83	8.45	0.64	69.64	34.08
Computer & Printers	9.48	2.20	-	11.68	8.57	1.53	-	10.10	0.91
Office Equipments	4.34	-	-	4.34	3.58	0.08	-	3.66	0.76
Furniture and Fixtures	2.10	-	-	2.10	1.22	0.24	-	1.46	0.88
Building	88.54	-	-	88.54	55.37	2.78	-	58.15	33.17
Vessels, Barges, Boats	8,734.11	1,168.01	76.73	9,825.39	4,779.99	578.81	-	5,358.80	3,954.12
Others (specify nature)	0.20	-	-	0.20	0.18	0.02	-	0.20	0.02
<b>Total A</b>	<b>8,934.68</b>	<b>1,171.15</b>	<b>77.37</b>	<b>10,028.46</b>	<b>4,910.74</b>	<b>591.91</b>	<b>0.64</b>	<b>5,502.01</b>	<b>4,526.45</b>
<b>Intangible Asset</b>									
Softwares	18.91	-	-	18.91	17.20	0.75	-	17.95	1.71
<b>Total B</b>	<b>18.91</b>	<b>-</b>	<b>-</b>	<b>18.91</b>	<b>17.20</b>	<b>0.75</b>	<b>-</b>	<b>17.95</b>	<b>1.71</b>
<b>Total (A + B)</b>	<b>8,953.59</b>	<b>1,171.15</b>	<b>77.37</b>	<b>10,047.37</b>	<b>4,927.94</b>	<b>592.66</b>	<b>0.64</b>	<b>5,519.96</b>	<b>4,025.65</b>
<b>Capital Work-in Progress</b>									
	35.47	64.28	-	99.75	-	-	-	-	99.75
	<b>35.47</b>	<b>64.28</b>	<b>-</b>	<b>99.75</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>99.75</b>

Particulars	Gross Block				Depreciation / amortization				Net Block	
	As at 1-Apr-20	Additions / Adjustment	Deduction / Adjustment	As at 31-Mar-21	As at 1-Apr-20	For the year	Deduction	As at 31-Mar-21	As at 31-Mar-21	As at 31-Mar-20
<b>Tangible Asset</b>										
Vehicles	68.62	27.29	-	95.91	50.78	11.05	-	61.83	34.08	17.84
Computer & Printers	8.72	0.76	-	9.48	8.20	0.37	-	8.57	0.91	0.52
Office Equipments	4.34	-	-	4.34	3.46	0.12	-	3.58	0.77	0.88
Furniture and Fixtures	1.92	0.18	-	2.10	0.94	0.27	-	1.22	0.88	0.97
Building	88.54	-	-	88.54	52.34	3.04	-	55.37	33.17	36.20
Vessels, Barges, Boats	8,921.72	-	11.83	8,909.89	4,342.96	612.81	-	4,955.77	3,954.12	4,578.76
Others (specify nature)	0.20	-	-	0.20	0.16	0.03	-	0.18	0.02	0.04
<b>Total A</b>	<b>9,094.06</b>	<b>28.23</b>	<b>11.83</b>	<b>9,110.46</b>	<b>4,458.84</b>	<b>627.68</b>	<b>-</b>	<b>5,086.52</b>	<b>4,023.94</b>	<b>4,635.22</b>
<b>Intangible Asset</b>										
Softwares	18.91	-	-	18.91	15.86	1.34	-	17.20	1.71	3.05
<b>Total B</b>	<b>18.91</b>	<b>-</b>	<b>-</b>	<b>18.91</b>	<b>15.86</b>	<b>1.34</b>	<b>-</b>	<b>17.20</b>	<b>1.71</b>	<b>3.05</b>
<b>Total (A + B)</b>	<b>9,112.97</b>	<b>28.23</b>	<b>11.83</b>	<b>9,129.37</b>	<b>4,474.70</b>	<b>629.02</b>	<b>-</b>	<b>5,103.72</b>	<b>4,025.65</b>	<b>4,638.27</b>
<b>Capital Work-in Progress</b>	<b>22.52</b>	<b>12.95</b>	<b>-</b>	<b>35.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>35.47</b>	<b>22.52</b>
	<b>22.52</b>	<b>12.95</b>	<b>-</b>	<b>35.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>35.47</b>	<b>22.52</b>



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**1.2 Restated Statement of Other Non-current Assets**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Advance for Capital Assets	-	-	-	-
Unamortised Expenses- Share Issue Expenses	42.00	72.00	-	-
	<b>42.00</b>	<b>72.00</b>	-	<b>0.16</b>
				<b>0.16</b>

**1.3 Restated Statement of Investments (Current)**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Investment in Associate / Subsidiary Equity Shares	-	-	0.76	0.76
	-	-	<b>0.76</b>	<b>0.76</b>

**1.4 Restated Statement of Trade Receivables**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Unsecured, Considered good	739.72	882.78	891.66	1,048.28
Unsecured Considered doubtful	-	-	-	-
	<b>739.72</b>	<b>882.78</b>	<b>891.66</b>	<b>1,048.28</b>
Less: Provision for Bad and Doubtful debts	-	-	-	-
	<b>739.72</b>	<b>882.78</b>	<b>891.66</b>	<b>1,048.28</b>

**Ageing of Trade Receivables**

Particulars	As at 30.09.2023					Total
	Less than 6 Months	6 Month to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Year	
Unsecured						
Considered doubtful						
Udisputed Trade						
Receivable Considered Good	651.02	5.74	20.84	33.71	28.41	<b>739.72</b>
Udisputed Trade						
Receivable Considered Doubtful	-	-	-	-	-	-
Disputed Trade						
Receivable Considered Good	-	-	-	-	-	-
Disputed Trade						
Receivable Considered Doubtful	-	-	-	-	-	-
	<b>651.02</b>	<b>5.74</b>	<b>20.84</b>	<b>33.71</b>	<b>28.41</b>	<b>739.72</b>



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**Ageing of Trade Receivables**

Particulars	As at 31.03.2023					Total
	Less than 6 Months	6 Month to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Year	
<b>Unsecured Considered doubtful</b>						
Udisputed Trade Receivable Considered Good	817.63	10.01	30.06	25.08	-	882.78
Udisputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivable Considered Good	-	-	-	-	-	-
Disputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
	<b>817.63</b>	<b>10.01</b>	<b>30.06</b>	<b>25.08</b>	<b>-</b>	<b>882.78</b>

**Ageing of Trade Receivables**

Particulars	As at 31.03.2022					Total
	Less than 6 Months	6 Month to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Year	
<b>Unsecured Considered doubtful</b>						
Udisputed Trade Receivable Considered Good	814.76	10.01	30.06	25.08	-	879.91
Udisputed Trade Receivable Considered Doubtful	-	-	-	11.75	-	11.75
Disputed Trade Receivable Considered Good	-	-	-	-	-	-
Disputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
	<b>814.76</b>	<b>10.01</b>	<b>30.06</b>	<b>36.83</b>	<b>-</b>	<b>891.66</b>



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**Aging of Trade Receivables**

Particulars	As at 31.03.2021					Total
	Less than 6 Months	6 Month to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Year	
<b>Unsecured</b>						
<b>Considered doubtful</b>						
Undisputed Trade Receivable Considered Good	931.54	7.54	40.10	69.09	-	1,048.28
Undisputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivable Considered Good	-	-	-	-	-	-
Disputed Trade Receivable Considered Doubtful	-	-	-	-	-	-
<b>Total</b>	<b>931.54</b>	<b>7.54</b>	<b>40.10</b>	<b>69.09</b>	<b>-</b>	<b>1,048.28</b>

**1.5 Restated Statement of Cash and Bank Balances**

Particulars	As At <span style="float: right;">(Rs. In Lacs)</span>			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Cash and cash equivalents</b>				
Cash in hand (Certified by Management)	0.78	1.07	0.84	0.43
<b>Balances with Scheduled Bank</b>	<b>0.78</b>	<b>1.07</b>	<b>0.84</b>	<b>0.43</b>
- In Current Accounts				
- In EEFC Accounts	27.47	62.00	25.88	7.55
- In Fixed Deposit Accounts	3.19	2.65	1.41	1.72
<b>Total</b>	<b>431.94</b>	<b>423.82</b>	<b>296.89</b>	<b>229.26</b>
	<b>462.59</b>	<b>488.46</b>	<b>324.18</b>	<b>238.53</b>
	<b>463.38</b>	<b>489.54</b>	<b>325.02</b>	<b>238.96</b>

**1.6 Restated Statement of Other Current Assets**

Particulars	As At <span style="float: right;">(Rs. In Lacs)</span>			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Advance Other than Capital Advance</b>				
Advances to Suppliers	185.81	37.21	-	-
Advances - Staffs	4.61	4.69	3.54	5.45
Advance - Others	358.90	534.32	30.00	30.00
<b>Total</b>	<b>549.32</b>	<b>576.22</b>	<b>33.54</b>	<b>35.45</b>
<b>Retention, EMD and other Deposits</b>				
Retention, EMD and other Deposits	109.20	125.46	162.47	143.85
<b>Total</b>	<b>109.20</b>	<b>125.46</b>	<b>162.47</b>	<b>143.85</b>
<b>Balance with Statutory Authorities</b>				
Goods & Services Tax	8.38	7.86	10.64	19.46
TDS & TCS	64.25	62.96	258.90	232.08
<b>Total</b>	<b>72.62</b>	<b>70.82</b>	<b>269.54</b>	<b>251.54</b>
<b>Others</b>				
Prepaid Expenses	228.88	223.76	599.29	337.52
<b>Total</b>	<b>228.88</b>	<b>223.76</b>	<b>599.29</b>	<b>337.52</b>
<b>Total</b>	<b>960.02</b>	<b>996.26</b>	<b>1,064.84</b>	<b>768.36</b>



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**I.7 Restated Statement of Share Capital**

(Rs. In Lacs)

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Authorised</b>				
Equity Shares (Rs. 10 per Share)				
At the beginning of the Year		490.00	490.00	490.00
Increased during the Year	490.00	-	-	-
<b>At the end of the Year</b>	<b>1,500.00</b>	<b>490.00</b>	<b>490.00</b>	<b>490.00</b>
<b>Issued, Subscribed and Fully Paid up</b>				
Equity Shares (Rs. 10 per Share)				
At the beginning of the Year		295.25	295.25	295.25
Issued during the Year (Fresh, Bonus, Right etc.)	295.25	-	-	-
<b>At the end of the Year</b>	<b>295.25</b>	<b>295.25</b>	<b>295.25</b>	<b>295.25</b>

**(a) Reconciliation of number of shares**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
At the beginning of the year	2,952,519.00	2,952,519.00	2,952,519.00	2,952,519.00
Shares issued during the year	-	-	-	-
<b>Balance as at the end of the year</b>	<b>2,952,519.00</b>	<b>2,952,519.00</b>	<b>2,952,519.00</b>	<b>2,952,519.00</b>

**(b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Equity Shares:</b>				
Capt. Kamalkant Choudhury	1,865,519	1,848,852	1,848,852	1,848,852
	63.18%	62.62%	62.62%	62.62%
Mrs. Sadhna Choudhury	738,860	738,860	738,860	738,860
	25.02%	25.02%	25.02%	25.02%
Mr. Vedant Choudhury	168,070	150,410	150,410	150,410
	5.69%	5.09%	5.09%	5.09%

**(c) Rights, Preferences and Restrictions attached to shares**

**Equity Shares :**

The company has one class of equity shares having a par value of 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 after distribution of all preferential amounts, in proportion to their shareholding.

**d) Shareholding of Promoters**

Shares held by the Promoters at the end of the Year			% of Total Shares	% Change during the Year
Sl. No.	Promoter name	No. of Shares		
1	Capt. Kamalkant	1,865,519	63.18%	0.56%
2	Mrs. Sadhna	738,860	25.02%	0.00%
3	Mr. Vedant	168,070	5.69%	0.60%



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**1.8 Restated Statement of Other Equity**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(Rs. In Lacs)				
<b>(i) Reserve &amp; Surplus</b>				
General Reserve	-	-	-	-
Securities Premium Account	1,172.31	1,172.31	1,172.31	1,172.31
Retained Earnings	3,033.88	2,626.90	2,035.95	1,738.05
<b>Total (i)</b>	<b>4,206.18</b>	<b>3,799.21</b>	<b>3,208.26</b>	<b>2,910.36</b>
<b>(a) General Reserve</b>				
Balance as at the beginning of the year	-	-	-	-
Transferred during the year	-	-	-	-
<b>Closing Balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(b) Securities Premium Account</b>				
Balance as at the beginning of the year	1,172.31	1,172.31	1,172.31	1,046.06
Addition during the Year	-	-	-	126.25
<b>Closing Balance</b>	<b>1,172.31</b>	<b>1,172.31</b>	<b>1,172.31</b>	<b>1,172.31</b>
<b>(c) Retained Earnings</b>				
Balance as at the beginning of the year	2,626.91	2,035.95	1,738.05	1,407.28
Profit / (Loss) for the year	406.97	775.44	300.93	330.77
Prior Period Taxes / MAT Entitlement reverse (Refer Note 42)	3,033.88	2,811.39	2,038.98	1,738.05
<b>Closing Balance</b>	<b>3,033.88</b>	<b>2,626.90</b>	<b>2,035.95</b>	<b>1,738.05</b>
<b>(ii) Other Comprehensive Income (OCI)</b>				
Opening Balance	-	-	-	-
Movement in OCI during the year (Net)	-	-	-	-
<b>Total (ii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Other Equity (i + ii)</b>	<b>4,206.18</b>	<b>3,799.21</b>	<b>3,208.26</b>	<b>2,910.36</b>

**1.9 Restated Statement of Borrowings [Non - Current]**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(Rs. In Lacs)				
a) Bonds & Debentures	-	-	-	-
b) Term Loans	-	-	-	-
(i) From Banks	3,034.59	3,012.79	837.42	679.36
(ii) From Other Parties	704.79	165.27	-	7.96
c) Deferred Payment Liabilities	-	-	-	-
d) Deposits	-	-	-	-
e) Loans from Related Parties	470.22	157.23	142.52	56.13
f) Long Term Obligations of Finance Lease Obligations	-	-	-	-
g) Liability Component of Compound Financial Instruments	-	-	-	-
h) Other Loans;	-	-	-	-
<b>Total Borrowings</b>	<b>4,209.59</b>	<b>3,335.29</b>	<b>979.94</b>	<b>743.45</b>
<b>Secured loans</b>	<b>2,822.66</b>	<b>2,758.80</b>	<b>805.28</b>	<b>619.45</b>
<b>Total Secured Borrowings</b>	<b>2,822.66</b>	<b>2,758.80</b>	<b>805.28</b>	<b>619.45</b>
<b>Unsecured loans</b>				
Loans from Banks	211.93	253.98	32.13	67.86
Loans from NBFC's	704.79	165.27	-	-
Loans and advances from related parties	470.22	157.23	142.52	56.13
<b>Total Unsecured Borrowings</b>	<b>1,386.93</b>	<b>576.48</b>	<b>174.65</b>	<b>123.99</b>
<b>Total Borrowings</b>	<b>4,209.59</b>	<b>3,335.29</b>	<b>979.93</b>	<b>743.45</b>



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**I.10 Restated Statement of Deferred Tax Liability (Net)**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(Rs. In Lacs)				
<b>The movement on the deferred tax account is as follows;</b>				
At the Start of the Year	519.90	382.38	353.27	326.94
Charge / (Credit) to Statement of Profit and Loss	68.94	137.52	29.11	26.33
At the End of the Year	<b>588.84</b>	<b>519.90</b>	<b>382.38</b>	<b>353.27</b>
<b>Component of Deferred Tax (Asset) / Liabilities</b>				
Property, Plant & Equipment and Intangible Assets	588.84	519.90	382.38	353.27
	<b>588.84</b>	<b>519.90</b>	<b>382.38</b>	<b>353.27</b>
Applicable Tax rates considered for deferred tax asset or liability	25.17%	25,17%	27,82%	27,82%
Explanation of changes in the applicable tax rates compared to previous accounting period*				
*Refer note no. 42				

**I.11 Restated Statement of Long Term Provisions**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(Rs. In Lacs)				
Provision for Employee's Benefits (refer note no. 50)	81.60	81.60	-	-
	<b>81.60</b>	<b>81.60</b>	-	-

**I.12 Restated Statement of Short Term Borrowings**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(Rs. In Lacs)				
a) Loans Repayable on Demand				
(i) From Banks	877.14	866.95	839.85	857.28
(ii) From Other Parties	-	-	-	-
b) Loans & Advances from Related Parties	-	-	-	-
c) Deposits	-	-	-	-
d) Other Loans & Advances	-	-	-	-
e) Current Maturity of Long Term Debt	1,595.11	1,325.21	263.29	175.32
<b>Total Borrowings</b>	<b>2,472.25</b>	<b>2,192.16</b>	<b>1,103.14</b>	<b>1,032.60</b>
<b>Secured loans</b>				
Working Capital Loans				
- From Banks	729.94	717.69	692.22	708.74
Overdrafts	-	-	-	-
- From Banks	147.20	149.26	147.63	148.54
Current Maturity of Long Term Debt	1,071.23	954.40	230.88	142.41
<b>Total Secured Borrowings</b>	<b>1,948.37</b>	<b>1,821.35</b>	<b>1,070.73</b>	<b>999.69</b>
<b>Unsecured loans</b>				
From Banks	-	-	-	-
Loans and advances from related parties	-	-	-	-
Current Maturity of Long Term Debt	523.88	370.81	32.41	32.90
<b>Total Unsecured Borrowings</b>	<b>523.88</b>	<b>370.81</b>	<b>32.41</b>	<b>32.90</b>
<b>Total Borrowings</b>	<b>2,472.25</b>	<b>2,192.16</b>	<b>1,103.14</b>	<b>1,032.60</b>



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Working Capital Loans of Rs. 729.94 Lakhs (Previous Year: Rs. 717.69 Lakhs) are secured by hypothecation of stocks and book debts (present & future) and mortgage of immovable properties

Overdraft of Rs. 147.20 lakhs (Previous Year: Rs. 149.26 lakhs) are secured by mortgage of immovable assets.

Maturity Profile and Rate of Interest of Secured Loan*	(Rs. In Lacs)	
	Non-current	Current
@ 9.65 %	-	729.94
@ 11.50% %	-	147.20
	-	<b>877.14</b>
Borrowings not utilised for the purpose it was taken	-	-
Amount of Default in repayment of Loan	-	-

**I.13 Restated Statement of Trade Payables**

Particulars	As At			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Outstanding dues to Micro & Small Enterprises	-	-	-	-
Outstanding dues to Creditors other than Micro & Small Enterprises	727.51	804.01	508.86	460.44
	<b>727.51</b>	<b>804.01</b>	<b>508.86</b>	<b>460.44</b>

**Aging of Trade Payables**

Particulars	As at 30.09.2023				
	< 1 Year	1 - 2 Year	2 - 3 Year	> 3 Year	Total
MSME	-	-	-	-	-
Others	543.82	137.43	46.26	-	727.51
Disputed dues MSME	-	-	-	-	-
Disputed dues Others	-	-	-	-	-
	<b>543.82</b>	<b>137.43</b>	<b>46.26</b>	-	<b>727.51</b>

Particulars	As at 31.03.2023				
	< 1 Year	1 - 2 Year	2 - 3 Year	> 3 Year	Total
MSME	-	-	-	-	-
Others	737.45	52.79	13.77	-	804.01
Disputed dues MSME	-	-	-	-	-
Disputed dues Others	-	-	-	-	-
	<b>737.45</b>	<b>52.79</b>	<b>13.77</b>	-	<b>804.01</b>

**Aging of Trade Payables**

Particulars	As at 31.03.2022				
	< 1 Year	1 - 2 Year	2 - 3 Year	> 3 Year	Total
MSME	-	-	-	-	-
Others	382.96	125.90	-	-	508.86
Disputed dues MSME	-	-	-	-	-
Disputed dues Others	-	-	-	-	-
	<b>382.96</b>	<b>125.90</b>	-	-	<b>508.86</b>



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**Aeging of Trade Payables**

Particulars	As at 31.03.2021				Total
	< 1 Year	1 - 2 Year	2 - 3 Year	> 3 Year	
MSME	-	-	-	-	-
Others	438.28	20.96	-	1.21	460.45
Disputed dues MSME	-	-	-	-	-
Disputed dues Others	-	-	-	-	-
	<b>438.28</b>	<b>20.96</b>	-	<b>1.21</b>	<b>460.45</b>

Note : Aeging has been considered from date of Transaction

**I.14 Restated Statement of Other Current Liabilities**

Particulars	As At (Rs. In Lacs)			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Statutory Dues	113.70	206.26	184.94	101.32
Advance from Customers	25.50	90.91	-	-
Other Current Liabilities	276.71	267.44	229.34	207.79
	<b>415.92</b>	<b>564.61</b>	<b>414.28</b>	<b>309.11</b>

**I.15 Restated Statement of Short-term Provisions**

Particulars	As At (Rs. In Lacs)			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Provision for Employee Benefits (refer note no. 50)	61.79	35.74	15.50	11.10
Provision for Income Tax	14.47	-	-	-
Provision - Other	40.08	0.94	1.84	2.07
	<b>116.34</b>	<b>36.68</b>	<b>17.34</b>	<b>13.17</b>



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**II.1 Restated Statement of Revenue from Operations**

(Rs. In Lacs)

Particulars	As at			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Revenue from Operations</b>				
Sale of Services / Operation of Vessels, Boats	3,368.91	7,780.84	6,955.33	6,057.02
	<b>3,368.91</b>	<b>7,780.84</b>	<b>6,955.33</b>	<b>6,057.02</b>

**II.2 Restated Statement of Other Income**

Particulars	As at			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Profit on Sale of Fixed Asset	-	72.55	-	-
Interest Income	11.13	20.84	13.89	16.40
Rental Income	5.65	9.10	8.60	9.70
Foreign Exchange Fluctuation Gain	-	7.27	-	-
Other Income	-	-	0.12	40.55
	<b>16.78</b>	<b>109.75</b>	<b>22.61</b>	<b>66.65</b>

**II.3 Restated Statement of Direct operating cost**

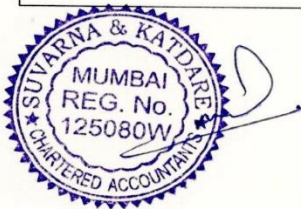
Particulars	As at			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Consumption of Material	417.99	1,405.99	1,270.25	1,061.03
Running Expenses & Other Direct Costs	856.02	2,234.85	2,547.62	2,026.11
	<b>1,274.01</b>	<b>3,640.83</b>	<b>3,817.87</b>	<b>3,087.14</b>

**II.4 Restated Statement of Employee benefit expenses**

Particulars	As at			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Salary, Wages & Bonus	658.42	1,444.53	1,267.16	1,065.96
Contributions to provident and other funds	67.05	222.28	82.56	72.32
Staff Welfare Expenses	10.49	21.80	17.97	16.12
	<b>735.97</b>	<b>1,688.61</b>	<b>1,367.69</b>	<b>1,154.40</b>

**II.5 Restated Statement of Finance cost**

Particulars	As at			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
(a) Interest Expense on:				
(i) Borrowings				
Working Capital	49.69	101.18	96.89	105.42
Term Loan	98.12	193.24	70.45	53.01
(ii) Others	70.13	59.85	61.64	57.66
	<b>217.94</b>	<b>354.27</b>	<b>228.98</b>	<b>216.09</b>



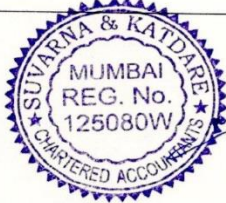
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II.6 Restated Statement of Other expenses

(Rs. In Lacs)

Particulars	As at			
	30th September, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Advertisements	0.01	1.44	0.60	0.44
Auditors Remuneration	1.45	1.50	1.00	2.00
Bank Charges	28.05	61.28	-	-
Business promotion	0.01	0.53	0.94	0.30
Commission	8.36	18.08	10.44	-
Intrest on TDS	1.35	-	-	-
Telephone Expenses	3.81	8.50	2.68	3.12
Electricity charges	5.18	8.04	7.78	5.52
Foreign Exchange Fluctuation Loss	9.94	-	-	-
Fees & Subscription	4.55	7.95	6.27	7.04
Goods & Service Tax Paid	293.62	565.13	398.15	475.78
Intrest/Late Fees on GST/ST	1.89	-	-	-
Professional Tax Paid	0.03	-	-	0.03
Motor vehicel Running Expenses	-	0.89	0.45	0.46
Postage & Courier Charges	0.24	0.71	0.47	0.74
Printing and stationery	3.19	7.31	5.04	4.28
Rates and taxes	0.56	3.27	33.99	1.16
Rent including lease rentals	6.92	19.29	-	15.29
Repair & Maintainance	6.11	11.87	7.48	9.30
Transporations Charges	5.72	14.65	26.89	18.95
Travelling and conveyance	18.03	44.40	32.88	19.91
Tender Expenses	0.15	6.20	12.51	15.04
	<b>399.18</b>	<b>781.05</b>	<b>547.57</b>	<b>579.36</b>



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**ANNEXURE –VI**

**I. Additional regulatory information**

**(a) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency during the period ended on September 30, 2023 and for the year ended on March 31, 2023, 2022 & 2021. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

**(b) Undisclosed income**

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**(c) Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the period ended on September 30, 2023 and for the year ended on March 31, 2023, 2022 & 2021.

**(d) Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the period ended on September 30, 2023 and for the year ended on March 31, 2023, 2022 & 2021.

**(e) Utilisation of borrowed funds and share premium**

During the period ended on September 30, 2023 and for the year ended on March 31, 2023, 2022 & 2021, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the period ended on September 30, 2023 and for the year ended on March 31, 2023, 2022 & 2021, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

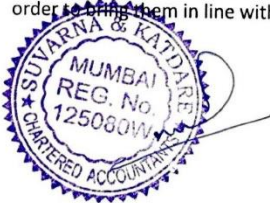
ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

(f) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government

(g) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**II. Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.



**III. Material Adjustments in Restated Profit & Loss Account:**

Particulars	For the Period Ended			
	9/30/2023	31/03/2023	30/03/2022	31/03/2021
Profit After Tax as per Books of Accounts	406.97	775.44	300.93	330.77
Adjustment for provision of Depreciation	-	-	-	-
Adjustment for provision of Income Tax	-	-	-	-
Adjustment for provision of Deferred Tax	-	-	-	-
<b>Profit After Tax as per Restated</b>	<b>406.97</b>	<b>775.44</b>	<b>300.93</b>	<b>330.77</b>

**IV. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on September 30, 2023 & March 31, 2023, 2022 & 2021 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

V. As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived after such deductions.

**VI. Provision for Gratuity**

The benefits payable under this plan are governed by "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 summary statement of profit or

loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:



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The disclosure in respect of the defined Gratuity Plan are given below:

**1. Assumptions**

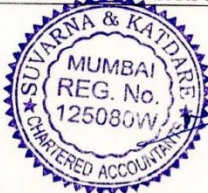
Assumptions	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Discount Rate	7.50%	7.23%	NA
Rate of increase in Compensation Levels	5.00%	5.00%	NA
Rate of Return on Plan Assets	NA	NA	NA
Average future services (in Years)	14 years	13 years	NA

**2. Change in the Present value of Defined Benefit obligation**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Present value of obligation as at the beginning of the year:	7,927,271	9,125,736	NA
Acquisition adjustment	-	-	NA
Interest cost	573,142	620,550	NA
Past service cost*	-	-	NA
Current service cost	1,175,437	1,602,208	NA
Curtailement Cost/(Credit)	-	-	NA
Settlement Cost/(Credit)	-	-	NA
Benefits paid	-	-	NA
Actuarial (gain)/loss on obligations	-1,200,947	(3,421,223)	NA
<b>Present Value of Benefit Obligation at the End of the Period</b>	<b>8,474,903</b>	<b>7,927,271</b>	NA
Current Liability	1,662,361	1,559,557	NA
Non-Current Liability	6,812,542	6,367,714	NA

**3. Change in the Fair Value of Plan Assets**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Fair value of Plan Assets as at the beginning of the year:	-	-	NA
Acquisition Adjustments	-	-	NA
Expected Return on Plan Assets	-	-	NA
Employers' Contributions	-	-	NA
Benefits Paid	-	-	NA
Actuarial Gains/(Losses) on Plan Assets	-	-	NA
<b>Fair Value of Plan Assets at the End of the Year</b>	<b>-</b>	<b>-</b>	NA



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#### 4. Fair Value of Plan Assets

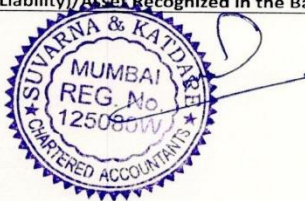
Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Fair value of plan asset at the beginning of year	-	-	NA
Acquisition Adjustments	-	-	NA
Actual return on plan assets	-	-	NA
Employers' Contributions	-	-	NA
Benefits Paid	-	-	NA
Fair value of plan assets at the end of year	-	-	NA
Funded Status	-	-	NA
Excess of actual over estimated return on plan assets	-	-	NA

#### 5. Actuarial Gain/Loss Recognised

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Actuarial gain/(loss) for the year - Obligation	1,200,947	3,421,223	NA
Actuarial (gain)/loss for the year - Plan Assets	-	-	NA
Total (gain) / loss for the year	1,200,947	3,421,223	NA
Actuarial (gain) / loss recognized in the year	1,200,947	3,421,223	NA
Unrecognized actuarial (gains)/losses at the end of the year	-	-	NA

#### 6. Amount recognized in Balance Sheet & Statement Of Profit & loss

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Present Value of Benefit Obligation at the end of the Year	(8,474,903)	(7,927,271)	NA
Fair Value of Plan Assets at the end of the Period	-	-	NA
Funded Status	(8,474,903)	(7,927,271)	NA
Unrecognized Actuarial (gains)/losses	-	-	NA
Net (Liability)/Asset Recognized in the Balance Sheet & Profit & Loss	(8,474,903)	(7,927,271)	NA



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**7. Expenses recognized in Profit and Loss**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Current Service Cost	1,175,437	1,602,208	NA
Past Service Cost	-	-	NA
Interest Cost	573,142	620,550	NA
Expected Return on Plan Assets	-	-	NA
Curtailment Cost / (Credit)	-	-	NA
Settlement Cost / (Credit)	-	-	NA
Net actuarial (gain)/ loss recognized in the year	(1,200,947)	(3,421,223)	NA
<b>Expenses Recognized in the statement of Profit &amp; Loss</b>	<b>547,632</b>	<b>(1,198,465)</b>	<b>NA</b>

**Details of Gratuity Expense and Provision Amount**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Current Liability	1,662,361	1,559,557	NA
Non-Current Liability	6,812,542	6,367,714	NA
Total Liability			NA
<b>Total Liability at the end of the Year</b>	<b>8,474,903</b>	<b>7,927,271</b>	<b>NA</b>
<b>Total Gratuity Expense recognized</b>	<b>547,632</b>	<b>(1,198,465)</b>	<b>NA</b>

**VII. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**VIII. Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

**IX. Examination of Books of Accounts & Contingent Liability**

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessee at the time of audit.

**X. Director Personal Expenses**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**XI. Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.



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XII. As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company. As per the provisions of Section 135 of the Companies Act, 2013 the Company was required to spend amount as mentioned below.

Particulars	30/09/2023	31/03/2023	30/03/2022	31/03/2021
a). Amount Required to be spent during the year	6.23	10.11	NA	NA
b). Amount of expenditure incurred,	6.23	10.11	NA	NA
c). Shortfall at the end of the year,	-	-	-	-
d). Total of previous years shortfall	-	-	-	-
e). Reasons for shortfall	-	-	-	-
f). Nature of CSR Activities-	-	-	-	-

XII. Non-adjustment Items:

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

XIII. Additional Information to the Financial Statements:-

Particulars	For the Period ended 30/09/2023	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2021
<b>1. CIF Value of Imports</b>				
Raw Material	9.75	18.72	25.21	189.53
Traded Goods	-	-	-	-
Capital Goods/ Stores & Spare Parts	1,391.00	2,233.71	201.91	4.42
	1,400.75	2,252.43	227.12	193.95
<b>2. Expenditure in Foreign Currency</b>				
- In respect of Interest on Foreign Currency Loan / Buyers Credit	107.73	25.37	-	16.29
- In respect of Foreign Travelling.	1.60	8.53	-	-
- Vessel Insurance	18.14	64.49	23.70	37.66
- Commission Paid	7.61	14.81	4.09	-
- Other Services	15.31	56.99	47.95	42.08
	150.39	170.19	75.74	96.03
<b>Total Expenditure</b>	<b>1,551.14</b>	<b>2,422.62</b>	<b>302.86</b>	<b>289.98</b>
<b>3. Earnings in Foreign Currency</b>				
Export Oriented	1,617.78	3,743.80	3,067.10	2,721.62
Interest Received	1.04	0.25	-	-
<b>Total Income</b>	<b>1,618.82</b>	<b>3,744.05</b>	<b>3,067.10</b>	<b>2,721.62</b>



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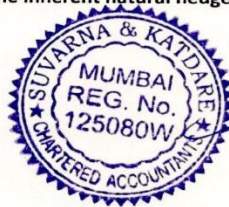
**Disclosure Regarding Derivative Instruments And Unhedged Foreign Currency Exposure**

(₹ in Lacs)

Disclosure of Unhedged Balances:	As At 30/09/2023	As At 31/03/2023	As At 31/03/2022	As At 31/03/2021
<b>Trade payables (including payables for capital):</b>				
In USD	0.52	1.44	0.16	1.81
In Euro	-	-	-	-
In INR	43.47	118.76	12.43	132.83
<b>Trade Receivable</b>				
In USD	0.04	4.01	3.71	1.65
In GBP	-	-	-	-
In EURO	-	-	-	-
In INR	3.23	329.47	281.57	120.77
<b>Borrowings:*</b>				
In USD	26.71	21.98	-	-
In INR	2,218.54	1,807.07	-	-
	-	-	-	-

**Note:**

The USD-denominated ECB is utilized for the acquisition of vessels, and the income generated from these vessels is also in USD. Given the inherent natural hedge in place for loan repayment, there is no need for hedging."



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**ANNEXURE –VII**

**Statement of Accounting & Other Ratios, As Restated**

Particulars	30/09/2023	31/03/2023	30/03/2022	31/03/2021
Net Profit as Restated (A)	406.97	775.44	300.93	330.77
Add: Depreciation	214.74	436.60	592.66	629.02
Add: Interest on Loan	217.94	354.27	228.98	216.09
Add: Income Tax/ Deferred Tax	136.87	213.80	99.75	26.33
Less: Other Income	16.78	109.75	22.61	66.65
<b>EBIT/OPERATING PROFIT</b>	<b>745.00</b>	<b>1,233.75</b>	<b>607.05</b>	<b>506.54</b>
EBITDA	959.74	1,670.34	1,199.71	1,135.57
EBITDA Margin (%)	28.49%	21.47%	17.25%	18.75%
Net Worth as Restated (B)	4,501.44	4,094.46	3,503.51	3,205.61
Return on Net worth (%) as Restated (A/B)	9.04%	18.94%	8.59%	10.32%
Equity Share at the end of year (in Nos.) (C)	2,952,519	2,952,519	2,952,519	2,952,519
Weighted No. of Equity Shares (D) (after considering Bonus Impact with retrospective effect)	10,333,818	10,333,818	10,333,818	10,333,818
<b>Basic &amp; Diluted Earnings per Equity Share as Rest:</b> (A/C)	<b>13.78</b>	<b>26.26</b>	<b>10.19</b>	<b>11.20</b>
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with	3.94	7.50	2.91	3.20
Net Asset Value per Equity share as Restated (B/C)	152.46	138.68	118.66	108.57
Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/D)	43.56	39.62	33.90	31.02

Note:-

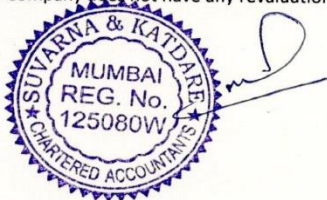
EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.



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**Statement of Analytical Ratios, As Restated**

Sr. No.	Ratio	As At 30/09/2023	As At 31/03/2023	As At 31/03/2022	As At 31/03/2021
1	Current Ratio	0.58	0.66	1.12	1.13
2	Debt-Equity Ratio	1.48	1.35	0.59	0.55
3	Debt Service Coverage Ratio	1.31	2.43	3.51	5.44
4	Return on Equity (ROE)(%)	9.47%	20.41%	8.97%	11.13%
5	Inventory Turnover Ratio	NA	NA	NA	NA
6	Trade receivables turnover ratio	4.15	8.77	7.17	5.34
7	Trade payables turnover ratio	1.66	5.55	7.88	6.48
8	Net capital turnover ratio	3.61	6.75	5.32	75.64
9	Net profit ratio(%)	12.08%	9.97%	4.33%	5.46%
10	Return on capital employed (ROCE)(%)	6.47%	13.25%	10.93%	12.63%
11	Return on investments(%)	2.60%	5.78%	5.28%	8.93%

Sr. No.	Ratio	As At 31/03/2023	Notes	As at March 31, 2022	Notes
1	Current Ratio	-41.04%	Refer A-1	-1.41%	
2	Debt-Equity Ratio	127.05%	Refer A-2	7.31%	
3	Debt Service Coverage Ratio	-30.82%		-35.41%	Refer B-1
4	Return on Equity (ROE)(%)	127.54%	Refer A-3	-19.43%	
5	Inventory Turnover Ratio	NA		NA	
6	Trade receivables turnover ratio	22.30%		34.27%	Refer B-2
7	Trade payables turnover ratio	-29.59%	Refer A-4	21.56%	
8	Net capital turnover ratio	26.93%	Refer A-5	-92.97%	Refer B-3
9	Net profit ratio(%)	130.34%	Refer A-6	-20.77%	
10	Return on capital employed (ROCE)(%)	21.25%		-13.49%	
11	Return on investments(%)	9.54%		-40.87%	Refer B-4

**Note : A Reasons for Variations:**

- 1 Current Ratio : It is decreased due to decrease in Trade receivables
- 2 Debt-Equity Ratio : It is increased due to additional long term loans availed
- 3 Return on Equity (ROE)(%) : It is due to change in depreciation method and operational efficiency
- 4 Trade payables turnover ratio : It is due to operational efficiency and reduced operating cost
- 5 Net capital turnover ratio : It is due to increase in trade payables
- 6 Net profit ratio(%) : It is due to change in depreciation and operational efficiency

**Note : B Reasons for Variations:**

- 1 Debt Service Coverage Ratio : It is decreased due to current maturity of debt
- 2 Trade receivables turnover ratio : It is increased due to Trade Receivables of Company
- 3 Net capital turnover ratio : It is decreased due to decrease in working capital
- 4 Return on investments(%) : It is due to investments.



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**ANNEXURE -VIII  
CAPITALIZATION STATEMENT**

**RESTATED STATEMENT OF CAPITALIZATION**

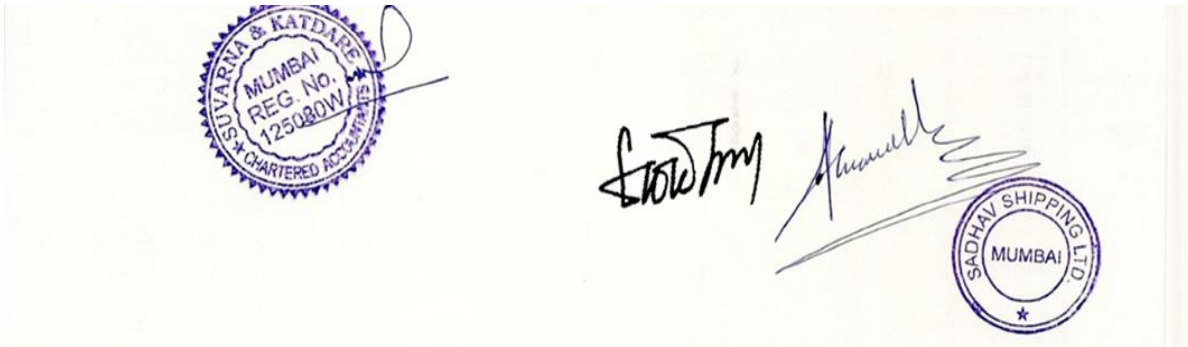
(₹.in lakhs)

Particular	Pre Issue (as at September 30, 2023)	Post Issue
<b>Borrowing</b>		
Long Term Debt*	4,209.59	4,045.88
Short Term Debt	2,472.25	1,835.96
<b>Total Debts (A)</b>	<b>6,681.84</b>	<b>5,881.84</b>
<b>Equity (Shareholder's funds)</b>		
Equity Share capital	295.25	1435.26
Reserve and Surplus, as restated	4,206.18	6,884.03
<b>Total Equity (B)</b>	<b>4,501.44</b>	<b>8,319.29</b>
<b>Long Term Debt / Equity Shareholder's funds</b>	0.94	0.49
<b>Total Debts / Equity Shareholder's funds</b>	1.48	0.71

\* Includes Current maturities of long-term borrowings.

Note:

- A) The above has been computed on the basis of Restated Financials of the Company.  
B) Short term Debts represent which are expected to be paid/payable within 12 months.

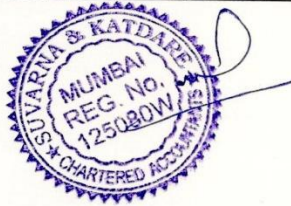


ANNEXURE –IX

Statement of Tax Shelter, As Restated


(₹ in Lacs)

Particulars	As At			
	30/09/2023	31/03/2023	30/03/2022	31/03/2021
<b>Profit Before Tax as per books of accounts (A)</b>	<b>543.84</b>	<b>989.23</b>	<b>423.17</b>	<b>457.66</b>
-- Normal Tax rate	25.17%	25.17%	27.82%	27.82%
-- Minimum Alternative Tax rate	15.00%	15.00%	15.00%	15.00%
<b>Permanent differences</b>				
Other adjustments	-	(77.61)	(0.19)	(51.90)
Prior Period Item	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>(77.61)</b>	<b>(0.19)</b>	<b>(51.90)</b>
<b>Timing Differences</b>				
Depreciation as per Books of Accounts	214.74	436.60	592.66	629.02
Depreciation as per Income Tax	488.66	1,055.31	697.21	683.13
Difference between tax depreciation and book depreciation	(273.92)	(618.71)	(104.55)	(54.11)
Other adjustments		10.15	16.33	9.78
Deduction under chapter VI-A				
<b>Total (C)</b>	<b>(273.92)</b>	<b>(608.56)</b>	<b>(88.22)</b>	<b>(44.33)</b>
<b>Net Adjustments (D = B+C)</b>	<b>(273.92)</b>	<b>(686.17)</b>	<b>(88.41)</b>	<b>(96.23)</b>
<b>Total Income (E = A+D)</b>	<b>269.92</b>	<b>303.07</b>	<b>334.76</b>	<b>361.44</b>
Brought forward losses set off (Depreciation)	-	-	-	-
Tax effect on the above (F)	-	-	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>269.92</b>	<b>303.07</b>	<b>334.76</b>	<b>361.44</b>
Tax & interest thereon Payable for the year	67.93	76.28	93.13	100.55
Tax payable as per MAT	40.00	45.00	50.00	54.00
Tax expense recognised	<b>67.93</b>	<b>76.28</b>	<b>93.13</b>	<b>100.56</b>
Tax payable as per normal rates or MAT (whichever is higher)	<b>67.93</b>	<b>76.28</b>	<b>93.13</b>	<b>100.55</b>



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**ANNEXURE –X**

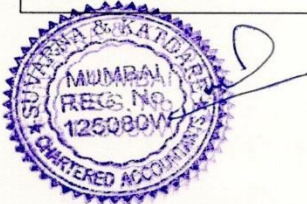
**Restated Statement of Related Party & Transactions :**

**List of Related Parties where Control exists and Relationships:**

Sr. No	Name of the Related Party	Relationship
1)	Sadhav Offshore Engineering Private Limited	Associates Concerns
2)	Sadhav Drydock Private Limited	
3)	Nautica Solutions Private Limited	
4)	Capt. Kamalkant Choudhary	Director
5)	Sadhana Choudhary	Director
6)	Vedant Choudhary	Director
7)	Subhash Chandra Choudhary	Director
8)	Devahuti Choudhary	Relatives of KMP
9)	Prashanth Karuna Thiruvaipati	
10)	Lopamundra Sahoo	
11)	Meera Choudhary	
12)	Abbas Choudhary	

(₹ in Lacs)

Transactions during the year:	For the period ended 30/09/2023	For the year ended 31/03/2023	For the year ended 31/03/2022	For the year ended 31/03/2021
<b>Sale of Goods</b>				
1) Sadhav Offshore Engineering Private Limited	-	79.26	-	
<b>Purchase of Goods</b>				
1) Sadhav Offshore Engineering Pvt. Limited	-	-	6.77	0.38
<b>Purchase of Fixed Assets</b>				
1) Sadhav Offshore Engineering Pvt. Limited	-	404.25	-	
<b>Expenses Paid / Incurred</b>				
1) Capt. Kamalkant Choudhary (Remuneration)	12.60	25.60	24.00	23.20
2) Sadhana Choudhary (Remuneration)	10.80	21.00	18.00	17.40
3) Vedant Choudhary (Remuneration)	12.00	21.60	16.80	13.92
4) Lopamundra Sahoo (Salary)	3.00	5.28	3.82	3.48
5) Devahuti Choudhary (Salary)	-	-	1.00	5.80
6) Abbas Chandra Choudhary	6.75	13.95		
<b>Loan received from Related Parties</b>				
1) Capt. Kamalkant Choudhary	247.00	10.00	93.00	10.00
2) Sadhana Choudhary	100.20	55.00	5.00	5.00
3) Vedant Choudhary	16.50	117.70	29.00	27.50
<b>Loan Repaid to Related Parties</b>				
1) Capt. Kamalkant Choudhary	35.00	69.00	2.52	55.25
2) Sadhana Choudhary	-	20.00	-	32.75
3) Vedant Choudhary	15.71	78.99	38.10	65.30



*[Handwritten Signature]*

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(₹ in Lacs)

4. Outstanding Balance Receivables / (Payable)	As At 30/09/2023	As At 31/03/2023	As At 31/03/2022	As At 31/03/2021
<b>Outstanding Payables (Loans)</b>				
1) Capt. Kamalkant Choudhary	268.38	56.38	115.38	24.90
2) Sadhana Choudhary	152.72	52.52	17.52	12.52
3) Vedant Choudhary	49.12	48.33	9.62	18.71

**ANNEXURE –XI**

**Statement of Dividends**  
No Dividend Paid till Date

**ANNEXURE –XII**

**Changes in the Significant Accounting Policies**  
There have been no changes in the accounting policies of the company for the period covered under audit

**ANNEXURE –XIII**

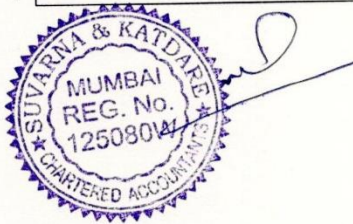
**Contingent Liabilities & Capital Commitment:**  
a. Claims against the Company (including unasserted claims) not acknowledged as debt:

(₹ in Lacs)

Particulars	As At 30/09/2023	As At 31/03/2023	As At 31/03/2022	As At 31/03/2021
Bank Guarantee	1078.67	1012.30	1079.89	1163.10

(₹ in Lacs)

Capital Commitment	As At 30/09/2023	As At 31/03/2023	As At 31/03/2022	As At 31/03/2021
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	130.24	259.26	Nil	Nil



*[Handwritten Signature]*

## OTHER FINANCIAL INFORMATION

### RESTATED STATEMENT OF ACCOUNTING RATIOS

(₹.in Lakhs except no of shares)

Particulars	As on 30.09.2023	For the year ended March 31,		
		2023	2022	2021
Restated PAT as per P & L Account	406.97	775.44	300.93	330.77
Actual Number of Equity Shares outstanding at the end of the year	29,52,519	29,52,519	29,52,519	29,52,519
Equivalent Weighted Avg number of Equity Shares at the end of the year	29,52,519	29,52,519	29,52,519	29,52,519
Share capital	295.25	295.25	295.25	295.25
Reserves & Surplus	4,206.18	3,799.21	3,208.26	2,910.36
Misc. expenses w/off	-	-	-	-
Net Worth	4,501.44	4,094.46	3,503.51	3,205.61
Earnings Per Share:				
Basic	13.78	26.26	10.19	11.20
Basic & Diluted	13.78	26.26	10.19	11.20
Return on Net Worth (%)	9.04	18.94	8.59	10.32
Net Asset Value Per Share (Rs) – based on actual no. of equity shares at the end of the year	152.46	138.68	118.66	108.57
Nominal Value per Equity share (₹)	10	10	10	10

Notes to Accounting Ratios:

1) The Ratios have been computed as follows:

a) Basic Earnings Per Share (M)  $\frac{\text{Net Profit After Tax as restated}}{\text{Weighted Average Number of Equity Shares outstanding during the year}}$

b) Return on Net worth (%)  $\frac{\text{Net Profit after Tax as restated}}{\text{Net Worth}} \times 100$

c) Net Asset Value Per Equity Share (M)  $\frac{\text{Net Worth}}{\text{No. Of Equity shares outstanding at the end of the year}}$

2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during 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 year.

3) The Calculation of Earnings Per Share (EPS) as disclosed in the Profit and Loss Account has been made in accordance with Accounting Standard (AS – 20) on Earnings Per Share issued by the Institute of Chartered Accountants of India.

4) As there is no dilutive capital in the company, Basic and Diluted EPS are similar.

5) The above Ratios have been computed on the basis of the Restated Financial Information for the respective year.

The above statements should be read with the Notes to Restated Financial Statements.

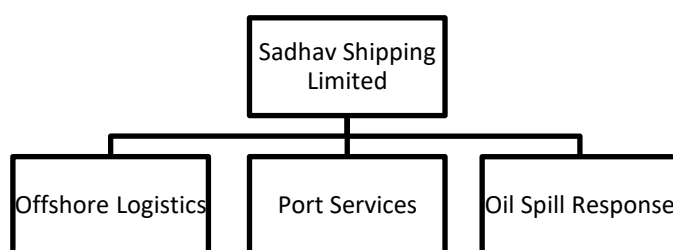
## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our Company was originally formed and registered as a Private Limited under the Companies Act, 1956 ("Companies Act") in the name and style of "**Homa Offshore & Shipping Company Private Limited**", pursuant to a Certificate of Incorporation dated August 16, 1996 issued by Registrar of Companies, Mumbai, Maharashtra. Later on, our company changed its name from "Homa Offshore & Shipping Company Private Limited" to "**Sadhav Shipping Company Private Limited**" and Certificate of Incorporation was issued on March 31, 1999, issued by Registrar of Companies, Mumbai, Maharashtra. Our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on March 11, 2006 and the name of our Company was changed to "**Sadhav Shipping Company Limited**". A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company dated March 21, 2006. Later on the name of our Company was changed from "**Sadhav Shipping Company Limited**" to "**Sadhav Shipping Limited**" and fresh certificate of incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra dated March 28, 2006. The Corporate Identification Number of our Company is U35100MH1996PLC101909.

Sadhav Shipping Limited (SSL)- Mumbai based company incorporated in year 1996 with an objective to own and operate marine assets to service ports, coastal logistics and other port maritime related services. Today SSL owns and operates 24 vessels that includes 19 owned vessels and 5 rented vessels , in various sectors of maritime trade in India

### Our Business Model

We drive our business from 3 Business verticals:



Sadhav Shipping Limited was incorporated by Mr. Kamal Kant Biswanath Choudhury a Master Mariner and a Management Graduate from NMIMS, Mr. Choudhury is a Gold Medallist Fellow of Narottam Morajee Institute of Shipping. He worked with the Mercantile Marine Dept. and ONGC prior to founding the Sadhav Shipping Limited. Under the leadership of Mr. Choudhury SSL has grown its business over the years and expanded its services in different sectors of shipping and coaurcestral logistics. Over the years Sadhav Shipping Limited has developed strong customer base in the sector and is providing its services to leading companies which includes ONGC, Mumbai Port, Pradip Port, Bhabha Atomic Research Centre, Shipping Corporation of India, New Mangalore Port, Deendayal Port (Kandla/Vadinar), BPCL, Gujarat Police, JSW Ports, & R.R Enterprises. For details about the promoters and our business please see chapter **OUR BUSINESS** on page no. 121 of this Prospectus.

We operate through our factory & registered office located at 521, 5<sup>th</sup> Floor, Loha Bhavan, P.D' Mello Rd. Masjid (E), Mumbai 400009

For further details regarding our business operations, please see —Our Business beginning on page no. 121 of this Prospectus.

## STANDALONE RESULTS OF OUR OPERATIONS

(₹ in lakhs)

Particulars	Six Months Ended on		For the year ended March 31,					
	30.09.2023	% of Total Income	2023	% of Total Income	2022	% of Total Income	2021	% of Total Income
<b>INCOME:</b>								
Revenue from Operations	3,368.91	99.50	7780.84	98.61	6955.33	99.68	6057.02	98.91
Other Income	16.78	0.50	109.75	1.39	22.61	0.32	66.65	1.09
<b>Total income</b>	<b>3,385.69</b>	<b>100.00</b>	<b>7890.59</b>	<b>100.00</b>	<b>6977.91</b>	<b>100.00</b>	<b>6123.67</b>	<b>100.00</b>
<b>EXPENDITURE:</b>								
Direct Operating Cost	1,274.01	37.63	3640.83	46.14	3817.87	54.71	3087.14	50.41
Employee Benefit Expenses	735.97	21.74	1688.61	21.40	1367.69	19.60	1154.40	18.85
Finance Costs	217.94	6.44	354.27	4.49	228.98	3.28	216.09	3.53
Depreciation and Amortisation Expenses	214.74	6.34	436.60	5.53	592.66	8.49	629.02	10.27
Other Expenses	399.18	11.79	781.05	9.90	547.57	7.85	579.36	9.46
<b>Total expenses</b>	<b>2,841.85</b>	<b>83.94</b>	<b>6901.36</b>	<b>87.46</b>	<b>6554.77</b>	<b>93.94</b>	<b>5666.02</b>	<b>92.53</b>
Net Profit / (Loss) before Tax and extra-ordinary items	543.84	16.06	989.23	12.54	423.17	6.06	457.66	7.47
Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Profit / (Loss) before Tax	<b>543.84</b>	<b>16.06</b>	<b>989.23</b>	<b>12.54</b>	<b>423.17</b>	<b>6.06</b>	<b>457.66</b>	<b>7.47</b>
Less: Tax Expense								
Current tax	67.93	2.01	76.28	0.97	70.64	1.01	0.00	0.00
Deferred tax	68.94	2.04	137.52	1.74	29.11	0.42	26.33	0.43
MAT credit (entitlement) / utilized	-	-	0.00	0.00	22.49	0.32	100.56	1.64
Total Tax Expense	<b>136.87</b>	<b>4.04</b>	<b>213.80</b>	<b>2.71</b>	<b>122.24</b>	<b>1.75</b>	<b>126.89</b>	<b>2.07</b>
<b>Net Profit / ( Loss ) after tax</b>	<b>406.97</b>	<b>12.02</b>	<b>775.44</b>	<b>9.83</b>	<b>300.93</b>	<b>4.31</b>	<b>330.77</b>	<b>5.40</b>

## **Main Components of our Profit and Loss Account**

### **Income**

#### **Revenue from Operations**

Our Revenue from Operations; which as a percentage of total income were 99.50% for the Six months ended September 30, 2023 and 98.61%, 99.68% and 98.91% respectively, fiscal years 2023, 2022 and 2021.

#### **Other Income**

Our other income comprises of Interest income, Dividend income, Foreign exchange difference, Rental Income and Miscellaneous income. Other income, as a percentage of total income were 0.50% for the Six months ended September 30, 2023 and 1.39%, 0.32% and 1.09% respectively, fiscal years 2023, 2022 and 2021.

### **Expenditure**

Our total expenditure primarily consists of Direct operating cost, Employee Benefit Expenses, Finance Cost, Depreciation & Amortisation Expenses and Other Expenses.

#### **Direct operating cost**

Direct operating cost includes Consumption of Material, Running Expenses & Other Direct Costs.

#### **Employee Benefit Expenses**

Expenses in relation to employees remuneration and benefits include salary & wages, director's remuneration and staff welfare expenses.

#### **Finance Costs**

Finance Cost primarily consists of Interest cost & Bank charges.

#### **Depreciation and Amortization Expenses**

Depreciation and Amortization Expenses primarily consist of depreciation on the fixed assets of our Company which primarily includes Plant & Machinery, Building, Furniture and Fixtures, Office equipments, Electrical Installations and equipment, Motor Vehicles and Computers etc.

#### **Other Expenses**

Other expenses primarily include Contract Charges, Freight and Forwarding Charges, Legal and Professional Fees, Travelling and Conveyance, Foreign Exchange Loss etc.

### **Provision for Tax**

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are

recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

#### **Analysis of increase in PAT Margin for the period ended on 30th September 2023:**

The vessel Canara Pride had been in-chartered by the company and given on contract to ONGC. The ONGC charter started in March 2021. In July 2022 the company purchased the vessel from its owners to strategically have control over the vessel. Further the charter hire charges for the vessel were considerably higher than its depreciation and finance costs. Consequent to purchase of vessel, operating costs for the vessel Canara Pride has reduced, significantly contributed to an enhanced profit margin.

#### **Fiscal 2023 compared with Fiscal 2022**

##### **Total Income/Revenue**

During Fiscal 2023, the company entered into new contract with Gujarat Police, Paradip Assistance /berthing vessel Sarathi, Vimla, Sucham, therefore the total revenue was increased from Rs.6977.94 lakhs in 2021-22 to Rs.7890.59 lakhs in 2022-23.

##### **Revenue from Operations**

In Fiscal 2023, Revenue from Operations had increased by ₹ 825.51 lakhs or 11.87%, from ₹ 6955.33 lakhs in Fiscal 2022 to ₹ 7780.84 lakhs in Fiscal 2023. The increase in the Fiscal 2023 was due to increases in introduction of new projects and volume of business activity.

##### **Other income**

In Fiscal 2023, Other Income had increased by ₹ 87.14 lakhs or 385.42%, from ₹ 22.61 lakhs in Fiscal 2022 to ₹ 109.75 lakhs in Fiscal 2023. The major increase was due to inclusion of profit on sale of Fixed Asset. Also, there was increase in Interest income and Foreign Exchange Gain.

##### **Direct Operating Cost**

In Fiscal 2023, our Direct Operating Cost had decreased by ₹177.04 lakhs or 4.64%, from ₹ 3817.87 lakhs in Fiscal 2022 to ₹ 3640.83 lakhs in Fiscal 2023. This decrease was due to decrease in running expenses & other direct costs.

##### **Employee Benefit Expenses**

Our staff cost had increased by ₹ 320.92 lakhs or 23.46%, from ₹1367.69 lakhs in Fiscal 2022 to ₹1688.6 lakhs in Fiscal 2023. This increase was mainly due to recruitment of new employees and increase in the salaries.

##### **Finance Cost**

Finance cost during the year had increased by ₹125.30 lakhs or 54.72% from ₹ 228.97 lakhs in Fiscal 2022 to ₹ 354.27 lakhs in Fiscal 2023 due to increase in Borrowing and Interest charges.

## Depreciation and Amortization Expenses

Depreciation expenses had decreased by ₹156.07 lakhs from ₹592.67 lakhs in Fiscal 2022 to ₹436.60 lakhs in Fiscal 2023 due to change in depreciation method from written down method (WDV) to straight line method (SLM) from financial year 2022-23.

## Other Expenses

Other expenses had increased by ₹ 233.48 lakhs or 42.64% from ₹547.57 lakhs in Fiscal 2022 to ₹ 781.05 lakhs in Fiscal 2023. The increase was due to the increase in Bank Charges, Goods and Service Tax expenses and other expenses.

## Profit before Tax

Due to increase in our revenues, our Profit before tax had increased by ₹ 566.06 lakhs or 133.77% from ₹ 423.17 lakhs in Fiscal 2022 to ₹ 98923 lakhs in Fiscal 2023.

## Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax had increased by ₹ 474.51 lakhs or 157.58%, from ₹300.93 lakhs in Fiscal 2022 to ₹ 775.44 lakhs in Fiscal 2023. Profit during Fiscal 2023 is increased due to increase in sales, reduction in operating cost due to advantage of marginal costing and reduction in provision for depreciation due to change of charging the depreciation on SLM basis, which has resulted into increased the profit for Fiscal 2023.

## Fiscal 2022 compared with Fiscal 2021

### Total Income/Revenue

Total Income/Revenue has increased from Rs.6123.67 lakhs in Fiscal 2021 to Rs.6977 lakhs in Fiscal 2022 about 13.95% as vessel Canara Pride was deployed by ONGC w.e.f March 2021.

### Revenue from Operations

In fiscal 2022, Revenue from Operations had increased by ₹ 898.32 lakhs or 14.83%, from ₹ 6057.02 lakhs in Fiscal 2021 to ₹ 6955.33 lakhs in Fiscal 2022. The increase in the Fiscal 2022 was due to increase in business activities.

### Other income

In Fiscal 2022, Other Income had decreased by ₹ 44.03 lakhs or 66.07%, from ₹ 66.64 lakhs in Fiscal 2021 to ₹ 22.61 lakhs in Fiscal 2022. The decrease was due to the decrease in Interest income & Miscellaneous Income.

### Direct Operating Cost

In Fiscal 2023, our Direct Operating Cost had increased by ₹730.73 lakhs or 23.67%, from ₹ 3087.14 lakhs in Fiscal 2021 to ₹ 3817.87 lakhs in Fiscal 2023. This increase was due to increase in running expenses & other direct costs.

### Employee Benefit Expenses



Our staff cost had increased by ₹ 213.31 lakhs or 18.48%, from ₹ 1154.40 lakhs in Fiscal 2021 to ₹ 1367.69 lakhs in Fiscal 2022. This increase was mainly due to the increase in the salaries of employees in FY 2021-22.

### Finance Cost

Finance cost during the year had increased by ₹ 12.93 or 5.99% from ₹ 216.09 lakhs in Fiscal 2021 to ₹ 228.97 in Fiscal 2020 due to increase in Borrowings & Interest charges.

### Depreciation and Amortization Expenses

Depreciation expenses had decreased by ₹36.35 lakhs from ₹629.02 lakhs in Fiscal 2021 to ₹592.67 lakhs in Fiscal 2022 due to Written Down Value(WDV) Method of Depreciation .

### Other Expenses

Other expenses had decreased by ₹ 31.86 lakhs or 5.5% from ₹ 579.36 lakhs in Fiscal 2021 to ₹ 547.57 lakhs in Fiscal 2022. The decrease is due to the decrease in Rent including lease rent, General & Admin Expense and Goods & Service Tax Paid for FY 2021-22.

### Profit before Tax

Due to increase in our Direct Operating Costs, our Profit before tax had decreased by ₹ 34.47 lakhs or 7.53% from ₹ 457.66 lakhs in Fiscal 2021 to ₹ 423.17 lakhs in Fiscal 2022.

### Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax had decreased by ₹ 29.84 lakhs or 9.02%, from ₹ 330.77 lakhs in Fiscal 2021 to ₹ 300.93 lakhs in Fiscal 2022. The Net Profit Rs.330.77 lakhs Fiscal 2021 is decrease to Rs.300.93 lakhs Fiscal 2022, in spite of increase in total revenue, due to increase in direct operating cost from 51% to 55% of the revenue from operations and increase in employee cost from 1154.40 lakhs to 1367.69 lakhs.

### Standalone Cash Flows

(₹ in lakhs)

Particulars	Six months Ended on	For the year ended March 31,		
	30.09.2023	2023	2022	2021
Net Cash from Operating Activities	1252.44	2,099.10	1,149.29	1,189.06
Net Cash from Investing Activities	(1934.98)	(4,997.57)	(1,158.71)	(29.34)
Net Cash used in Financing Activities	656.37	3,062.99	95.48	(1,153.92)
<b>Net Increase / (Decrease) in Cash and Cash equivalents</b>	<b>(26.17)</b>	<b>164.52</b>	<b>86.06</b>	<b>5.80</b>

### Cash Flows from Operating Activities

Net cash from operating activities in fiscal year 2023 was ₹ 2099.10 lakhs as compared to the PBT of ₹ 989.23 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, short term provisions, Inventories & Other Current Liabilities.

Net cash from operating activities in fiscal year 2022 was ₹ 1149.29 lakhs as compared to the PBT of ₹423.17 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, short term provisions, Inventories & Other Current Liabilities.

Net cash from operating activities in fiscal year 2021 was ₹ 1189.06 lakhs as compared to the PBT of ₹ 457.64 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, Interest Income, Interest Expenses & Depreciation and amortization.

### **Cash Flows from Investment Activities**

In fiscal year 2023, the net cash invested in Investing Activities was ₹ 4997.57 lakhs. This was on account of purchase of purchase of fixed assets, Interest Income & Dividend Income.

In fiscal year 2022, the net cash invested in Investing Activities was ₹ 1158.71 lakhs. This was on account of purchase of fixed assets and capital work-in-progress.

In fiscal year 2021, the net cash invested in Investing Activities was ₹ 29.34 lakhs. This was on account of purchase of fixed assets and capital work-in-progress.

### **Cash Flows from Financing Activities**

Net cash from financing activities in fiscal year 2023 was ₹ 3062.99 lakhs. This was on account of Proceeds from long term / short term borrowings, payment of dividend & Payment of interest.

Net cash from financing activities in fiscal year 2022 was ₹ 95.48 lakhs. This was on account of Proceeds from long term / short term borrowings & Payment of interest

Net cash from financing activities in fiscal year 2021 was negative ₹ 1153.92 lakhs. This was on account of Payment of interest & Proceeds from long term / short term borrowings.

### **OTHER MATTERS**

- Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

- Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled “Financial Information” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, beginning on page nos. 181 and 233 of this Prospectus respectively, to our knowledge, there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

- Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Result of Operations”, beginning on page no. 216 of this Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

- Future relationship between Costs and Income

Other than as described in the chapter titled “Risk Factors” beginning on page no. 19 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

- The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Increases in revenues are by and large linked to increases in introduction of new projects and volume of business activity carried out by the Company.

- Total turnover of each major industry segment in which our Company operates.

Our Company is engaged in the business Offshore Logistics, Port Services and Oil Spill Response. Relevant industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page no. 110 of this Prospectus.

- Status of any publicly announced new products or business segments

Please refer to the chapter titled “Our Business” beginning on page no. 121 of this Prospectus.

- The extent to which the business is seasonal.

Our business is not seasonal in nature

- The following table illustrates the concentration of our revenues among our top ten customers and suppliers (expenses & goods) on a standalone basis.

#### Top 10 Customers

(₹ in lakhs)

Particulars	30 <sup>th</sup> Sep 2023		FY 2022-23		FY 2021-22		FY 2020-21	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Oil & Natural Gas Limited (ONGC)	1455.90	43.22%	4,498.25	57.81%	3,658.35	52.60%	2,764.47	45.64%
Mumbai Port Trust (MPT)	607.63	18.04%	1,413.03	18.16%	1,221.83	17.57%	1,234.62	20.38%
Paradip Port Trust (PPT)	0.00	0.00%	657.45	8.45%	792.22	11.39%	749.80	12.38%
New Manglore Port Trust	110.58	3.28%	214.33	2.75%	136.96	1.97%	136.96	2.26%

Gujarat Police-(D.I.G)	3.11	0.09%	186.40	2.40%	-	0.00%	-	0.00%
R R Enterprises	124.03	3.68%	175.79	2.26%	39.57	0.57%	90.26	1.49%
JSW	48.03	1.43%	128.17	1.65%	41.76	0.60%	-	0.00%
Deendayal Port Trust	37.48	1.11%	124.93	1.61%	149.86	2.15%	149.91	2.48%
Bhaba Atomic Research Centre (BARC)	31.34	0.93%	74.76	0.96%	74.76	1.07%	74.76	1.23%
Shreeji Shipping	103.64	3.08%	59.53	0.77%	126.05	1.81%	40.89	0.68%

### Top 10 Suppliers

(₹ in lakhs)

Particulars	30 <sup>th</sup> Sep 2023	FY 2022-23	FY 2021-22	FY 2020-21
	Amount	Amount	Amount	Amount
V R Maheshwari & Company	99.53	353.85	277.22	148.57
R.H. Petroleum Pvt. Ltd.	68.94	173.77	192.17	-
Amit Petrolubes Pvt. Ltd.	17.14	47.58	-	-
Polaris Marine Engineering Pvt.Ltd.	25.70	45.66	53.53	97.20
Elektronik Lab Mumbai	24.04	41.36	10.18	-
Seatime Marine Suppliers	16.12	33.07	4.51	-
Marine Services	5.28	9.00	-	-
Western Marine Traders	5.15	35.85	96.40	66.16
Shethia Enterprise	6.97	30.95	18.85	-
Kongsberg Maritime Netherlands Bv	68.84	50.86	45.82	-

## CAPITALIZATION STATEMENT

### RESTATED STATEMENT OF CAPITALIZATION

(₹.in lakhs)

Particular	Pre Issue (as at September 30, 2023)	Post Issue
<b>Borrowing</b>		
Long Term Debt*	4,209.59	4,045.88
Short Term Debt	2,472.25	1,835.96
<b>Total Debts (A)</b>	<b>6,681.84</b>	<b>5,881.84</b>
<b>Equity (Shareholder's funds)</b>		
Equity Share capital	295.25	1435.26
Reserve and Surplus, as restated	4,206.18	6,884.03
<b>Total Equity (B)</b>	<b>4,501.44</b>	<b>8,319.29</b>
<b>Long Term Debt / Equity Shareholder's funds</b>	<b>0.94</b>	<b>0.49</b>
<b>Total Debts / Equity Shareholder's funds</b>	<b>1.48</b>	<b>0.71</b>

\* Includes Current maturities of long-term borrowings.

Note:

- A) The above has been computed on the basis of Restated Financials of the Company.  
 B) Short term Debts represent which are expected to be paid/payable within 12 months.

## FINANCIAL INDEBTEDNESS

### STATEMENT OF FINANCIAL INDEBTNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, **Sadhav Shipping Limited** (CIN - U35100MH1996PLC101909) and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at March 31, 2023 and September 30, 2023 are as mentioned below:

Nature of Borrowing	Outstanding as on March 31, 2023 [Latest completed 12 months FY]	Outstanding as on September 30, 2023
Secured Loan	45,80,14,532.44	47,71,03,285.79
Unsecured Loan	9,47,29,370.71	19,10,81,186.84
<b>Total</b>	<b>55,27,43,903.15</b>	<b>66,81,84,472.63</b>

#### A. Secured Loans

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Outstanding as on March 31, 2023	Outstanding as on September 30, 2023
Bank of India	Working Capital	7,28,00,000	7,17,69,017.37	7,29,94,034.99
Deutsche Bank	Overdraft / Working Capital	1,50,00,000	1,49,26,044.49	0.00
ICICI Bank Limited	Overdraft / Working Capital	1,50,00,000	0.00	1,47,19,993.96
Bank of India	Purchase of Vessel Aditri	22,97,00,000	18,07,07,030.65	22,18,53,654.65
Bank of India	GECL	2,68,00,000	2,12,75,000.00	1,57,25,000.00
Bank of India	GECL	1,66,00,000	1,56,77,777.80	1,29,11,109.23
Bank of Baroda	New Construction of Pilot boat-Sarathi	3,20,00,000	3,02,20,085.00	2,70,20,085.00
Bank of Baroda	1701 Morya Grand Office premises (under construction)	2,25,00,000	1,24,70,000.00	1,02,20,000.00
Bank of Baroda	New Construction of Vimla Vessel	2,25,00,000	1,67,14,736.00	1,44,64,736.00
Bank of Baroda	New Construction of Sarala	1,85,00,000	1,10,58,588.00	92,08,588.00
Bank of Baroda	GECL (Covid loan)	60,00,000	60,00,000.00	60,00,000.00



Name of Lender	Purpose	Sanctioned Amount (Rs.)	Outstanding as on March 31, 2023	Outstanding as on September 30, 2023
Indusind Bank Ltd	Purchase of Vessel Canara Pride	8,25,00,000	6,15,53,904.31	4,80,36,513.06
Deutsche Bank	Dropline Overdraft	1,52,00,000	1,28,48,276.82	0.00
Deutsche Bank	Dropline Overdraft	52,50,000	27,94,072.00	0.00
ICICI Bank Limited	Dropline Overdraft	1,28,00,000	0.00	1,09,15,426.00
ICICI Bank Limited	Dropline Overdraft	28,00,000	0.00	18,68,889.90
ICICI Bank Limited	Purchase of property	1,20,00,000	0.00	1,11,65,255.00
<b>Subtotal</b>		<b>60,74,50,000</b>	<b>45,80,14,532.44</b>	<b>47,71,03,285.79</b>

**B. Unsecured Loans:**

Name of Lender	Purpose	Re-Payment Terms	Outstanding as on March 31, 2023	Outstanding as on September 30, 2023	Rate of Int.
Axis Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from January 20, 2023	46,44,124.00	39,30,494.00	15%
HDFC Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 Monthly Installment starting from June 06,2022	42,09,723.22	33,47,738.44	14%
ICICI Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from June 05, 2022	73,92,931.00	58,72,516.00	13.50%
IDFC First Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from February 03, 2023	48,74,212.15	41,61,006.79	15.50%
Indusind Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 24 Monthly Installment starting from January 01,2023	44,33,549.00	30,82,492.00	16%
Kotak Mahindra	To meet Working Capital	Repayable in 36 Monthly Installment	57,40,485.00	45,61,622.00	15%

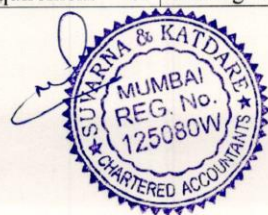


Name of Lender	Purpose	Re-Payment Terms	Outstanding as on March 31, 2023	Outstanding as on September 30, 2023	Rate of Int.
Bank Ltd	Requirement of Service Contracts	starting from July 01,2022			
Standard Chartered Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from June 10, 2022	57,13,848.33	45,46,495.84	15%
Yes Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from February 08,2023	47,80,276.00	40,85,099.00	15.99%
Deutsche Bank	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from September 05,2023	-	49,11,129.00	16.05%
Kotak Mahindra Bank Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 24 Monthly Installment starting from September 01,2023	-	24,12,137.00	15.14%
Aditya Birla Finance Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from July 05, 2022	39,38,422.00	31,66,573.00	14%
Ambit Finvest Pvt Ltd.	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly installments starting from February 05, 2023	46,41,326.01	35,06,492.80	16%
Fullerton India	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly installments starting from January 05, 2023	46,54,947.00	35,16,780.00	16%
Kisetsu Saison Finance	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly installments starting from February 02, 2023	46,41,327.00	35,06,498.00	16%
Oxyzo Fiancial Services	To meet Working Capital Requirement of Service Contracts	Monthly Interest at actual and principal after 90days of each amount utilized	74,39,047.00	70,90,678.00	15%
Tata Capital Financial services Pvt Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from February 03, 2023	71,67,959.00	61,19,134.00	15.50%





Name of Lender	Purpose	Re-Payment Terms	Outstanding as on March 31, 2023	Outstanding as on September 30, 2023	Rate of Int.
Unity Small Finance Bank	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly installments starting from February 04, 2023	47,34,154.00	35,76,630.00	16%
Clix Capital	To meet the dry-docking cost of Vessel Aditri	Repayable in 36 monthly installments starting from May 02, 2023	-	36,68,961.00	18%
Neogrowth Credit Pvt Ltd	To meet the dry-docking cost of Vessel Aditri	Repayable in 36 Monthly Installments	-	68,51,884.00	18.09%
Protium Finance	To meet the dry-docking cost of Vessel Aditri	Repayable in 30 monthly installments starting from June 05, 2023	-	35,64,085.00	18%
Ugro Capital	To meet the dry-docking cost of Vessel Aditri	Repayable in 36 monthly installments	-	22,86,244.00	18%
Arka Finecap Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from oct 03, 2023	-	24,96,483.30	17.50%
Cholamandalam Investment and Finance Company Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 24 monthly installments starting from Sept 05, 2023	-	30,10,889.00	17%
Hero Fincap Limited	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from oct 03, 2023	-	40,23,600.00	16.50%
L&T Finance Limited	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from sept 03, 2023	-	34,23,617.67	16%
Mass Financial Services Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from oct 05, 2023	-	75,00,000.00	17.25%
Moneywise Financial Services Pvt	To meet Working Capital Requirement of	Repayable in 36 monthly installments starting from sept 05,	-	73,40,118.00	16.75%



Name of Lender	Purpose	Re-Payment Terms	Outstanding as on March 31, 2023	Outstanding as on September 30, 2023	Rate of Int.
	Service Contracts	2023			
Mass Financial Services Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from oct 05, 2023	-	75,00,000.00	17.25%
Moneywise Financial Services Pvt Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 36 monthly installments starting from sept 05, 2023	-	73,40,118.00	16.75%
Polaris Marine Engineering Pvt Ltd	To meet Working Capital Requirement of Service Contracts	Repayable in 6 month	-	2,85,00,000.00	12%
Capt. Kamalkant Choudhury	To meet Capex requirements	Long Term	56,38,132.00	2,68,38,132.00	0%
Mrs. Sadhana Choudhury	To meet Capex requirements	Long Term	52,51,581.00	1,52,71,581.00	0%
Mr. Vedant Choudhury	To meet Capex requirements	Long Term	48,33,327.00	49,12,076.00	0%
<b>Subtotal</b>			<b>9,47,29,370.71</b>	<b>19,10,81,186.84</b>	

For Suvarna & Katdare  
Chartered Accountants  
Registration No.: 125080W




Ravindra Raju Suvarna

(Partner)

Membership No.: 032007

Date: 13 February, 2024

UDIN No: 240320078KAJ0P1374

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

#### **A. Except as stated in this section, there are no:**

Outstanding (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors and Promoters. Our Board, has inter-alia adopted the materiality policy for purposes of disclosure of litigations in the Prospectus and has determined that outstanding legal proceedings event namely, major development that is likely to affect business or any other litigation which is exclusively known to company which may be necessary to enable the holders of securities to appraise its position and to avoid the establishment of a false market in such securities would come under the ambit of material litigation (“Material Litigation”).

Our Company, Directors and Promoters have not been declared as wilful defaulters by the RBI or any government authority and there have been no violations of securities laws in the past or pending against them.

#### **B. Summary of the board resolution determining materiality disclosure of litigations**

**Summary of the board resolution determining materiality disclosure of litigations with regard to our company, its promoters, its directors, subsidiaries, promoter group:**

- A. All litigations pertaining to the company, its directors/ promoters/subsidiaries which are in the nature of criminal, statutory/ regulatory and taxation related are deemed material by the board. further the board considers all other litigation pertaining to the company, its directors/ promoters/subsidiaries which are above a claim amount equal to or exceeding rs. one lakh as material.
- B. The litigations of our group companies are not accorded in the materiality clause and litigations in relation to the company. however, if any material litigation arises in the group company, which may directly or indirectly affect the company, the same shall be considered by the company.

#### **C. Outstanding Due to Micro, Small and Medium Enterprises or Any Other Creditors**

In accordance with our Company’s restated accounts the details of the Creditors where there are outstanding amounts as on September 30, 2023:

Sr. No.	Particulars	Amount (Rs.in lacs)
1.	Total Outstanding dues to Micro, Small & Medium Enterprises	NIL
2.	Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises	727.51
<b>Total</b>		<b>727.51</b>

## D. LITIGATION INVOLVING OUR COMPANY

### A. LITIGATION / PROCEEDINGS AGAINST OUR COMPANY

#### 1. Criminal matters

Forum and Matter	Parties	Amount Concerned	Particulars of Proceedings
Metropolitan Magistrate Court, Calcutta  Complaint Case (South) No. 50469 of 2016	1. Central Inland Water Transport Corporation Limited  Versus  <b>1. Sadhav Shipping Limited</b>	Rs. 1,20,000/-	The matter has been filed under section 138 of the Negotiable Instruments Act, 1881 pursuant to dishonour of cheque of Rs. 1,20,000/-.  It is pertinent to note that the parties have settled the dispute and have executed Settlement Agreement dated 23.11.2022. As per clause 4(ii) of the agreement, the Applicant is to request the Hon'ble Court to dispose the matter in view of the settlement. CIWTC has also addressed letter dated 01.09.2023 to their advocate intimating that the matter is settled and accordingly may be disposed.

#### 2. Litigation / Proceedings Involving Actions by Statutory / Regulatory Authorities NIL

#### 3. Litigation involving Tax Liabilities

##### (i) Direct Tax Liabilities

NIL

##### (ii) Indirect Taxes Liabilities

NIL

#### 4. Other Pending Litigations

Forum and Matter	Parties	Amount Concerned	Particulars of Proceedings
Principal Senior Civil Judge and Chief Judicial Magistrate,	1. Shivananda Salian 2. Bharathi Shivananda 3. Baby Salian	Rs. 32,23,575/-	Pursuant to death of a worker during the course of cleaning of net/rope from the propeller of vessel, family members of the

<p>Mangaluru Dakshina Kannada, Karnataka</p> <p>ECA – Employees Compensation Application No. 9 of 2020</p>	<p>Versus</p> <p><b>1. Sadhav Shipping Company Limited</b> 2. Managing Director, Sadhav Shipping Limited</p>		<p>deceased have filed the present application under sections 3, 4, 10 and 22 of the Workmen’s Compensation Act seeking compensation for injury resulting in death.</p>
<p>Bombay High Court Commercial Admiralty Suit No. 25 of 2021</p>	<p>1.Echo Maritime Limited</p> <p>Versus</p> <p>1. M.V. Halani 6 2.Bhambhani Shipping Limited <b>3.Sadhav Shipping Company Limited</b></p>	<p>USD 273,061.44/- (claim against Bhambhani Shipping Limited)</p>	<p>In view of commercial disputes between the parties, the Plaintiff - Echo Maritime Limited has claimed a sum of USD 273,061.44/- against the Defendant No. 2 - Bhambhani Shipping Limited.</p>
<p>Chief Judicial Magistrate, Jagatsinghpur</p> <p>CC No. 20/2021</p>	<p>1. Union of India, through Labour Enforcement Officer</p> <p>Versus</p> <p><b>1. Sadhav Shipping Company Limited</b></p>	<p>Amount not quantifiable</p>	<p>Matter is filed under the provisions of the Minimum Wages Act.</p>
<p>High Court of Orissa</p> <p>Writ Petition (Civil) No. 1878 of 2022</p>	<p>1. Pradip Port Trust</p> <p>Versus</p> <p>1. Deputy Chief Labour Commissioner 2. Assistant Labour Commissioner 3. Bibhuti Ranjan Panda <b>4. Sadhav Shipping Limited.</b></p>	<p>Amount not quantifiable</p>	<p>By way of the petition before the High Court of Orissa, the Pradip Port Trust has challenged the order dated 24.03.2021 of Authority under the Contract Labour (Regulation and Abolition) Act, 1970.</p> <p>By way of the said order dated 24.03.2021, the Authority ordered that 81 workers be treated as skilled workers and inter alia, be paid wages / increments as prescribed in the said order. The company is a formal party to this litigation and may not be seriously affected by the outcome of the same.</p>

<p>Arbitration Proceedings before the Singapore Chamber of Maritime Arbitration</p>	<p>1. Bhambhani Shipping Limited  Versus  <b>1. Sadhav Shipping Company Limited</b></p>	<p>USD 255,060.45/-</p>	<p>The parties entered into Memorandum of Agreement dated 7th March 2018 for sale of vessel M. V. Aadya (IMO 8513699) to one Echo Maritime at Alang.</p> <p>It is the case of Bhambhani Shipping Limited that the company failed to provide No Encumbrance Certificate and other documents relevant for sale of the vessel before the agreed date of delivery which lead to delay in transaction and reduction in value of the vessel. Bhambhani Shipping Limited has initiated the arbitration to recover the alleged dues (i.e. reduction in value of vessel) from the company.</p>
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**B. CASES FILED BY OUR COMPANY**

1. **Litigation Involving Criminal matters**  
NIL
2. **Litigation Involving Actions by Statutory/Regulatory Authorities**  
NIL
3. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities**  
NIL
  - (ii) **Indirect Tax Liabilities**  
NIL
4. **Other Pending Litigations**

**LITIGATION INVOLVING OUR DIRECTORS**

**A. LITIGATION AGAINST OUR DIRECTORS**

1. **Criminal matters**  
NIL
2. **Litigation / Proceedings Involving Actions by Statutory/Regulatory Authorities**  
NIL

**3. Litigation involving Tax Liabilities**

(i) **Direct Tax Liabilities**  
NIL

(ii) **Indirect Taxes Liabilities**  
NIL

**4. Other Pending Litigations**

Forum and Matter	Parties	Amount Concerned	Particulars of Proceedings
Principal Senior Civil Judge and Chief Judicial Magistrate, Mangaluru Dakshina Kannada, Karnataka  ECA – Employees Compensation Application No. 9 of 2020	1. Shivananda Salian 2. Bharathi Shivananda 3. Baby Salian  Versus  1. Sadhav Shipping Company Limited <b>2. Managing Director, Sadhav Shipping Limited</b>	Rs.32,23,575/-	Pursuant to death of a worker during the course of cleaning of net/rope from the propeller of vessel, family members of the deceased have filed the present application under sections 3, 4, 10 and 22 of the Workmen's Compensation Act seeking compensation for injury resulting in death.

**B. LITIGATION FILED BY OUR DIRECTORS**

**1. Litigation Involving Criminal matters**  
NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**  
NIL

**3. Litigation involving Tax Liabilities**

(i) **Direct Tax Liabilities**  
NIL

(ii) **Indirect Taxes Liabilities**  
NIL

**4. Other Pending Litigations**  
NIL

**5. LITIGATION INVOLVING OUR PROMOTERS**

**A. LITIGATION AGAINST OUR PROMOTERS**

**1. Litigation Involving Criminal matters**

NIL

**2. Litigation / Proceedings Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

Forum and Matter	Parties	Amount Concerned	Particulars of Proceedings
Principal Senior Civil Judge and Chief Judicial Magistrate, Mangaluru Dakshina Kannada, Karnataka	1. Shivananda Saliان 2. Bharathi Shivananda 3. Baby Saliان  Versus	Rs.32,23,575/-	Pursuant to death of a worker during the course of cleaning of net/rope from the propeller of vessel, family members of the deceased have filed the present application under sections 3, 4, 10 and 22 of the Workmen's Compensation Act seeking compensation for injury resulting in death.
ECA – Employees Compensation Application No. 9 of 2020	1. Sadhav Shipping Company Limited 2. Managing Director, Sadhav Shipping Limited		

**B. LITIGATION FILED BY OUR PROMOTERS**

**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL



## GOVERNMENT AND OTHER KEY 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. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable our Company to carry out its business activities.

### APPROVALS FOR THE ISSUE

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on 01/09/2023 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1) (c) of the Companies Act, 2013, by a special resolution passed in the Annual General Meeting held on 29/09/2023 authorized the Issue.
3. Our Company's International Securities Identification Number ("ISIN") is INE0K5H01010.
4. Our Company has received in- principle listing approval from the NSE EMERGE dated February 12, 2023 for listing of Equity Shares issued pursuant to the issue
5. The Company has entered into a tripartite agreement dated August 28, 2023 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Service Private Limited, for the dematerialization of its shares
6. The Company has entered into an agreement dated December 22, 2021 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Service Private Limited, for the dematerialization of its shares

### APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

1. Fresh Certificate of Incorporation dated 28<sup>th</sup> MARCH, 2006 issued by the Registrar of Companies, Mumbai in the name of SADHAV SHIPPING LIMITED.
2. A fresh Certificate of Incorporation consequent upon change of name from SADHAV SHIPPING COMPANY LIMITED to SADHAV SHIPPING LIMITED was issued on from SADHAV SHIPPING COMPANY LIMITED by the Registrar of Companies, Mumbai.
3. The Corporate Identity Number (CIN) of the Company is U35100MH1996PLC101909.

**LIST OF APPROVALS/ LICENSES/ PERMISSIONS IN RELATION TO OUR BUSINESS**

Sr. No.	Description	Address Of Place Of Business / Premises	Authority	Registration Number/ License No.	Date Of Issue	Date Of Expiry
1.	Permanent Account Number (PAN)	NA	Income Tax Department, Government Of India	AAECS2750A	-	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	NA	Income Tax Department, Government Of India	MUMS38922C	-	Valid Until Cancelled
3.	Goods And Service Tax Number (GST)	Unit No.12, Old Trade Centere, V Point, Paradip, Jagatsinghapur, Odisha, 754142	Government Of India	21AAECS2750A1Z3	02/11/2017	Valid Until Cancelled
4.	Goods And Service Tax Number (GST)	5th Floor, 521, Loha Bhavan, P.D.Mello Road, Mazjid Bandar East, Mumbai Suburban, Maharashtra, 400009	Government Of India	27AAECS2750A1ZR	23/02/2018	Valid Until Cancelled
5.	Importer- Exporter Code	5th Floor, 521, Loha Bhavan, P.D.Mello Road, Mazjid Bandar East, Mumbai Suburban, Maharashtra, 400009	Directorate General of Foreign Trade (Government Of India)	0300018029	04/07/2000	Valid Until Cancelled
6.	Professions, Trades, Callings And	Unit No.12, Old Trade Centere, V Point,	Government Of Maharashtra	21883405718	-	Valid Until Cancelled

Sr. No.	Description	Address Of Place Of Business / Premises	Authority	Registration Number/ License No.	Date Of Issue	Date Of Expiry
	Employment Act, 2000	Paradip, Jagatsinghapur, Odisha, 754142				
7.	Professions, Trades, Callings And Employment Act, 1975	Unit 61-B Laxmi Plaza , Bldg 9 Andheri West, New Lk Road , Mumbai, 400053	Government Of Maharashtra	27100594115P	01/02/2011	Valid Until Cancelled
8.	Registration under Legal entity identifier	5th Floor, 521, Loha Bhavan, P.D.Mello Road, Mazjid Bandar East, Mumbai Suburban, Maharashtra, 400009	Ministry of Corporate Affairs	984500B5BP3A6IE5B E59	2020-08-21	21/08/2024

**Registrations related to Labour Laws:**

Sr. No.	Description	Address Of Place Of Business / Premises	Authority	Registration Number/ License No.	Date Of Issue	Date Of Expiry
1.	Udyam Registration Certificate	521 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai 400009 .	Ministry Of Micro, Small And Medium Enterprises (Government Of India)	Udyam-Mh-19-0001373	16/07/2020	Valid Until Cancelled
2.	Registration under the Employees Provident fund (EPF) (HO)	521 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East),	Employees' Provident Fund Organization	MH/BAN/46566	08/05/2003	Valid Until Cancelled

Sr. No.	Description	Address Of Place Of Business / Premises	Authority	Registration Number/ License No.	Date Of Issue	Date Of Expiry
		Mumbai 400009 .				
3.	Registration Under The Employees Provident Fund (EPF)	Unit-12, V-Point Trade Center , Paradeep ,Jagatsinghapur,Orissa ,754142	Employees' Provident Fund Organization	ORBBS0606140351	09/06/2014	Valid Until Cancelled
4.	Registration Under the Employees State Insurance Corporation (ESIC) (HO)	618,Laxmiplaza, New link Road Andheri West Mumbai 400053	Employees' State Insurance Corporation	35440120440011001	3/11/2015	Valid Until Cancelled
5.	Registration Under the Employees State Insurance Corporation (ESIC) (Paradeep port trust )	Unit-12, V-Point Trade Center , Paradeep ,Jagatsinghapur,Orissa ,754142	Employees' State Insurance Corporation	44000120440001001	21/07/2014	Valid Until Cancelled

### Current Status and timeline with reference to purchase Fast Crew Boat

Sr. No.	Name of NOC / Approval / License	Issuing Authority	Current Status	Timeline for Submission	Validity
1	Name Allotment	Registrar of Ships, Mumbai	Received on 05.01.2024	-	Lifetime
2	Carving & Marking Note	Registrar of Ships, Mumbai	Received on 15.01.2024	-	Lifetime
3	Provisional Registry	Registrar of Ships, Mumbai	To be submitted at the time of purchase	20.03.2024	5 months & succeeded by Final Registry
4	High Speed Craft Classification Drawings	Indian Register of Shipping	Submitted for Approval	21.12.2023	Lifetime

5	High Speed Craft Classification Drawings	Directorate General of Shipping	To be submitted	15.07.2024	Lifetime
6	Certificate of Class	Indian Register of Shipping	After Purchase	20.03.2024	5 years
7	Certificate of High-Speed Craft (Passenger)	Indian Register of Shipping	After Purchase	20.03.2024	5 years
8	Inspection by Class Surveyors	Indian Register of Shipping	After Purchase	30.03.2024	Lifetime
9	Inspection by Flag Surveyors	Mercantile Marine Dept., Mumbai	After Purchase	31.03.2024	Lifetime

### Shop and Establishment License

Sr. No.	Office Address	License No.	Validity
<b>Approvals /Licenses received</b>			
1.	<u>Registered Office:</u> 521 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai Mh 400009 India.	890080119 / B Ward / COMMERCIAL II	From 21.12.2018 till cancellation
2.	<u>Corporate Office:</u> 618 Laxmi Plaza, New Link Road, Andheri (W) Mumbai 400053.	820014950 / KW Ward/ /COMMERCIAL II	17.12.2018 to 16.12.2028
3.	<u>Branch Office:</u> 601, 6th Floor, Loha Bhavan, P.D' Mello Rd. Masjid (E), Mumbai 400009	890801017 / B Ward / COMMERCIAL II	From 07.12.2023 till cancellation
4.	<u>Branch Office:</u> Unit no. 12, Trade Center, V Point, Paradip, Jagatsinghpur, Odisha -754142	II-853	The license had been expired on 31.12.2019 And renewed on 18.12.2023 till cancellation *
5.	<u>Branch Office:</u> Unit no. 3, Trade Center, V Point, Paradip, Jagatsinghpur, Odisha -754142		

\* Unit No.3 & Unit No. 12 Trade Centre Offices the Shop & Establishment certificate has been issued by The Office of Divisional Labour Commissioner, Jagatsinghpur. The Certificate is common for both the offices as they are within the same building premises. The certificate was expired on 31.12.2019, applied for renewal on 07.12.2023 and renewed on 18.12.2023.

**Note:**

1. Except as mentioned in above table, there are no licenses or approvals applicable to Company M/s Sadhav Shipping Limited that has not been obtained.
2. Except as mentioned in above table, there are no licenses or approvals applicable to the Company that has been applied for but not yet received as of the current date."
3. The company has obtained all the necessary registrations, licenses, and approvals required to operate at various ports and carry out its business activities.

**Certificates related to Vessels Owned/ Rented by the Company:**


Sr. No	Vessel Name	Type of Vessel	Year Built	Port of Registry	Reg. No./ Official No.
1	Adwita	OSV	2001	MMD,Mumbai	4254
2	Saroja Blessing	AHTS	2005	MMD,Mumbai	4331
3	Canara Pride	OSV	2005	MMD,Mumbai	3 109
4	Aditri	AHTS	2006	Kingstown	12793
5	Sukham	Cargo Barge	2011	MMD, Mumbal	3886
6	Shantam	Cargo Barge	2012	MMD,Mumbai	3884
7	Swachchak	OSRV	2015	MMD,Mumbai	4220
8	Satyam	Work Boat	2012	MMB,Mumbai	BDR IV-01470
9	Sarvekshak	Survey Vessel	2017	MMD, Mumbai	4221
10	Sucham	OSR Boat	2018	Ports & IWT Karwar	KWR-127
11	Susham	OSR Boat	2018	Ports & IWT Karwar	KWR-128
12	Shukti	OSR Boat	2018	PortS &IWT Cuttack	0D19M0636
13	Stuti	Work Boat	2021	Port &IWT Cuttack	0D19M0261
14	Sarathi	Pilot launch	2022	MMD, Mumbai	4866
15	Saarda	Pilot Launch	2019	MMB Mumbai	BDR IV-02225
16	Saraswati	Pilot Launch	2019	MMB Mumbai	BDR-IV-02234
17	Rajani	Speed Boat	2010	MMB Mumbai	MOR-IV-00434
18	Sumatra	Speed Boat	2010	MMB, Mumbai	BDR-IV-01931
19	Bali	Speed Boat	2018	MMB, Mumbai	BDR-IV-02184
20	Sarala	Speed Boat	2021	MMB, Mumbai	BDR-IV-02254
21	Vimla	Speed Boat	2022	MMB, Mumbai	BDR-IV-02294
22	Orca	Speed Boat	2014	MMB, Mumbai	BDR-IV-01915
23	Java	Speed Boat	2010	MMB, Mumbai	BDR-IV-02295
24	Blue Ocean	Speed Boat	2017	MMB, Mumbai	MOR-IV-00651

### Domain details

Following is the details of the Domain name owned by the company.

Sr. No.	Domain name and ID	Registry Domain ID	Registrant Organization:	Registrant Name:	Creation Date	Registry Expiry Date
1	<a href="http://www.sadhavshipping.com">www.sadhavshipping.com</a>	2811139989_DOMAIN_COM-VRSN	Sadhav Shipping Limited	Vedant Choudhury	04-09-2023	04-09-2024
2	<a href="http://www.sadhav.com">www.sadhav.com</a>	465890767_DOMAIN_COM-VRSN	Sadhav Shipping Limited	Vedant Choudhury	29-05-2006	29-05-2024

### I. LIST OF INTELLECTUAL PROPERTY RIGHTS RELATED APPROVALS

Sr. No.	Logo	Date of Application	Trade Mark No.	Class	Status
1.	 <b>SADHAV</b> <small>Dream It. Do It.</small>	29/07/2023	6044267	37	Applied for

## SECTION IX- OTHER REGULATORY AND STATUTORY DISCLOSURES

### **Authority for the Issue**

Our Board of Directors have vide resolution dated 1<sup>st</sup> September, 2023 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(C) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Annual General Meeting held 29<sup>th</sup> September, 2023 on in accordance with the provisions of Section 62(1)(C) of the Companies Act, 2013.

The Company has obtained approval from NSE vide letter dated February 12, 2024 to use the name of NSE in this Issue Document for listing of equity shares on the NSE EMERGE platform of the NSE. NSE is the designated stock exchange.

### **Prohibition by SEBI or Other Governmental Authorities**

We confirm that our Company, Directors, Promoters, Promoter Group, person in control of our Company, are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Prospectus .

Neither our Promoters, nor any of our Directors or persons in control of our Company were or is a promoter, director or person 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 governmental authorities as on the date of this Prospectus.

Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **Prohibition by RBI**

Neither our Company nor any of our Promoters or Directors or the Selling Shareholders has been declared as wilful defaulter(s) by the RBI or any other governmental authority.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, its Promoters and the Selling Shareholders are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Prospectus .

### **Association with Securities Market**

None of our Directors are, in any manner, associated with the securities market and there has been no action initiated by SEBI against the Directors of our Company in the five years preceding the date of this Prospectus .



## Eligibility for the Issue

- (A) Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations.
- (B) Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:
- i. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
  - ii. None of our Promoters or Directors is Promoters or Directors of companies which are debarred from accessing the capital markets by the SEBI.
  - iii. Neither our Company nor our Promoters or Directors is a wilful defaulter.
  - iv. None of our Promoters or Directors is a fugitive economic offender.
- (C) This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post Issue face value capital does not exceed ten Crores rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“EMERGE Exchange”, in this case being the SME Platform of NSE).
- (D) In accordance with regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and shall not restrict to the minimum subscription level. The LM shall underwrite at least 15% of the total issue size.
- (E) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight 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 days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- (F) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, we have filed offer document with SEBI as well as stock exchange (s). However, Board shall not issue any observation pursuant to Regulation 246(2) of the SEBI (ICDR) Regulations.
- (G) In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory market making for the minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of EMERGE platform of the NSE in accordance with the Restated Standalone Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

The Net worth and Cash accruals (Earnings before depreciation and tax) from operation of the Company as per the Standalone Restated Financial statements for the third Months ended September 30, 2023 & for the year ended March 31, 2023 is as set forth below:

(₹ In lakhs)

Particulars	For the Six Months Ended 30 <sup>th</sup> September, 2023	For the financial year ended 31 <sup>st</sup> March, 2023
Net Worth*	4501.44	4094.46
Cash Accruals**	621.71	1212.04
Net Tangible Assets	10,907.42	9187.18

\*Net Worth has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any.)

\*\*Cash accruals has been defined as the Earnings before depreciation less tax.

10. The track record of the Company as per the Restated financial statements for the Third Months ended September 30, 2023 and financial year ended March 31, 2022, 2021 and 2020 is as set forth below:

(₹ In lakhs)

Particulars	Six Months Ended on	For the financial year ended 31 <sup>st</sup> March		
	30 <sup>th</sup> September, 2023	2022	2021	2020
Profit After Tax	406.97	775.44	300.93	330.77

- 1) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- 2) There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
- 3) There has been no change in the Promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.
- 4) Our company has entered into an agreement with both the depositories in order to facilitate mandatory trading of securities in demat form.
- 5) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- 6) We have a website: [www.sadhavshipping.com](http://www.sadhavshipping.com)

(H) As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the EMERGE platform of the NSE. NSE is the Designated Stock Exchange.

- Our Company has entered into an agreement dated December 22, 2021 with NSDL and agreement dated August 28, 2023 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters are in dematerialized form.

The fund requirements set out for the aforesaid objects of the issue are proposed to be met entirely from Net proceeds, internal accruals and through proposed debt financing. In view of above we confirm that, with respect to the objects, Our Company has made firm arrangements from Indian Exim bank to Finance acquisition of boat/vessel. Indian Exim Bank (IEB) has issued sanction letter dated January 10, 2024 for term loan of USD 5.88 Millions. The Company has made firm arrangement of Finance under Regulation 230(1)(e) of the SEBI ICDR Regulations, through verifiable means towards 75% of the stated means of Finance, excluding the amount proposed to be raised through the Issue. While we will be availing debt finance for 75% of the funds required excluding the Net Proceeds, existing identified internal accruals may, at the discretion of the management be, utilized for our future internal accruals in order to reduce our Financing cost.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER ISK ADVISORS PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH 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 AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ISK ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 16, 2024 IN THE FORMAT PRESCRIBED**

**UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS PROSPECTUS .**

**Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the ROC in terms of section 26 and 30 of the Companies Act, 2013.

**Disclaimer from our Company and the Lead Manager**

Our Company, the 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.

**Disclaimer in respect of Jurisdiction**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**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 of 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 (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with 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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Disclaimer Clause of the NSE**

"NSE Limited ("NSE") has vide its letter dated February 12,2024 given permission to "SADHAV SHIPPING LIMITED" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("EMERGE platform") the Company's securities are proposed to be listed. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. NSE 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 NSE; 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 NSE. 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 NSE 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. 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 EMERGE 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 NSE/other regulatory authority. Any use of the EMERGE platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

## **Listing**

Application have been made to EMERGE Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its EMERGE Platform after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the EMERGE Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus . The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from NSE vide letter dated February 12,2024 to use the name of NSE in this Offer document for listing of equity shares on EMERGE Platform of NSE.

## **Consents**

Consents in writing of: (a) the Directors, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditor; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisor to the Issue, Banker to the Company, Banker to the Issue\*, Market Maker and Underwriters 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 Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

*\*The aforesaid will be appointed prior to filing of the Prospectus with ROC and their consents as above would be obtained prior to the filing of the Prospectus with ROC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/S. Suvarna & Katdare. , Chartered Accountants has provided their written consent to the inclusion of their reports dated October 10, 2023 on Restated Financial Statements and to the inclusion of their reports dated October 10, 2023 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus .

## **Expert Opinion**

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

Our Company has received written consent from the Statutory Auditor M/S. Suvarna & Katedar, Chartered Accountants has to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Statement of Tax Benefits dated October 10, 2023,

and on the Restated Financial Statements dated October 10, 2023 and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus .

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## **CAPITAL ISSUE DURING THE LAST FIVE YEARS**

### **Previous Public and Rights Issues**

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

### **Previous Issues of Equity Shares otherwise than for Cash**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 64 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.

### **Commission and Brokerage Paid on Previous Issues of our Equity Shares**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

### **Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates**

None of our Group Companies / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years.

We do not have any subsidiary as on date of this Prospectus

## **PERFORMANCE VIS-À-VIS OBJECTS**

### **Issuer Company**

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

### **Listed Subsidiaries / Promoters**

None of our Subsidiaries / Promoters is listed on any Stock Exchange and not made any rights and public issues in the past five (5) years.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

### Price Information of past issues handled by the Lead Manager

**TABLE 1:**

Sr. No.	Issuer Name	Issue Size (In Cr.)	Issue Price (Rs.)	Listing Date	Closing Price on Listing Date (In ₹)	Price as on date of prospectus	+/- % change in closing price, [+/- % change in closing benchmark k]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark k]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark k]- 180 <sup>th</sup> calendar days from listing
1	Advait Infratech Limited (SME IPO)	6.89	51	September 28, 2020	51.55	1395	+ 0.98% (+5.10%)	+2.65% (+23.67%)	+1.96% (+29.03%)
2	Maruti Interior Products Limited (SME IPO)	11.00	55	February 16, 2022	71.90	117.85*	+7.27% (-0.22%)	+33.36% (-6.34%)	+171.73% (+2.53%)
3	Technopack Polymers Limited (SME IPO)	7.865	55	Nov 16, 2022	77.70	83.10	+79.45% (-1.03%)	+96.36% (-1.53%)	+63.36% (+0.58%)
4	Sealmatic India Limited (SME IPO)	56.24	225	March 1, 2023	236.25	825	-9.49% (-0.70%)	+37.58% (+5.98%)	+ 164.62% (+9.40%)
5.	Magson retail and distribution limited (SME IPO)	13.74	65	July 6, 2023	95.70	113	+30.85% (+0.10%)	+36.08% (-0.31%)	35.71%, (11.12%)

**Note**

1. The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.



3. Advait Infratech Limited is migrated to Main Board.
4. \* Maruti Interior Products Limited's share price is after Bonus issue of 1: 1.

### Summary Statement of Disclosure

FY	Total No. of IPO's	Total amount of funds raised (Rs. In Lakhs)	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%
2020-2021	1	688.50	-	-	-	-	-	1	-	-	-	-	-	1
2021-2022	1	1100	-	-	-	-	-	1	-	-	-	1	-	-
2022-2023	2	6410.6	-	-	-	1	-	-	2	-	-	-	-	-
2023-24	1	1374.10	-	-	-	1	-	-	-	-	-	-	-	-

\*Upto date of this Prospectus

### Track record of past issues handled by the Lead Manager

For details regarding the track record of the ISK Advisors Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of ISK Advisors Private Limited at [www.iskadvisors.com](http://www.iskadvisors.com)

### DISPOSAL OF INVESTOR GRIEVANCES

#### 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 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.

The Company has appointed Maashitla Securities Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES

Our Board by a resolution on 17<sup>th</sup> October, 2023 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Mr.Rajesh Shyamsunder Kakkar	Independent Director (Non-Executive Director)	Chairman
Mrs. Sadhana Choudhury	Wholetime Director (Executive Director)	Member
Mr. Vedant Kamalkant Choudhury	Wholetime Director (Executive Director)	Member

For further details, please see the chapter titled "Our Management" beginning on page no. 154 of this Prospectus .

Our Company has also appointed Ms. Madhuri Shrigopal Rathi, as the Compliance Officer for the Issue and he may be contacted at the Registered Office of our Company.

**Address:** 521, 5th Floor, Loha Bhavan, P.D'mello Road, Masjid (East), Mumbai Mh 400009 India

**Tel No:** +91-22-40003355

**Email:** [cs@sadhav.com](mailto:cs@sadhav.com)

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

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre Issue or post Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

### **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. We do not have any listed group company or listed subsidiary therefore, there are no pending investor complaints.

### **DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT**

As on the date of This Prospectus, we do not have any listed Group Companies.

## SECTION X – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, 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 Present Issue**

This Issue has been authorized by a resolution of our Board passed at their meeting held on 1<sup>st</sup> September, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of our Company held on 29<sup>th</sup> September, 2023.

## **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please see the section titled "*Main Provisions of the Articles of Association*" beginning on page no. 321 of this Prospectus .

## **Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" beginning on page nos. 180 and 321 of this Prospectus .

## **Face Value and Issue Price**

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Prospectus at the price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Managers and is justified under the chapter titled "*Basis for Issue Price*" beginning on page no. 101 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, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- ✓ Right to receive dividend, if declared;
- ✓ Right to receive Annual Reports and notices to members;
- ✓ Right to attend general meetings and exercise voting rights, unless prohibited by law;
- ✓ Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- ✓ Right to receive offer for rights shares and be allotted bonus shares, if announced;

- ✓ Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- ✓ Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the listing agreements with the Stock Exchange 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 and / or consolidation / splitting, etc., please see the section titled "*Main Provisions of Articles of Association*" beginning on page no. 321 of this Prospectus .

### **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- 1) Tripartite agreement dated December 22, 2021 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated August 28, 2023 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in the minimum contract size of 1200 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE EMERGE (SME platform of NSE) from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1200 Equity Share subject to a minimum allotment of 1200 Equity Shares to the successful Applicants.

### **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked/refunded within 6 Working days of closure of issue.

### **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 U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations 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 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 and the rules made thereunder, 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 (3) 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 accordance to Section 72 (4) of the Companies Act, 2013, 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 Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 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.

In case the allotment of Equity Shares 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.

### **Withdrawal of the Issue**

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by

SEBI, providing reasons for not proceeding with the Issue. The Lead Managers, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus .

## ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	February 23,2024; Friday
Issue Closing Date	February 27,2024; Tuesday
Finalisation of Basis of Allotment with the Designated Stock Exchange	February 28,2024; Wednesday
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account	February 29,2024; Thursday
Credit of Equity Shares to demat accounts of Allottees	February 29,2024; Thursday
Commencement of trading of the Equity Shares on the Stock Exchange	March 01,2024; Friday

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 NSE EMERGE 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**

The requirement for 90% minimum subscription is not applicable to Issues under chapter IX of the SEBI ICDR Regulations.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lac) per application.

As per Section 39 of the Companies Act, 2013, if the minimum stated amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the issue including devolvement of Underwriter, if any, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight (8) working days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and

severally liable to repay the money, with interest or other penalty as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable law.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 1200 shares. 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 EMERGE Platform of NSE Limited.

### **Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for the lock-in of the pre-Issue capital of our Company, Promoter' Contribution and the public lock-in as provided in "*Capital Structure*" beginning on page no. 64 of this Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" beginning on page no. 321 of this Prospectus.

### **New Financial Instruments**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME EMERGE 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 NSE for listing our shares on its Main Board subject to the fulfilment 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 NSE (NSE EMERGE), 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 EMERGE platform of NSE.

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 no. 53 of this Prospectus.

## 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 NSE EMERGE i.e. SME platform of NSE). 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 273 and 284 of this Prospectus.

Following is the issue structure:

*Initial Public Issue of up to 40,18,800 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of ₹ 95 per Equity Share (including a Share Premium of ₹ 85 per Equity Share), aggregating up to Rs. 3817.86 Lakhs ("the Issue") by the issuer Company (the "Company").*

*The Issue comprises a reservation of up to 2,02,800 Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of up to 38,16,000 Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 28.00% and 26.59%, 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
Number of Equity Shares available for allocation	38,16,000 equity Shares	2,02,800 equity Shares
Percentage of Issue Size available for allocation	94.95% of the Issue Size	5.05% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 1200 Equity Shares and further allotment in multiples of 1200 Equity Shares each.	Firm Allotment
Mode of Application	<p><u>For Other than Retail Individual Investors:</u></p> <p>All the applicants shall make the application (Online or Physical) through ASBA process</p> <p><u>For Retail Individuals Investors:</u></p> <p>Through the ASBA Process or by using UPI ID for payment</p>	Through ASBA Process Only

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Minimum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 1200 Equity Shares such that the Application Value exceeds ₹ 2,00,000.</p> <p><i>For Retail Individuals:</i></p> <p>1200 Equity Shares</p>	2,02,800 equity Shares
Maximum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 1200 Equity Shares such that the Application Size does not exceed 38,16,000 equity Shares.</p> <p><i>For Retail Individuals:</i></p> <p>Such number of Equity Shares in multiples of 1200 Equity Shares such that the Application Value does not exceed ₹ 2,00,000.</p>	2,02,800 equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	1200 Equity Shares	1200 Equity Shares, However the Market Maker may buy odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	1200 Equity Share and in multiples of 1200 Equity Shares thereafter	

**Note:**

- *Since present issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253 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.

- In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
- 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

### Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in ₹ )	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Managers, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## 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 01, 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 08, 2019 UPI Phase II was extended till March 31, 2020. Further, pursuant to SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 UPI Phase II was extended till further notice by SEBI.

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 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 and was continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have 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 would continue to be six Working Days.

**Phase II:** This phase will commence upon completion of Phase I i.e with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. This Phase is further extended till March 31, 2020. As per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2 dated March 30, 2020, the UPI Phase II will continue until further notice by SEBI.

**Phase III:** Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days under this Phase and the implementation of this phase is yet to be notified by SEBI.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are 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.



## **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Reg. 229(1) 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 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 Managers 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 dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.**

## **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, emerge ([www.nseindia.com](http://www.nseindia.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 <sup>(1)</sup>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

<sup>(1)</sup> 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’)

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)

iii) 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')

iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

v) a registrar to the 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 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.

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(s) 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 stock exchange(s). 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.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have 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.

#### **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 NSE i.e. [www.nseindia.com](http://www.nseindia.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 Karta. 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**

The applications in this Issue, being a fixed price issue, will be categorized into two;

***a) For Retail Individual Applicants:***

The Application must be for a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹2,00,000.

***b) For Other Applicants (Non-Institutional Applicants and QIBs):***

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1200 Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that

the Application Amount is greater than ₹ 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.**

### **Information for the Applicants**

- a) Our Company shall file the Prospectus with the ROC at least three working days before the Issue Opening Date.
- b) Our Company shall, after registering the Prospectus with the ROC, make a pre-Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Issue advertisement, our Company and the Lead Managers shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the ICDR Regulations.
- c) Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Managers, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary 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 Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.**

**Participation by associates and affiliates of the Lead Managers**

The Lead Managers shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Managers may subscribe to Equity Shares in the Issue in non-Retail Portion, where the allocation is on a proportionate basis.

### **Applications by Mutual Funds**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

**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.**

**No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.**

### **Applications by Eligible NRIs**

NRIs may obtain copies of Application Form from the offices of the Lead Managers and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

### **Applications by FPI and FIIs**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an 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 a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until

January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in this Issue.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. 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 as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholder 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. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively.

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 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 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 an 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. 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.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in colour).

### **Applications by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.



The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

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 AIF 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 AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the Lead Managers will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

#### **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 Limited Liability Partnership 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 the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company 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) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Applications by Provident Funds / Pension Funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund 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 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.

Application Form, failing which our Company reserve the right to reject any Application by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

### **Applications by SCSBs**

SCSBs participating in the Issue 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.

### **Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the 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 reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- b) With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- c) With respect to Applications made by provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
- d) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Managers may deem fit.

**The above information is given for the benefit of the Applicants. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable 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.**

### **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Our Company and the Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the 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.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

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

and

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

## **ASBA PROCESS**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. 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 bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Managers.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

## **HOW TO APPLY?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

## **MODE OF PAYMENT**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

#### **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

#### **Payment instructions**

The entire issue price of ₹ 95 (including a Share premium of ₹ 85 per Equity Share) per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then 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 received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants shall specify the bank account details in the 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, Not Retails 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 instruction 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 finalisation 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, as the case may be.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

### **Electronic Registration of Applications**

- 1) The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.
- 3) The Application Collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting 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 Managers nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
- 5) The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorised agents during the Issue Period. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange.
- 6) With respect to applications by Applicants, at the time of registering such applications, the Application Collecting 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 Number
  - DP ID & Client ID
  - Numbers of Equity Shares Applied for;
  - Amount;

- Location of the Banker to the Issue or Designated Branch, as applicable;
  - Bank Account Number and
  - Such other information as may be required.
- 7) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.
- 8) 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 or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 9) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 10) The Application Collecting Intermediaries shall have no right to reject the applications, except on technical grounds.
- 11) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and other requirements by our Company and / or the Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or 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 ; not does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
- 12) The Application Collecting Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN No., 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 the 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.
- 13) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

### **Allocation of Equity Shares**

- 1) The Issue is being made through the Fixed Price Process wherein 2,02,800 equity Shares shall be reserved for the Market Maker 38,16,000 equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a 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 Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, 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 Retails Applicants shall not be allowed to either withdraw or lower the size of their application at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **Signing of the Underwriting Agreement and the ROC Filing**

- a) Our Company, the Lead Managers and the Market Maker have entered into an Underwriting Agreement on November 9, 2023.
- b) For terms of the Underwriting Agreement please see chapter titled “*General Information*” beginning on page no.53 of this Prospectus .
- c) We will file a copy of the Prospectus with the ROC in terms of Section 26 and all other provision applicable as per Companies Act.

### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the ROC in terms of Section 26 of Companies Act, 2013.

- a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. 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.



- c) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d) 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 6 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 Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## **INTEREST AND REFUNDS**

### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

## **GROUND FOR REFUND**

### **NON-RECEIPT OF LISTING PERMISSION**

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus . The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus .

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus , the Lead Managers and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Managers and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate as disclosed in the Prospectus .

## **MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## **MODE OF REFUND**

### **IN CASE OF ASBA APPLICATION**

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### **MODE OF MAKING REFUND FOR ASBA APPLICANTS**

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen percent per annum if the allotment letters or refund orders have not been dispatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Managers or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

## **General Instructions**

### **Do's:**

- 1) Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;

- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary;
- 5) If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- 7) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
- 9) Retail Applicants using the UPI mechanism should ensure that the correct UPI ID is mentioned in the Application Form;
- 10) Retail Applicants shall ensure that the bank, with which such Retail Applicants has a bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by the NPCI;
- 11) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- 12) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 13) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

- 14) Ensure that the Demographic Details are updated, true and correct in all respects;
- 15) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- 16) Ensure that the category and the investor status is indicated;
- 17) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 18) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 19) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- 20) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus ;
- 21) For Retail Applicants using the UPI mechanism, ensure that you approve the request generated by the Sponsor Bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner;
- 22) Retail Applicants shall ensure that details of the Applications are reviewed and verified by opening the attachment in the UPI mandate request and then proceed to authorize the UPI request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Applicant may be deemed to have verified the attachment containing the application details of the Retail Applicant in the UPI mandate request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount mentioned in the Application Form;
- 23) Retail Applicants using the UPI mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the Application Form;
- 24) Retail Applicants using the UPI mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of allotment in a timely manner;
- 25) Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- 26) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;

- 27) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- 28) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- 1) Do not apply for lower than the minimum Application size;
- 2) Do not apply at a Price different from the Price mentioned herein or in the Application Form;
- 3) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- 4) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- 5) Do not submit the Application Forms to any non-SCSB bank or our Company;
- 6) Do not apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 7) Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
- 9) 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 the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus ;
- 10) Do not submit the General Index Register number instead of the PAN;
- 11) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- 12) Do not submit more than 1 Application Form for each UPI ID in case of Retail Applicants Applying through the Designated Intermediary using the UPI Mechanism;
- 13) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 14) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

- 15) Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- 16) Do not make applications using third party bank accounts or using third party linked bank account UPI IDs;
- 17) Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Retail Applicants using the UPI mechanism;
- 18) Do not submit incorrect UPI ID details, if you are a Retail Applicants bidding through UPI Mechanism;
- 19) Do not submit more than five Application Forms per ASBA Account;
- 20) Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 21) If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 p.m. on the Issue Closing Date;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **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. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 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’s Centre is available on the websites of NSE i.e. [www.nseindia.com](http://www.nseindia.com).

#### **APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

*Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and 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, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as ‘Demographic

Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Managers nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. 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.

### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **OTHER INSTRUCTIONS**

#### **Submission of Bids**

- a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding Non-Retail Bidders) bidding at Cut-off Price, the ASBA Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the Prospectus .

### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications;
- Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/beneficiary ID. In case of applications with common DP ID/beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Managers reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the



securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Managers can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

#### Minimum Subscription

The requirement for 90% minimum subscription is not applicable to Issues under chapter IX of the SEBI ICDR Regulations.

As per Section 39 (1) of the Companies Act, 2013, if the minimum stated amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the issue including devolvement of Underwriter, if any, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight (8) working days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹1, 00,000 (Rupees One Lakh) per application.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Managers 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.

#### **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;

- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1200.
- Category not ticked;
- Multiple Applications as defined in the Prospectus ;
- ASBA Form by the Retail Individual Applicants by using third party bank accounts or using third party linked bank account UPI IDs;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;

- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite agreement dated December 22, 2021 with NSDL, our Company and Registrar to the Issue;
- Tripartite agreement dated August 28, 2023 with CDSL, our Company and Registrar to the Issue;
- The Company's shares bear an ISIN: INE0K5H01010

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of over subscription, 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).
3. For applications where the proportionate allotment works out to less than 1200 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 1200 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal 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.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1200 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple 1200 equity shares subject to a minimum allotment of 1200 equity shares.
5. If the Shares allocated 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.
6. Since present issue is a fixed price issue, 2,02,800 Equity shares shall be reserved for Market Maker and 38,16,000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants and other than Retail Individual Applicants in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 as follows:
  - a) 19,08,000 equity Shares shall be made available for allotment to Retail Individual Investors; and
  - b) The balance net issue of shares to the public i.e. 19, 08,000 equity Shares shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation: If the retails individual investor category is entitled to more than allocated portion on proportionate basis, the retails individual investors shall be allocated that higher percentage.

Our Company shall ensure that out of total allocated shares to the Category “Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions”, at least 15% of net issue of shares to the public shall be allocated to Non-Institutional Investors and not more than 50% shall be allocated to Qualified Institution Buyers including allocation of 5% to Mutual Funds.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “*Basis of Allotment*” in the chapter “issue procedure” beginning on page no. 284 of this Prospectus .

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ 2,00,000 Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME EMERGE Platform of NSE.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriter shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME EMERGE Platform of NSE – the Designated Stock Exchange in addition to Lead Managers 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, 2018.

#### **Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Managers or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

#### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar 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 SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants 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 Allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

#### **Impersonation**

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

**“Any person who:**

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”**

***Section 447 of the Companies Act, 2013, is reproduced as below:***

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. Of the turnover of the company, whichever is lower shall be punishable with imprisonment for a*

*term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

### **Procedure and Time of Schedule for Allotment and Demat Credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

Issuer will ensure that the Allotment of Equity Shares and corporate action for credit of shares to the successful Bidders Depository Account will be completed within 6 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the offer document except in case of over subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over subscription, an allotment of not more than 1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

#### **Letters of Allotment or Refund Orders or Instructions to the SCSBs**

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Bid/ Issue Closing Date. The Registrar shall instruct the relevant SCSBs to, on the receipt of such instructions from the Registrar, unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the Bid cum Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 6 Working Days of the Bid/ Issue Closing Date.

#### **Mode of Refund**

Within 6 Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid and also for any excess amount blocked on Bidding.

#### **Interest in Case of Delay in Allotment or Refund**

The Issuer shall allot the equity shares offered to the public within the period prescribed by the Board. The Issuer may pay interest at the rate of 15% per annum in case demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Bid/ Issue Closing Date.

#### **Undertaking by our Company**

We undertake the following:

- 1) If our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then 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 exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) If our Company withdraw 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 Issue;
- 3) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- 4) All steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date;
- 5) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Issue Closing Date, or such

time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- 6) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 7) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;
- 8) The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;
- 9) No further Issue of Equity Shares shall be made till the Equity Shares offered through this Issue Document are listed or until the Application monies are refunded on account of non-listing, under-subscription etc;
- 10) Adequate arrangements shall be made to collect all Application Forms.

#### **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 shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

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.



## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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 FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued the Consolidated FDI Policy Circular of 2017 (“FDI Policy”) with effect from August 28 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP 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 by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee Company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by 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 of 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 a Prospectus 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 unauthorized. 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. Subsequent change in beneficial ownership will also require Government approval.

## SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### ARTICLES OF ASSOCIATION

Of

### SADHAV SHIPPING LIMITED

COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 2013)

The following regulations comprised in the Articles of Association were adopted pursuant to the member's resolution passed at the Extra Ordinary General Meeting held on 22<sup>nd</sup> September, 2023 In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

### CONSTITUTION OF THE COMPANY

#### Article 1:

- a) The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.
- b) The regulations for the management of the Company and for the observance of the Shareholders thereof and their representatives shall be such as are contained in these Articles, subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by Special Resolution as prescribed by the Companies Act, 2013.

### INTERPRETATION

**Article 2:** Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date at which the Articles become binding on the Company. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to the min the other parts of these Articles when defined for use.

#### A. DEFINITIONS

"Act" means the Companies Act, 2013, including any statutory modification or re-enactment or amendment, clarifications and notification thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous Company law, so far as may be applicable.

“**Annual General Meeting**” means a general meeting of the members held as such, in accordance with the provisions of the Act.

“**Articles**” or “**Articles of Association**” mean the articles of association or re-enactment thereof for the time being in force of the Company.

“**Beneficial Owner**” means a person as defined by section 2 (1) (a) of the Depositories Act, 1996.

“**The Board**” or the “**Board of Directors**” means the collective body of the Directors of the Company.

“**Capital**” means the share capital, for the time being, raised or authorised to be raised, for purposes of the Company.

“**Company**” or “**this Company**” means “**SADHAV SHIPPING LIMITED**”.

“**Debenture**” includes debenture stock, bonds or any other instrument of the Company evidencing the debts whether constituting the charge on the assets of the Company or not.

“**Depositories Act 1996**” means The Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

“**Depository**” means and includes a company as defined under section 2 (1) (e) of the Depositories Act, 1996.

“**Directors**” means a director appointed to the Board of the Company.

“**Dividend**” includes any interim dividend.

“**Extra-ordinary General Meeting**” means an extraordinary general meeting of the members, duly called and constituted, and any adjourned holding thereof.

“**In writing**” or “**written**” include printing, lithography and other modes of representing or reproducing words in a visible form.

“**Member**” means member as defined under section 2(55) of the Companies Act, 2013

“**Memorandum of Association**” means the memorandum of association of the Company or re-enactment thereof for the time being in force.

“**Office**” means the registered office, for the time being, of the Company.

“**Paid-up Capital**” means paid up capital as defined under section 2(64) of the Act.

“**Participant**” means individual/institutions as defined under Section 2(1)(g) of the Depositories Act, 1996.

“**Promoters**” means persons identified in accordance with the definition ascribed to such term in the Companies Act, 2013 and the regulations prescribed by SEBI.

“**Register of Members**” means the Register of Members to be kept pursuant to the Act, and includes index of beneficial owners mentioned by a Depository.

“**The Registrar**” means, Registrar as defined under section 2(75) of the Companies Act, 2013.

“**Secretary**” means a Company Secretary, within the meaning of clause (c) of sub section (1) of section 2 of Company Secretaries Act, 1980, who is appointed by the Company to perform the functions of the Company Secretary under this Act

“**Seal**” means the common seal, for the time being, of the Company.

“**SEBI**” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

“**SEBI Listing Regulations**” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“**Share**” means a Share in the capital of the Company, and includes stock, except where a distinction between Stock and Shares is express or implied.

“**Ordinary Resolution**” and “**Special Resolution**” shall have the same meaning assigned thereto by the Act.

“**Year**” means a calendar year and “**financial year**” shall have the same meaning as assigned thereto by or under the Companies Act, 2013.

## **B. CONSTRUCTION**

In these Articles (unless the context requires otherwise):

- (i) References to a party shall, where the context permits, include such party’s respective successors, legal heirs and permitted assigns.
- (ii) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.
- (iii) References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-article therein.
- (iv) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.
- (v) Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”.

- (vi) The terms “hereof”, “herein”, “hereto”, “hereunder” or similar expressions used in these Articles mean and refer to these Articles and not to any Article of these Articles, unless expressly stated otherwise.
- (vii) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.
- (viii) A reference to a party being liable to another party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).
- (ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.
- (x) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified.
- (xi) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

#### GENERAL AUTHORITY

**Article 3:** Where the Act requires that the Company cannot undertake any act or exercise any rights or powers or privilege or authority, unless expressly authorised by its Articles, these Articles shall in relation to the Company, be deemed to confer such right, authority or power or privilege and to carry out such transaction as have been permitted by the Act.

#### CAPITAL AND INCREASE AND REDUCTION THEREOF

**Article 4:** The Authorised Share Capital of the Company is such amount, as stated, for the time being, or may be varied, from time to time, under the provisions of the Act, in the Clause V of the Memorandum of Association of the Company, divided into such number, classes and descriptions of Shares and into such denominations, as stated therein, and further with such powers to increase the same or otherwise as stated therein.

**Article 5:** The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

- (i) Equity Share Capital: with voting rights; and/or with differential rights as to dividend, voting or otherwise; and
- (ii) Preference Share Capital.

**Article 6:** The Company, in a general meeting, may, from time to time, increase the capital by the creation of new Shares. Such increase in the capital shall be of such aggregate amount and to be divided into such number of Shares of such respective amounts, as the resolution, so passed in that respect, shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting, resolving upon the creation thereof, shall direct, and, if no direction be given, as the Directors shall determine, and, in particular, such Shares may be issued with a preferential, restricted or qualified right to dividends, and in the distribution of assets of the Company, on winding up, and with or without a right of voting at general meetings of the Company, in conformity with and only in the manner prescribed by the provisions of the Act. Whenever capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the applicable provisions of the Act.

**Article 7:** 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 contained herein with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting or otherwise.

**Article 8:** Subject to the provisions of Section 55 of the Act and the rules made thereunder, the Company shall have the power to issue preference shares, which are liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

**Article 9:** On the issue of Redeemable Preference Shares under the provisions of the preceding Article, the following provisions shall take effect:

- (i) No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption.
- (ii) No such Shares shall be redeemed unless they are fully paid. The period of redemption in case of preference shares shall not exceed the maximum period for redemption provided under Section 55 of the Act;
- (iii) The premium, if any, payable on redemption, must have been provided for, out of the profits of the Company or the Share Premium Account of the Company before, the Shares are redeemed; and
- (iv) Where any such Shares are redeemed otherwise than 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 "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 80 of the Act, apply as if "Capital Redemption Reserve Account" were paid up Share capital of the Company.



**Article 10:** Subject to the provisions of the Act, the Company may issue bonus shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.

**Article 11:** The Company may issue any debentures, debenture-stock or other securities at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of shares shall not be issued except with the sanction of the Company in a general meeting by a special resolution and subject to the provisions of the Act.

**Article 12:** Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable laws.

**Article 13:** Subject to Section 66 of the Companies Act, 2013, the Company may by special resolution, reduce its capital and any Capital Redemption Reserve Account or Other Premium Account, for the time being, in any manner, authorised by law, and, in particular, without prejudice to the generality of the foregoing powers, the 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.

**Article 14:** Subject to the applicable provisions of the Act, the Company, in general meeting, may, from time to time, sub-divide, reclassify or consolidate its Shares or any of them, and the resolution whereby any Share is sub-divided, may determine that, as between the holders of the Shares resulting from such sub-division, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other or others. 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.

**Article 15:** Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the applicable provisions of the Act, be modified, commuted, affected or abrogated, or dealt with by an agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified, in writing, by holders of at least three-fourths in nominal value of the issued Shares of the class or is confirmed by a special resolution passed at a separate general meeting of the holders of Shares of that class and all the provisions hereinafter contained as to general meetings, shall, mutatis mutandis, apply to every such meeting.

## SHARES AND CERTIFICATES

**Article 16:** The Company shall keep or cause to be kept a Register and Index of Members, in accordance with the applicable Sections of the Act. The Company shall be entitled to keep, in any State or Country outside India, a Branch Register of Members, in respect of those residents in that State or Country.

**Article 17:** The Shares, in the capital, shall be numbered progressively according to their several classes and denominations, and, except in the manner hereinabove mentioned, no Share shall be sub-divided. Every forfeited or surrendered Share may continue to bear the number by which the same was originally distinguished with, or as may be otherwise, as may be decided by the Board of Directors or required by any other authority, as may be, for the time being, in force.

**Article 18: Further Issue of Shares**

- (a) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of Shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further Shares on rank pari passu basis either out of the unissued or out of the increased Share capital then, such further Shares issued shall be offered to:
- (a) the persons who at on date specified under the applicable law, are holders of the Equity Shares of the Company, in proportion by sending a letter of offer subject to the conditions set below, as near as circumstances admit, to the capital paid up on those Shares at that date:
- (i) Such offer shall be made by a notice specifying the number of Shares offered and limiting a time not less than fifteen days and not exceeding thirty days from the date of the offer within which the offer if not accepted, will be deemed to have been declined;
- (ii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him in favour of any other person and the notice referred to in sub-clause (i) hereof shall contain a statement of this right provided that the Directors may decline, without assigning any reason to allot any Shares to any person in whose favour any member may, renounce the Shares offered to him;
- (iii) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company; or
- (b) employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to the rules and such other conditions, as may be prescribed under the law
- (b) Notwithstanding anything contained in sub-clause (i) thereof, the further Shares aforesaid may be offered to any persons, if it is authorised by a special resolution, (whether or not those persons include the persons referred to in clause (a) of sub-clause (i) hereof) in any manner either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the compliance with the applicable provisions of Chapter III and any other conditions as may be prescribed in the Act and the rules made thereunder.
- (c) The notice referred to in sub-clause (a) of clause (i) hereof shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least 3 (three) days before the opening of the issue.

(d) Nothing in sub-clause (c) of (i) hereof shall be deemed:

(a) To extend the time within the offer should be accepted; or

(b) To authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the remuneration was first made has declined to take the Shares comprised in the renunciation.

(e) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the Debenture issued or loans raised by the Company to convert such Debenture or loans into Shares in the Company. Provided that the terms of issue of such Debentures or the terms of such loans include a term containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

(f) The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act and other applicable provisions of the Act and rules framed thereunder.

**Article 19: Shares at the disposal of the Board**

Subject to the provisions of Section 62 of the Companies Act, 2013 and the rules made thereunder and these Articles of the Company for the time being, the Shares shall be under the control of the Board 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 or discount, subject to Sections 53 and 54 of the Act, 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 any person or persons the option or right to call for any Shares either at par or premium or discount, subject to Sections 53 and 54 of the Act, 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. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. The Board shall cause to be filed the returns as to allotment as may be prescribed from time to time.

**Article 20:** In addition to and without derogating from the powers for that purpose conferred on the Board under the preceding two Articles, the Company, in general meeting, may determine that any Shares, whether forming part of the original capital or of any increased capital of the Company, shall be offered to such persons, whether or not the members of the Company, in such proportion and on such terms and conditions and, subject to compliance with the provisions of applicable provisions of the Act, either at a premium or at par, as such general meeting shall determine and with full power to give any person, whether a member or not, the option to call for or be allotted Shares of any class of the

Company either, subject to compliance with the applicable provision of the Act, at a premium or at par, such option being exercisable at such times and for such consideration as may be directed by such general meeting, or the Company in general meeting may make any other provision whatsoever for the issue, allotment or disposal of any Shares.

**Article 21:** Any application signed by or on behalf of an applicant for subscription for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles, and every person, who, thus or otherwise, accepts any Shares and whose name is entered on the Register shall, for the purpose of these Articles, be a member.

**Article 22:** 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 immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly, in the manner prescribed by the Board.

**Article 23:** Every member or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his Share or Shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time, in accordance with the Regulations of the Company, require or fix for the payment thereof.

**Article 24:**

- (i) 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 the Directors may from time to time determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within the time specified by the law applicable at the time. Every certificate of shares shall be in the form and manner specified in the Articles and 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 the first named joint holders shall be sufficient delivery to all such holders.
- (ii) Particulars of every Share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.
- (iii) Any two or more joint allottees, in respect of a Share, shall, for the purpose of this Article, be treated as a single member, and the certificate of any Share, which may be subject of joint ownership, may be delivered to the person named first in the order or otherwise even to any one 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 Rupee 50(fifty) per such certificate. In this respect, the Company shall comply with the applicable provisions, for the time being, in force, of the Act.
- (iv) 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 Directors shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

**Article 25:**

- (i) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to receive from any member willing to advance the same, all or any part of the amount of his Shares beyond the sums actually called up and upon the monies so paid in advance or upon so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advances has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall on any Share may carry interest but shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The Provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

- (ii) 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 sub-divided/replaced/on consolidation of Shares".
- (iii) 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, and 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 in accordance with law applicable at the time and 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. 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.

The provision of this Article shall mutatis mutandis apply to debentures of the Company. 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 "DUPLICATE. Issued in lieu of Share Certificate. The word "DUPLICATE" shall be stamped or punched in bold letters across the face of the Share certificate.

- (iv) Where a new Share certificate has been issued in pursuance of clause (i) or clause (iii) of this Article, particulars of every such Share certificate shall be entered in a Register of Renewed and Duplicate Share Certificates, indicating against the names of the person or persons to whom the certificate is issued, the number and date of issue of the Share certificate, in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross reference in the "Remarks" column.

- (v) All blank forms to be issued for issue of Share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively numbered, whether by machine, hand or otherwise, and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary, where there is no Secretary, the Managing Director or Whole time Director, and where there is no such director, the Chairman of the Board, for the time being, or otherwise of such other person, as the Board may appoint for the purpose, and the Secretary, such director, Chairman or such other person shall be responsible for rendering an account of these forms to the Board.
- (vi) The Managing Director of the Company, for the time being, or, if the Company has no Managing Director, every director of the Company shall be severally responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of Share certificates except the blank forms of Share certificates referred to in Clause (vi) of this Article.
- (vii) All books referred to in clause (vii) of this Article shall be preserved in good order permanently, or for such period as may be prescribed by the Act or the Rules made thereunder.

**Article 26:** If any Share stands in the names of two or more persons, the person first named, in the Register, shall, as regards receipt of dividends or bonus or service of notices and all or any matter connected with the Company, except voting at meetings and the transfer of the Shares, be deemed the sole holder thereof but the joint holders of a Share shall be severally as well as jointly liable for the payment of all instalments of calls due in respect of such Share and for all incidents otherwise.

**Article 27:** 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 presents, 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 their sole discretion, to register any Share in the joint names of any two or more persons or the survivor or survivors of them.

**Article 28:** Subject to the provisions of Sections 68 to 70 of the Act 2013 and the rules thereunder, the Company may purchase its own Shares or other specified securities out of free reserves, the securities premium account or the proceeds of issue of any Share or specified securities.

**Article 29:** Subject to the provisions contained in sections 68 to 70 and all applicable provisions of the Act and subject to such approvals, permissions, consents and sanctions from the concerned authorities and departments, including the SEBI, Registrar and the Reserve Bank of India, if any, the Company may, by passing a special resolution at a general meeting, purchase its own Shares or other specified securities (hereinafter referred to as 'buy-back') from its existing Shareholders on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots), and/or the securities issued to the employees of the Company pursuant to a scheme of stock options or sweat Equity, from out of its free reserves or out of the securities premium account of the Company or out of the proceeds of any issue made by the Company specifically for the purpose, on such terms, conditions and in such manner as may be prescribed by law from time to time; provided that the aggregate of the securities so bought back shall not exceed such number as may be prescribed under the Act or Rules made from time to time.

## COMMISSION AND BROKERAGE

**Article 30:** Subject to the provisions of Section 40 of the Act 2013 and the rules thereof, 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 in or Debentures of the Company or procuring or agreeing to procure the subscribers, whether absolutely or conditional, for any Shares in or Debentures of the Company, but so that the rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act, and such commission may be satisfied in any such manner, including the allotment of the fully or partly paid up Shares or Debentures, as the case may be, as the Board thinks fit and proper.

**Article 31:** Subject to the provisions of the Act, the Company may pay a reasonable sum for brokerage.

## CALLS

**Article 32:** 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 only at a duly constituted meeting of the Board, make such call, as it thinks fit, upon the members in respect of all moneys unpaid on the Shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by instalments.

**Article 33:** Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

**Article 34:** At least fourteen 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 be paid.

**Article 35:** A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board.

**Article 36:** 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 whom owing to their residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.

**Article 37:** A call may be revoked or postponed at the discretion of Board.

**Article 38:** All calls shall be made on a uniform basis on all shares falling under the same class.

**Article 39:** The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

**Article 40:** If any members 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, but nothing in this Article shall render it obligatory for the Board to demand or

recover any interest from any such member, the Board shall be at liberty to waive payment of any such interest wholly or in part.

**Article 41:** Any sum, which, by the terms of issue of a Share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and, in the case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply, as if such sum had become payable by virtue of a call duly made and notified.

**Article 42:** On the trial or hearing of any action or suit brought by the Company against any member or his representative for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the member, in respect of whose Shares the money is sought to be recovered, appears or is 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 Shares in respect of which money is sought to be recovered, and that the resolution making the call is duly recorded in the minute book, and that notice, of which call, was duly given to the member or his representatives and used in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, and not that a quorum of Directors was present at the meeting of the Board at which any call was made, and nor that the meeting, at which any call was made, has duly been convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

**Article 43:** Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his Shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.

**Article 44:**

- (i) The Board may, if it thinks fit, agree to and 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 agrees upon, subject to the provisions of the Act. 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 3 (Three) months' notice, in writing, provided that moneys paid, in advance of calls, on any Shares may carry interest but shall not confer a right to dividend or to participate in profits.
- (ii) 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 any calls on debentures of the Company.



## LIEN

### Article 45:

- (i) 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 Shares 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 all 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.
- (ii) Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

**Article 46:** For the purpose of enforcing such lien, the Board may sell the Shares, subject thereto, in such manner, as it shall think fit, and, for that purpose, may cause to be issued a duplicate certificate in respect of such Shares, and may authorise one of their members to execute a transfer thereof, on behalf of and in the name of such manner. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, provided that no sale shall be made (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

**Article 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 a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the persons entitled to the Shares at the date of the sale.

**Article 48:** A member shall exercise any voting rights in respect of the shares in regard to which the Company has exercised the right of Lien.

## FORFEITURE OF SHARES

**Article 49:** If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

**Article 50:** The notice shall name a day, not being less than 14 (Fourteen) days from the date of the notice, and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state, that, in the event of the non-payment at or before

the time and at the place appointed, the Shares, in respect of which the call was made or instalment is payable, will be liable to be forfeited.

**Article 51:** 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, before payment of all calls or instalments, interest and expenses, as may be due in respect thereof, be forfeited by a resolution of the Board to that effect. Subject to the provisions of the Act, such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.

**Article 52:** When any Share shall have been so forfeited, notice of the forfeiture shall be given to the member, in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof, shall, forthwith, be made in the Register of Members. But no forfeiture shall be, in any manner, invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

**Article 53:** Any Share, 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 shall think fit.

**Article 54:** 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, instalments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereof, until payment, at such rate, as the Board may determine, and the Board may enforce the payment thereof, if it thinks fit.

**Article 55:** The forfeiture of a Share shall involve extinction, at the time of the forfeiture, of all interests in and all claims and demands against the Company, in respect of such Share and all other rights, incidental to the Share, except only such of those rights as by these presents are expressly saved.

**Article 56:** A declaration, in writing, that the declarant is a director or Secretary of the Company and that a Share in the Company has duly been 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.

**Article 57:** 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, in respect of the Shares sold, and the purchaser 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, 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 exclusively against the Company and no one else.

**Article 58:** Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued, in respect of the relative Shares, shall, unless the same shall, on demand by the Company, have been previously surrendered to it by the defaulting member,

stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates, in respect of the said Shares, to the person or persons entitled thereto.

## **TRANSFER AND TRANSMISSION OF SHARES**

**Article 59:** The Company shall keep the “Register of Transfers” and therein shall fairly and distinctly enter particulars of every transfer or transmission of any Share.

**Article 60:** No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. A common form of transfer shall be used. Every instrument of transfer shall be in writing and all provisions of the Act, the rules and applicable laws shall be duly complied with. The instrument shall also be duly stamped, under the relevant provisions of the Law, for the time being, in force, and shall be signed by or on behalf of the transferor and the transferee, and in the case of a Share held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint holders or by all such joint transferees, as the case may be, and the transferor or the transferors, as the case may be, shall be deemed to remain the holder or holders of such Share, until the name or names of the transferee or the transferees, as the case may be, is or are entered in the Register of Members in respect thereof. Several executors or administrators of a deceased member, proposing to transfer the Share registered in the name of such deceased member, or the nominee or nominees earlier appointed by the said deceased holder of Shares, in pursuance of the Article 88, shall also sign the instrument of transfer in respect of the Share, as if they were the joint holders of the Share.

**Article 61:** Shares in the Company may be transferred by an instrument, in writing, in the form, as shall, from time to time, be approved by the Directors provided that, if so required by the provisions of the Act, such instrument of Transfer shall be in the form prescribed thereunder and shall be duly stamped and delivered to the Company within the prescribed period. All the provisions of Section 56 of the Act, 2013 shall be duly complied with in respect of all transfers of Shares and registration thereof.

**Article 62:** The Board shall have power, on giving 7 (Seven) days’ previous notice, by advertisement in some newspaper circulating in the district in which the Registered Office of the Company is, for the time being, situated, to close the transfer books, the Register of Members of Register of Debenture holders, at such time or times and for such periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as it may seem expedient.

**Article 63:** Subject to the provisions of Section 58 and 59 of the Companies Act 2013, these Articles and any other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse, whether in pursuance of any power of the Company under these Articles or otherwise, to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a member in, or Debentures of the Company. The Company shall within the time required under the law applicable at that time send to the transferee and transferor or to the person giving intimation of such transmission, as the case may be, notice of the refusal to register such transfer, giving reasons for such refusal provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the Shares.

**Article 64:** An application for the registration of a transfer of Shares in the Company may be made either by the transferor or the transferee. Where such application is made by a transferor and relates to partly paid Shares, the Company shall give notice of the application to the transferee. The transferee may, within two weeks from the date of the receipt of the notice and not later, object to the proposed transfer. The notice to the transferee shall be deemed to have been duly given, if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered at the time when it would have been delivered in the ordinary course of post.

**Article 65:** In the case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him jointly with any other person.

**Article 66:** Subject to the provisions of Article 87 hereunder, the executors or administrators or holders of a such Succession Certificate or the legal representative of a deceased member, not being one of two or more joint holders, shall be the only persons recognised by the Company as having any title to the Shares registered in the name of such member, and the Company shall not be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representatives, unless such executors or administrators or legal representatives 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 cases, the Board may dispense with production of probate or letters of Administration or Succession Certificate upon such terms as to indemnify or otherwise, as the Board, in its absolute discretion, may think necessary, in the circumstances thereof, and, in pursuance of the Article 61 herein under, register the name of any person, who claims to be absolutely entitled to the Shares standing in the name of a deceased member, as a member.

**Article 67:** No Share shall, in any circumstances, be transferred to any infant, insolvent or person of unsound mind, and that no Share, partly paid up, be issued, allotted or transferred to any minor, whether alone or along with other transferees or allottees, as the case may be.

**Article 68:** So long as the director having unlimited liability has not discharged all liabilities, whether present or future, in respect of the period for which he is and continues to be, so long, liable, he shall not be entitled to transfer the Shares held by him or cease to be a member of the Stock Exchange(s) to the end and intent that he shall continue to hold such minimum number of Shares as were held by him prior to his becoming a director with unlimited liability.

**Article 69:** Subject to the provisions of Articles 64, 65 and 87 hereof, any person becoming entitled to Shares in consequences of the death, lunacy, bankruptcy or insolvency or any member, or the marriage of any female member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Board, which it 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 the Article or of his title, as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person, nominated by him and approved by the Board, registered as such person, provided, nevertheless, that if such person shall elect to have his nominee registered, he shall

testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein to in these Articles as “The Transmission Article”.

**Article 70:** Subject to the provisions of the Act, a person entitled to a Share by transmission shall, subject to the right of the Directors to retain such dividend or money as hereinafter provided, be entitled to receive and may be given a discharge for, any dividends or other moneys payable in respect of the Share.

**Article 71:** No fees shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar document.

**Article 72:** The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof, as shown or appearing in the Register of Members, to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting of such transfer, and may have entered such notice, referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

#### **DEMATERIALISATION OF SECURITIES**

**Article 73:** Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and offer such shares, debentures and other securities in a dematerialised form pursuant to the Depositories Act 1996.

**Article 74:** Notwithstanding anything contained in the Articles, and subject to the provisions of the law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialise the shares, which are in dematerialised form.

**Article 75:** Every Person subscribing to the shares offered by the Company shall have the option to receive share certificates or to hold the shares with a Depository. Where Person opts to hold any share with the Depository, the Company shall intimate such Depository of details of allotment of the shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such shares. Such a Person who is the beneficial owner of the shares can at any time opt out of a Depository, if permitted by the law, in respect of any shares in the manner provided by the Depositories Act 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of shares. In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act 1996 shall apply.

**Article 76:** If a Person opts to hold his shares with a Depository, the Company shall intimate such Depository the details of allotment of the shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the shares.

**Article 77:** All shares held by a Depository shall be dematerialised and shall be in a fungible form.

(a) Notwithstanding anything to the contrary contained in the Act or the Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of shares on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the Depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of shares held by it.

**Article 78:** Every person holding shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such shares and shall also be deemed to be a shareholder of the Company. The beneficial owner of the shares shall be entitled to all the liabilities in respect of his shares which are held by a Depository. The Company shall be further entitled to maintain a register of members with the details of members holding shares both in material and dematerialised form in any medium as permitted by law including any form of electronic medium.

**Article 79:** Notwithstanding anything in the Act or the Articles to the contrary, where shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by law from time to time.

**Article 80:** Nothing contained in the Act or the Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

## CONVERSION OF SHARES INTO STOCK AND RECONVERSION

**Article 81:** The Company, by resolution in general meeting, may convert any paid-up Shares into stock, or may, at any time, reconvert any stock into paid up Shares of any denomination. When any Shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interest, in the same manner and, subject to the same regulations as to which Shares in the Company may be transferred or as near thereto as circumstances will admit. But the Directors may, from time to time, if they think fit, fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but with full power nevertheless, at their discretion, to waive such rules in any particular case. The notice of such conversion of Shares into stock or reconversion of stock into Shares shall be filed with the Registrar of Companies as provided in the Act.

**Article 82:** The Stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and, for other purposes, as would have been conferred by Shares of equal amount in the capital of the Company of the same class as the Shares from which such stock was converted but no such privilege or advantage, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part or, consolidated stock as would not, if existing in Shares,

have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privilege attached to the Shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to Shares and the words “Share” and “Shareholder” in these presents shall include “stock” and “stock-holder”.

**Article 83:** The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock, and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, under the Seal of the Company, a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein.

- (i) fact of the issue of the warrant.
- (ii) a statement of the Shares or stock included in the warrant distinguishing each Share by its number, and
- (iii) the date of the issue of the warrant.

**Article 84:** A Share warrant shall entitle the bearer to the Shares or stock included in it, and, notwithstanding anything contained in these articles, the Shares or stock shall be transferred by the delivery of the Share-warrant, and the provisions of the regulations of the Company with respect to transfer and transmission of Shares shall not apply thereto.

**Article 85:** The bearer of a Share-warrant shall, on surrender of the warrant to the Company for cancellation, and on payment of such fees, as the Directors may, from time to time, prescribe, be entitled, subject to the discretion of the Directors, to have his name entered as a member in the Register of Members in respect of the Shares or stock included in the warrant.

**Article 86:** The bearer of a Share-warrant shall not be considered to be a member of the Company and accordingly save as herein otherwise expressly provided, no person shall, as the bearer of Share-warrant, 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 of meetings or otherwise, or qualified in respect of the Shares or stock specified in the warrant for being a director of the Company, or have or exercise any other rights of a member of the Company.

**Article 87:** The Directors may, from time to time, make rules as to the terms on which, if they shall think fit, a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss, or destruction.

## NOMINATION BY SECURITY HOLDER

### Article 88:

- (i) Every holder of Securities in the Company may, at any time, nominate, in the prescribed manner, a person to whom his Securities in the Company, shall vest in the event of his death.
- (ii) Where the Securities in the Company are held by more than one person jointly, the joint-holders may together nominate, in the prescribed manner, a person to whom all the rights in the Securities in the Company shall vest in the event of death of all joint holders.
- (iii) Notwithstanding anything contained in these Articles or any other law, for the time being, in force, or in any disposition, whether testamentary or otherwise, in respect of such Securities in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Securities in the Company, the nominee shall, on the death of the Shareholders of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Securities of the Company or, as the case may be, all the joint holders, in relation to such securities in the Company, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
- (iv) In the case of fully paid up Securities in the Company, where the nominee is a minor, it shall be lawful for the holder of the Securities, to make the nomination to appoint in the prescribed manner any person, being a guardian, to become entitled to Securities in the Company, in the event of his death, during the minority.

### Article 89:

- (i) Any person who becomes a nominee by virtue of the provisions of the preceding Article, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either –
  - (a) to be registered himself as holder of the Share(s); or
  - (b) to make such transfer of the Share(s) as the deceased Shareholder could have made.
- (ii) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share(s), himself, 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 shareholder.
- (iii) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of Securities shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer has been signed by that Shareholder.
- (iv) A person, being a nominee, becoming entitled to a Share by reason of the death of the holder, shall be entitled to the same dividends and other advantages which he would be entitled if he were the registered holder of the Share except that he shall not, before being registered a member in respect



of his Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided 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(s) 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 in respect of the Share(s) or until the requirements of the notice have been complied with.

## MEETING OF MEMBERS

### Article 90:

- (i) The Company shall, in each year, hold a general meeting as its Annual General Meeting. Any meeting, other than Annual General Meeting, shall be called Extra-ordinary General Meeting.
- (ii) Not more than 15 (Fifteen) months or such other period, as may be prescribed, from time to time, under the Act, shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend time within which any Annual General Meeting may be held.
- (iii) Every Annual General Meeting shall be called for a time during business hours i.e., between 9 a.m. and 6 p.m., on a day that is not a National Holiday, and shall be held at the Office of the Company or at some other place within the city, in which the Office of the Company is situated, as the Board may think fit and determine and the notices calling the Meeting shall specify it as the Annual General Meeting.
- (iv) Every member of the Company shall be entitled to attend, either in person or by proxy, and by way of a postal ballot whenever and in the manner as may permitted or prescribed under the provisions of the Act, and the Auditors to the Company, who shall have a right to attend and to be heard, at any general meeting which he attends, on any part of the business, which concerns him as the Auditors to the Company, further, the Directors, for the time being, of the Company shall have a right to attend and to be heard, at any general meeting, on any part of the business, which concerns them as the Directors of the Company or generally the management of the Company.
- (v) At every Annual General Meeting of the Company, there shall be laid, on the table, the Directors' Report and Audited Statements of Account, Auditors' Report, the proxy Register with forms of proxies, as received by the Company, and the Register of Directors' Share holdings, which Register shall remain open and accessible during the continuance of the meeting, and therefore in terms of the provisions of Section 96 of the Act, the Annual General Meeting shall be held within six months after the expiry of such financial year. The Board of Directors shall prepare the Annual List of Members, Summary of the Share Capital, Balance Sheet and Profit and Loss Account and forward the same to the Registrar in accordance with the applicable provisions of the Act.

**Article 91:** The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and it shall do so upon a requisition, in writing, by any member or members holding, in aggregate not less than one-tenth or such other proportion or value, as may be prescribed, from time to time, under the Act, of

such of the paid-up capital as at that date carries the right of voting in regard to the matter, in respect of which the requisition has been made.

**Article 92:** Any valid requisition so made by the members must state the object or objects of the meeting proposed to be called, and must be signed by the requisites and be deposited at the office, provided that such requisition may consist of several documents, in like form, each of which has been signed by one or more requisites.

**Article 93:** Upon receipt of any such requisition, the Board shall forthwith call an Extra-ordinary General Meeting and if they do not proceed within 21 (Twenty-one) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of the requisition, being deposited at the office, to cause a meeting to be called on a day not later than 45 (Forty-five) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of deposit of the requisition, the requisites, or such of their number as represent either a majority in value of the paid up Share capital held by all of them or not less than one-tenth of such of the paid up Share Capital of the Company as is referred to in Section 100(4) of the Act, whichever is less, may themselves call the meeting, but, in either case, any meeting so called shall be held within 3 (Three) months or such other period, as may be prescribed, from time to time, under the Act, from the date of the delivery of the requisition as aforesaid.

**Article 94:** Any meeting called under the foregoing Articles by the requisites shall be called in the same manner, as nearly as possible as that in which such meetings are to be called by the Board.

**Article 95:** At least 21 (Twenty-one) days' notice, of every general meeting, Annual or Extra-ordinary, and by whomsoever called, specifying the day, date, place and hour of meeting, and the general nature of the business to be transacted there at, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company, provided that in the case of an General Meeting, with the consent of members holding not less than 95 per cent of such part of the paid up Share Capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting of the Shareholders of the Company, if any business other than

- (i) the consideration of the Accounts, Balance Sheet and Reports of the Board and the Auditors thereon
- (ii) the declaration of dividend,
- (iii) appointment of directors in place of those retiring,
- (iv) the appointment of, and fixing the remuneration of, the Auditors,

is to be transacted, and in the case of any other meeting, in respect of any item of business, a statement setting out all material facts concerning each such item of business, including, in particular, the nature and extent of the interest, if any, therein of every director and manager, if any, where any such item of special business relates to, or affects any other company, the extent of shareholding interest in that other company or every director and manager, if any, of the Company shall also be set out in the statement if the extent of such Share-holding interest is not less than such percent, as may be prescribed, from time to time, under the Act, of the paid-up Share Capital of that other Company.

Where any item of business consists of the according of approval of the members to any document at the meeting, the time and place, where such document can be inspected, shall be specified in the statement aforesaid.

**Article 96:** The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof shall not invalidate any resolution passed at any such meeting.

**Article 97:** No general meeting, whether annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.

**Article 98:** Subject to the provisions of the Act and these Articles, five(5) shareholders shall constitute quorum in Shareholders' Meetings of the Company if number of shareholders as on date of meeting is not more than One Thousand; Fifteen (15) shareholders shall constitute quorum in Shareholders' Meetings of the Company if number of shareholders as on date of meeting is more than One Thousand but not more than Five Thousand; Thirty (30) shareholders shall constitute quorum in Shareholders' Meetings of the Company if number of shareholders as on date of meeting exceeds five thousand.

**Article 99:** A body corporate, being a member, shall be deemed to be personally present, if it is represented in accordance with and in the manner as may be prescribed by, the applicable provisions of the Act.

**Article 100:** If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, then the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, it shall stand adjourned to such time on the following day or such other day and to such place, as the Board may determine, and, if no such time and place be determined, to the same day in the next week, at the same time and place in the city or town in which the office of the Company is, for the time being, situate, as the Board may determine, and, if at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

**Article 101:** The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, whether annual or Extra-ordinary. If there be no such Chairman, or, if, at any meeting, he shall not be present within 15 (Fifteen) minutes of the time appointed for holding such meeting, then the members present shall elect another director as the Chairman of that meeting, and, if no director be present, or if all the Directors present decline to take the Chair, then the members present shall elect one among them to be the Chairman.

**Article 102:** No business shall be discussed at any general meeting, except the election of a Chairman, whilst the Chair is vacant.

**Article 103:** The Chairman, with the consent of the meeting, may adjourn any meeting, from time to time, and from place to place, in the city or town, in which the office of the Company is, for the time being, situate, but no business shall be transacted at any adjourned meeting, other than the business left unfinished, at the meeting, from which the adjournment took place.

**Article 104:** In the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, if any, have a casting vote in addition to the vote of votes, if any, to which he may be entitled as a member if he is.

**Article 105:** If a poll is demanded as aforesaid, the same shall, subject to Article 108 hereunder, be taken at Mumbai or, if not desired, then at such other place as may be decided by the Board, at such time not later than 48 (Forty-eight) hours from the time when the demand was made and place in the city or town in which the office of the Company is, for the time being, situate, and, either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons, who made the demand.

**Article 106:** Where a poll is to be taken, the Chairman of the meeting shall appoint one or, at his discretion, two scrutiners, who may or may not be members of the Company to scrutinise the votes given on the poll and to report thereon to him, subject to that one of the scrutiners so appointed shall always be a member, not being an officer or employee of the Company, present at the meeting, provided that such a member is available and willing to be appointed. The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutiner from office and fill the vacancy so caused in the office of a scrutiner arising from such removal or from any other cause.

**Article 107:** Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment of the meeting shall be taken forthwith at the same meeting.

**Article 108:** The demand for a poll, except on questions of the election of the Chairman and of an adjournment thereof, 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.

#### **VOTES OF MEMBERS**

**Article 109:** 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 or upon a poll 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, or has exercised, any right of lien.

**Article 110:** Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions so 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, speak and 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 be present at any meeting of the Company, subject to the provision of section 47, he shall have a right to vote only on resolutions, placed before the meeting, which directly affect the rights attached to his Preference Shares.

**Article 111:** 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.

**Article 112:** A member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian; and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote, in respect of his Share or Shares, be used by his guardian, or any one of his guardians, if more than one, to be selected, in the case of dispute, by the Chairman of the meeting.

**Article 113:** If there be joint registered holders of any Shares, any one of such persons may vote at any meeting or may appoint another person, whether a member or not, as his proxy, in respect of such Shares, as if he were solely entitled thereto, but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint holders be present at any meeting, then one of the said persons so present, whose name stands higher on the Register, shall alone be entitled to speak and to vote in respect of such Shares, but the other of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name Shares stand shall, for the purpose of these Articles, be deemed joint holders thereof.

**Article 114:** Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate, being a member, may vote either by a proxy or by a representative, duly authorised, in accordance with the applicable provisions, if any, of the Act, and such representative shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate, which he represents, as that body corporate could exercise, if it were an individual member.

**Article 115:** Any person entitled, under the Article 61 hereinabove, 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 forty-eight hours at least 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 indemnity, if any, as the Directors may require or the Directors shall have provisionally admitted his right to vote at such meeting in respect thereof.

**Article 116:** Every proxy, whether a member or not, shall be appointed, in writing, under the hand of the appointer or his attorney, or if such appointer is a body corporate under the common seal of such corporate, or be signed by an officer or officers or any attorney duly authorised by it or them, and, for a member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, any committee or guardian may appoint such proxy. The proxy so appointed shall not have a right to speak on any matter at the meeting.

**Article 117:** An instrument of Proxy may state the appointment of a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

**Article 118:** A member, present by proxy, shall be entitled to vote only on a poll.

**Article 119:** The instrument appointing a proxy and a Power of Attorney or other authority, if any, under which it is signed or a notarised certified copy of that power of authority, shall be deposited at the Office not later than 48 (Forty-eight) hours before the time for holding the meeting at which the person named in the Instrument proposes to vote, and, in default, the Instrument of Proxy shall not be treated as valid. No instrument appointing a proxy shall be a valid after the expiration of 12 (Twelve) months or such other period as may be prescribed under the Laws, for the time being, in force, or if there shall be no law, then as may be decided by the Directors, from the date of its execution.

**Article 120:** Every Instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances thereto will admit, be in any of the forms as may be prescribed from time to time.

**Article 121:** A vote, given in accordance with the terms of an Instrument of Proxy, shall be valid notwithstanding the previous death of insanity of the principal, or revocation of the proxy or of any power of Attorney under which such proxy was 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.

**Article 122:** No objections shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, or not disallowed at such meeting or on a poll, shall be deemed as valid for all purposes of such meeting or a poll whatsoever.

**Article 123:** The Chairman, present at the time of taking of a poll, shall be the sole judge of the validity of every vote tendered at such poll.

**Article 124:**

- (i) The Company shall cause minutes of all proceeding of every general meeting to be kept by making, within 30 (Thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept, whether manually in the registers or by way of loose leaves bound together, as may be decided by the Board of Directors, for that purpose with their pages consecutively numbered.
- (ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a director duly authorised by the Board for that purpose.
- (iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings there at.
- (v) All appointments made at any meeting aforesaid shall be included in the minutes of the meeting.
- (vi) Nothing herein contained shall require or to be deemed to require the inclusion, in any such minutes, of any matter, which, in the opinion of the Chairman of the meeting, (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the

meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

- (vii) Any such minutes shall be conclusive evidence of the proceedings recorded therein.
- (viii) The book containing the minutes of proceedings of general meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than 2 (Two) hours, in each day, as the Directors determine, to the inspection of any member without charge.
- (ix) The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.

## DIRECTORS

**Article 125:** Until otherwise determined by a general meeting of the Company and, subject to the applicable provisions of the Act, the number of Directors) shall not be less than three nor more than fifteen, provided that the Company may appoint more than fifteen directors after passing a special resolution. The Company shall have at the minimum such number of independent Directors on the Board of the Company, as may be required in terms of the provisions of applicable law. In addition, not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations.

First Directors Name of the Company:

1. Mr. Hoshang Bomanshah Bengali
2. Mr. Kamal Kant Biswanath Choudhury

### Article 126:

- (i) Whenever, Directors enter into a contract with any Government, whether central, state or local, bank or financial institution or any person or persons (hereinafter referred to as “**the appointer**”) for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever or in case of Promoters of the Company (hereinafter referred as “**Promoters**”), the Directors shall have, subject to the provisions of Section 152 and other applicable provisions, if any, of the Act, the power to agree that such appointer or Promoters shall have the right to appoint or nominate by a notice, in writing, addressed to the Company, one or more Directors on the Board (hereinafter referred to as “**Special Director**”) for such period and upon such terms and conditions, as may be mentioned in the agreement if any, and that such Director or Directors may or may not be liable to retire by rotation, nor be required to hold any qualification Shares. The Directors may also agree that any such Director or Directors may be removed, from time to time, by the appointer or Promoter, entitled to appoint or nominate them and the appointer or Promoter may appoint another or others in his or their place and also fill in vacancy, which may occur as a result of any such director or directors ceasing to hold that office for any reasons whatsoever. The Directors, appointed or nominated under this Article, shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the directors of the Company including payment of remuneration, sitting fees and travelling expenses to such director or directors, as may be agreed by the Company with the appointer.

- (ii) The Company shall have such number of Independent Directors on the Board or Committees of the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI Listing Regulations or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.
- (iii) The Special Directors, appointed under the preceding Article, shall be entitled to hold Office until required by the Government, person, firm, body corporate promoters or financial institution/s who may have appointed them. A Special Director shall not be required to hold any qualification Share(s) in the Company. As and when a Special Director vacates Office, whether upon request as aforesaid or by death, resignation or otherwise, the Government, person, firm or body corporate promoters or financial institution, who appointed such Special Director, may appoint another director in his place. Every nomination, appointment or removal of a Special Director or other notification, under this Article, shall be in writing and shall, in the case of the Government, be under the hand of a Secretary or some other responsible and authorised official to such Government, and in the case of a company or financial institution, under the hand of director of such company or institution duly authorised in that behalf by a resolution of the Board of Directors. Subject as aforesaid, a Special Director shall be entitled to the same rights and privileges and be subject to the same of obligations as any other director of the Company.

**Article 127:** If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any person or persons shall have power to nominate a director of the Company, then in the case of any and every such issue of Debentures, the person or persons having such power may exercise such power, from time to time, and appoint a director accordingly. Any director so appointed is hereinafter referred to as “the Debenture Director”. A Debenture Director may be removed from Office, at any time, by the person or persons in whom, for the time being, is vested the power, under which he was appointed, and another director may be appointed in his place. A Debenture Director shall not be required to hold any qualification Share(s) in the Company.

**Article 128:** Subject to the provisions of section 161(2) of the Act, 2013, 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 3 (Three) months or such other period as may be, from time to time, prescribed under the Act, from India, in which the meetings of Board are ordinarily held. An alternate director appointed, under this Article, shall not hold Office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate Office, if and when the Original Director returns to that State. If the term of Office of the Original Director is determined before he so returns to that State, any provisions in the Act or in these Articles for the automatic re-appointment of a retiring director, in default of another appointment, shall apply to the original director and not to the alternate director.

**Article 129:** Subject to the provisions of section 161(1) of the Act, 2013, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not, at any time, exceed the maximum fixed under these Articles. Any such Additional Director shall hold Office only upto the date of the next Annual General Meeting.



**Article 130:** Subject to the provisions of section 152 and 162 of the Act, 2013, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be a director to fill a casual vacancy. Any person so appointed shall hold Office only 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.

**Article 131:** A director shall not be required to hold any qualification Share(s) in the Company.

**Article 132:**

- (i) Subject to the provisions of section 196, 197 and read with schedule V of the Companies Act, 2013 and other provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Director who is in the Whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, or in any other manner, as may be, from time to time, permitted under the Act or as may be thought fit and proper by the Board or, if prescribed under the Act, by the Company in general meeting.
- (ii) Subject generally to the provisions of the Act, and, in the case of the Managing Director, subject to the provisions of the Articles herein below, as may be applicable, the Board shall have power to pay such remuneration to a director for his services, Whole-time or otherwise, rendered to the Company or for services of professional or other nature rendered by him, as may be determined by the Board. If any director, being willing, shall be called upon to perform extra services or make any special exception in going to or residing at a place other than the place where the director usually resides, or otherwise in or for the Company's business or for any of the purpose of the Company, then, subject to the provisions of the Act, the Board shall have power to pay to such director such remuneration, as may be determined by the Board.
- (iii) Subject to the provisions of the Act, a director, who is neither in the Whole-time employment nor a Managing Director, may be paid remuneration either;
  - (a) by way of monthly, quarterly or annual payment with the approval of the Central Government;  
or
  - (b) by way of commission, if the Company, by a special resolution, authorises such payment.
- (iv) The fee payable to a director, excluding a Managing or Whole time Director, if any, for attending a meeting of the Board or Committee thereof shall be such sum, as the Board may, from time to time, determine, but within and subject to the limit prescribed by the Central Government pursuant to the provisions, for the time being, under the Act.

**Article 133:** The Board may allow and pay to any director such sum, as the Board may consider fair compensation, for travelling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any director be called upon to go or reside out of the ordinary place of his residence for the Company's business, he shall be entitled to be repaid and reimbursed of any travelling or other expenses incurred in connection with business of the Company. The Board may also permit the use of the Company's car or other vehicle, telephone(s) or any such other facility, by the director, only for the business of the Company.

**Article 134:** The continuing Directors may act, notwithstanding, any vacancy in their body but if, and so long as their number is not reduced below the minimum number fixed by Article 111 hereof. The continuing Directors, not being less than two, may only act, for the purpose of increasing the number of Directors to that prescribed minimum number or of summoning a general meeting but for no other purpose.

**Article 135:** The office of director shall be vacated, pursuant to the provisions of section 164 and section 167 of the Companies Act, 2013. Further, the Director may resign his office by giving notice to the Company pursuant to section 168 of the Companies Act, 2013

**Article 136:** The Company shall keep a Register, in accordance with Section 189(1) of the Act, and within the time as may be prescribed, enter therein such of the particulars, as may be relevant having regard to the application thereto of Section 184 or Section 188 of the Act, as the case may be. The Register aforesaid shall also specify, in relation to each director of the Company, names of the bodies corporate and firms of which notice has been given by him, under the preceding two Articles. The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and the extracts may be taken there from and copies thereof may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 189(3) of the Act shall apply accordingly.

**Article 137:** A director may be or become a director of any other Company promoted by the Company or in which it may be interested as a vendor, Shareholder or otherwise, and no such director shall be accountable for any benefits received as director or Shareholder of such Company except in so far as the provisions of the Act may be applicable.

**Article 138:**

- (i) At every Annual General Meeting of the Company, one-third of such of the Directors, for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from Office. The Independent, Nominee, Special and Debenture Directors, if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of directors to retire, subject to Section 152 and other applicable provisions, if any, of the Act.
- (ii) Subject to Section 152 of the Act, the directors, liable to retire by rotation, at every annual general meeting, shall be those, who have been longest in Office since their last appointment, but as between the persons, who became Directors on the same day, and those who are liable to retire by rotation, shall, in default of and subject to any agreement among themselves, be determined by lot.

**Article 139:** A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires.

**Article 140:** Subject to Section 152 of the Act, the Company, at the general meeting at which a director retires in manner aforesaid, may fill up the vacated Office by electing a person thereto.

**Article 141:**

- (i) If the place of retiring director is not so filled up and further the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day, which is not a public holiday, at the same time and place.
  
- (ii) If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meetings, unless:
  - (a) at that meeting or at the previous meeting, resolution for the re-appointment of such director has been put to the meeting and lost;
  - (b) the retiring director has, by a notice, in writing, addressed to the Company or its Board, expressed his unwillingness to be so re-appointed;
  - (c) he is not qualified, or is disqualified, for appointment.
  - (d) a resolution, whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or
  - (e) Section 162 of the Act is applicable to the case.

**Article 142:** Subject to the provisions of Section 149 of the Act, the Company may, by special resolution, from time to time, increase or reduce the number of directors, and may alter their qualifications and the Company may, subject to the provisions of Section 169 of the Act, remove any director before the expiration of his period of Office and appoint another qualified person in his stead. The person so appointed shall hold Office during such time as the director, in whose place he is appointed, would have held, had he not been removed.

**Article 143:**

- (i) No person, not being a retiring director, shall be eligible for appointment to the office of director at any general meeting unless he or some member, intending to propose him, has, not less than 14 (Fourteen) days or such other period, as may be prescribed, from time to time, under the Act, before the meeting, left at the Office of the Company, a notice, in writing, under his hand, signifying his candidature for the Office of director or an intention of such member to propose him as a candidate for that office, along with a deposit of Rupees One lakh or such other amount as may be prescribed, from time to time, under the Act, which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.
  
- (ii) Every person, other than a director retiring by rotation or otherwise or a person who has left at the Office of the Company a notice under Section 160 of the Act signifying his candidature for the Office of a director, proposed as a candidate for the Office of a director shall sign and file with the Company, the consent, in writing, to act as a director, if appointed.
  
- (iii) A person, other than a director re-appointed after retirement by rotation immediately on the expiry of his term of Office, or an Additional or Alternate Director, or a person filling a casual vacancy in the Office of a director under Section 161 of the Act, appointed as a director or reappointed as a

director immediately on the expiry of his term of Office, shall not act as a director of the Company, unless he has, within thirty days of his appointment, signed and filed with the Registrar his consent, in writing, to act as such director.

**Article 144:** The Company shall keep at its Office a Register containing the particulars of its directors and key managerial personnel and their shareholding as mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects.

**Article 145:** Every director and Key Managerial Personnel within a period of thirty days of his appointment, or relinquishment of his office, as the case may be, disclose to the company the particulars specified in sub-section (1) of section 184 relating to his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association which are required to be included in the register under that section 189 of the Companies Act, 2013.

### **MANAGING DIRECTOR**

**Article 146:**

- (i) Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint, from time to time, any of its member as a Managing Director or Managing Directors of the Company for a fixed term, not exceeding 5 (Five) years at a time, and upon such remuneration and terms and conditions as the Board thinks fit, and subject to the provisions of any contract between him and the Company, remove or dismiss him from office and appoint another in his place and subject to the provisions of the succeeding Article hereof, the Board may, by resolution, vest in such Managing Director or Managing Directors such of the powers hereby vested in the Board generally, as it thinks fit, and such powers may be made exercisable for such period or periods; and upon such conditions and subject to such restrictions, as it may determine. The remuneration of a Managing Director may be by way of salary and/or allowances, commission or participation in profits or perquisites of any kind, nature or description, or by any or all of these modes, or by any other mode(s) not expressly prohibited by the Act or the Rules made thereunder, or any notification or circular issued under the Act.

**Article 147:** Subject to the superintendence, directions and control of the Board, the Managing Director or Managing Directors shall exercise the powers, except to the extent mentioned in the matters, in respect of which resolutions are required to be passed only at the meeting of the Board, under Section 179 of the Act and the rules made thereunder

### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

**Article 148:** Unless decided by the Board to the contrary, depending upon the circumstances of the case, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Article 124 hereof. If he ceases to hold the office of director, he shall ipso-facto and forthwith ceases to hold the office of Managing Director.

**Article 149:** The Directors may meet together as a Board for the despatch of business, from time to time, and shall so meet at least once in every 3 (Three) months and at least 4 (Four) such meetings shall be

held in every year in such a manner that not more than one hundred and twenty days (120) days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit, subject to the provisions of the Act. The Board of directors may participate in a meeting of the Board either in person or through video conferencing or other audio-visual means, as may be prescribed, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time subject to the rules as may be prescribed.

**Article 150:** Not less than seven (7) days' Notice of every meeting of the Board may be given, in writing, in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means. Subject to the provisions of section 173(3) meeting may be called at shorter notice.

**Article 151:** Subject to Section 174 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength, excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one, or two directors, whichever is higher, provided that where, at any time, the number of interested directors exceeds or is equal to two-thirds of the total strength the number of the remaining directors, that is to say, the number of directors who are not interested, present at the meeting, being not less than two, shall be the quorum, during such time.

**Article 152:** If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned for 30 minutes in the same day and at same place.

**Article 153:** A director may, at any time, or Secretary shall, as and when directed by the any of the Directors to do so, convene a meeting of the Board, by giving a notice, in writing, to every other director.

**Article 154:** The Board may, from time to time, elect one of their members to be the Chairman of the Board and determine the period for which he is to hold the office. If at any meeting of the Board, the Chairman is not present at a time appointed for holding the same, the directors present shall choose one of them, being present, to be the Chairman of such meeting.

**Article 155:** Subject to the restrictive provisions of any agreement or understanding as entered into by the Company with any other person(s) such as the collaborators, financial institutions, etc., the questions arising at any meeting of the Board shall be decided by a majority of the votes of the directors present there at and, also subject to the foregoing, in the case of an equality of votes, the Chairman shall have a second or casting vote.

**Article 156:** A meeting of the Board, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions, which, by or under the Act or the Articles of the Company, are, for the time being, vested in or exercisable by the Board generally.

**Article 157:** Applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations. Subject to the restrictions contained in Section 179 of the Act 2013 and the rules made thereunder, the Board may delegate any of their powers to the committee of the Board, consisting of such number of its body, as it thinks fit, and it may, from time to time, revoke and discharge any such committee of the Board, either wholly or in part and either as to persons or purposes, but every

committee of the Board, so formed, shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board, in conformity with such regulations, and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if were done by the Board.

**Article 158:** The meetings and proceedings of any meeting of such Committee of the Board, consisting of two or more members, shall be governed by the provisions contained herein for regulating the meetings and proceedings of the meetings 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.

**Article 159:** No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors or to all the members of the Committee, then in India, not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be, and to all the directors or to all the members of the Committee, at their usual addresses in India and has been approved, in writing, by such of the directors or members of the Committee as are then in India, or by a majority of such of them, as are entitled to vote on the resolution.

**Article 160:** 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 or was, as the case may be, disqualified or had vacated office or that the appointment of any of them was 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 duly been appointed and was qualified to be a director and had not vacated his office or his appointed had not been terminated, provided that nothing in this Article shall be deemed to give validity to any act or acts done by a director or directors after his or their appointment(s) has or have been shown to the Company to be invalid or to have terminated.

**Article 161:**

- (i) The Company shall cause minutes of all proceedings of every meeting of the Board and the Committee thereof to be kept by making, within 30 (Thirty) days of the conclusion of each such meeting, entries thereof in books kept, whether manually in the registers or by way of loose leaves bound together, as may be decided by the Board of Directors, for that purpose with their pages consecutively numbered.
- (ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (iii) In no case, the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

- (v) All appointment made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (vi) The minutes shall also contain:
  - (a) the names of the Directors present at the meeting; and
  - (b) in the case of each resolution passed at the meeting, the names of the directors, if any dissenting from or not concurring in the resolution.
- (vii) Nothing contained in sub-clauses (i) to (vii) shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting –
  - (a) is, or could reasonably be regarded as, defamatory of any person;
  - (b) is irrelevant or immaterial to the proceedings; or
  - (c) is detrimental to the interests of the Company;

and that the Chairman shall exercise an absolute discretion with regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in this sub-clause.

- (viii) Minutes of the meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

**Article 162:** Without prejudice to the general powers as well as those under the Act, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles or otherwise, it is hereby declared that the Directors shall have, inter alia, the following powers, that is to say, power -

- (i) to pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company;
- (ii) to pay and charge, to the account of the Company, any commission or interest lawfully payable thereon under the provision of the Act;
- (iii) subject to the provisions of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges, which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and being in the interests of the Company, and in any such purchase or other acquisition to accept such title or to obtain such right as the directors may believe or may be advised to be reasonably satisfactory;
- (iv) at their discretion and subject to the provisions of the Act, to pay for any property, right or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in Shares, Bonds, Debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid up, with such amount credited as paid up thereon, as may be agreed upon, and any such bonds, Debentures, mortgages or other securities may either be specifically charged upon all or any part of the properties of the Company and its uncalled capital or not so charged;
- (v) to secure the fulfilment of any contracts or engagement entered into by the Company or, in the interests or for the purposes of this Company, by, with or against any other Company, firm or

- person, by mortgage or charge of all or any of the properties of the Company and its uncalled capital, for the time being, or in such manner and to such extent as they may think fit;
- (vi) to accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, whether under buy-back or otherwise, on such terms and conditions as shall be agreed mutually, and as may be permitted, from time to time, under the Act or any other Law or the Regulations, for the time being, in force,
  - (vii) to appoint any person to accept and hold in trust, for the Company, any property belonging to the Company, in which it is interested, or for any other purposes, and execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;
  - (viii) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due and of any differences to arbitration and observe and perform any awards made thereon;
  - (ix) to act on behalf of the Company in all matters relating to bankruptcy and insolvents;
  - (x) to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;
  - (xi) subject to the applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security, not being 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 49 of the Act, all investments shall be made and held in the Company's own name;
  - (xii) to execute, in the name and on behalf of the Company, in favour of any director or other person, who may incur or be about to incur any personal liability whether as principal or surety, for the benefit or purposes of the Company, such mortgages of the Company's property, present and future, as they may think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;
  - (xiii) to determine from time to time, who shall be entitled to sign, on behalf of the Company, bills, invoices, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and or any other document or documents and to give the necessary authority for such purpose, and further to operate the banking or any other kinds of accounts, maintained in the name of and for the business of the Company;
  - (xiv) to distribute, by way of bonus, incentive or otherwise, amongst the employees of the Company, a Share or Shares in the profits of the Company, and to give to any staff, officer or others employed by the Company a commission on the profits of any particular business or transaction, and to charge any such bonus, incentive or commission paid by the Company as a part of the operational expenditure of the Company;
  - (xv) to provide for the welfare of directors or ex-directors, Shareholders, for the time being, or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses or dwellings, or grants of moneys, whether as a gift or otherwise, pension, gratuities, allowances, bonus, loyalty bonuses or other payments, also whether by way of monetary payments or otherwise, or by creating and from time to time, subscribing or contributing to provident and other association, institutions, funds or trusts and by providing or subscribing or contributing towards places of worship, instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance, as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality or place of operations, or of public and general utility or otherwise;



- (xvi) before recommending any dividend, to set aside out of the profits of the Company such sums, as the Board may think proper, for depreciation or to a Depreciation Fund, or to an Insurance Fund, a Reserve Fund, Capital Redemption Fund, Dividend Equalisation Fund, Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes, including the purposes referred to in the preceding clause, as the Board may, in their absolute discretion, think conducive to the interests of the Company and, subject to the provisions of the Act, to invest the several sums so set aside or so much thereof, as required to be invested, upon such investments, other than shares of the Company, as they may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes, as the Board, in their absolute discretion, think conducive to the interests of the Company, notwithstanding, that the matter, to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended, and to divide the Reserve Fund into such special funds, as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or divisions of a Reserve Fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase of or repayment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, subject to the provisions of the applicable laws, for the time being, in force.
- (xvii) to appoint and at their discretion, remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants or other employees, in or 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, emoluments or remuneration of such amount, as they may think fit.
- (xviii) to comply with the requirements of any local laws, Rules or Regulations, which, in their opinion, it shall, in the interests of the Company, be necessary or expedient to comply with.
- (xix) 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 powers 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 any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Share-holders, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them;
- (xx) Subject to the provisions of the Act, for or in relation to any of the matters, aforesaid or otherwise, for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do 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;

- (xxi) from time to time, make, vary and repeal bylaws for the regulation of the business of the Company, its Officers and Servants.

#### **MANAGEMENT**

**Article 163:** The Company shall not appoint or employ, at the same time, more than one of the following categories of managerial personnel, namely

- (i) Managing Director, and
- (ii) Manager

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR**

#### **CHIEF FINANCIAL OFFICER**

**Article 164:** Subject to the provisions of the Act,

- (i) A chief executive officer, manager, company secretary, 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, chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary, chief financial officer.

**Article 165:** 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, 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, chief financial officer.

#### **COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS**

**Article 166:** Copies of the Memorandum and Articles of Association of the Company and other documents, referred to in Section 17 of the Act, shall be sent by the Company to every member, at his request, within 7 (Seven) days of the request, on payment, if required by the Board, of the sum of Re.1/- (Rupee One Only) or such other higher sum, as may be prescribed, from time to time, under the Act and further decided, from time to time, by the Board, for each such copy.

#### **SEAL Article 167:**

- (i) 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 that the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Common Seal of the Company shall be kept at its office or at such other place, in India, as the Board thinks fit.

The seal, if any, shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of such persons as the Board may authorise for the purpose and as may be required under applicable law.

## DIVIDEND

**Article 168:** The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles, and further subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid up or credited as paid up to the Shares held by them, respectively.

**Article 169:** The Company, in general meeting, may declare that dividends be paid to the members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company may, in general meeting, declare a smaller dividend than was recommended by the Board.

**Article 170:** Subject to the applicable provisions of the Act, no dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both provided that :-

- (i) if the Company has not provided for any previous financial year or years it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
- (ii) if the Company has incurred any loss in any previous financial year or years the amount of loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid as against the profits of the Company for any financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of schedule II of the Act.

**Article 171:** The Board may, from time to time, pay to the members such interim dividend, as in their judgement, the position of the Company justifies.

**Article 172:** Where capital is paid in advance of calls, such capital may carry interest as may be decided, from time to time, by the Board, but shall not, in respect thereof, confer a right to dividend or to participate in profits.

**Article 173:** All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during which any portion or portions of the period in respect of which the dividend is paid up; but if any Share is issued on the terms providing that it shall rank for dividend as from a particular date or on such preferred rights, such Share shall rank for dividend accordingly.

**Article 174:** The Board may retain the dividends payable upon Shares in respect of which any person is, under the Article 61 hereinabove, entitled to become a member, or which any person under that article is entitled to transfer until such person shall become a member in respect of such Shares, or shall duly transfer the same and until such transfer of Shares has been registered by the Company,

notwithstanding anything contained in any other provision of the Act or these Articles, the provisions of Section 206A of the Act or the corresponding section of Act, 2013 as and when notified shall apply.

**Article 175:** 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 or bonus or other moneys payable in respect of such Shares.

**Article 176:** No member shall be entitled to receive payment of any interest or dividend 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 howsoever, either alone or jointly with any other person or persons, and the Board may deduct, from the interest or dividend payable to any member, all sums of money so due from him to the Company.

**Article 177:** Subject to the applicable provisions, if any, of the Act, a transfer of Shares shall not pass the right to any dividend declared thereon and made effective from the date prior to the registration of the transfer.

**Article 178:** Unless otherwise directed, any dividend may be paid up by cheque or warrant or by a pay-slip sent through the post to the registered address of the member or person entitled, or, in the case of joint holders, to that one of them first named in the Register in respect of the joint holdings. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay-slip lost in transmission or for any dividend lost to the member or person entitled thereto due to or by the forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.

**Article 179:**

- (i) If the Company has declared a dividend but which has not been paid or claimed within 30 (Thirty) days from the date of declaration the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 (Thirty) days a special account to be opened by the Company in that behalf in any scheduled Bank called "the Unpaid Dividend Account of Sadhav Shipping Limited". The Company shall within a period of ninety days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company and also on any other website approved by the Central Government, for this purpose. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.
- (ii) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years, from the date of such transfer shall be transferred by the Company to the Fund known as the Investor Education and Protection Fund established under sub section (1) of Section 125 of the Act.

**Article 180:** Subject to the provisions of the Act, no unpaid dividend shall bear interest as against the Company.

**Article 181:** Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting decides, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members, be set off against the calls.

## CAPITALISATION

**Article 182:**

- (i) The Company, in general meeting, may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account or in the hands of the Company and available for dividend, or representing premium received on the issue of Shares and standing to the credit of the Share Premium Account, be capitalised and distributed amongst such of the Shareholders as would be entitled to receive the same, if distributed by way of dividend, and in the same proportion on the footing that they become entitled thereto as capital, and that all or any part of such capitalised fund be applied, on behalf of such Shareholders, in paying up in full either at par or at such premium, as the resolution may provide, any unissued Shares or Debentures or Debenture stock of the Company which shall be distributed accordingly on in or towards payment of the uncalled liability on any issued Shares or Debentures, stock and that such distribution or payment shall be accepted by such Shareholders in full satisfaction of their interest in the said capitalised sum, provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied for the paying of any unissued Shares to be issued to members of the Company as, fully paid up, bonus Shares.
- (ii) A general meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same, or any other undistributed profits of the Company, not subject to charge for income tax, be distributed among the members on the footing that they receive the same as capital.
- (iii) For the purpose of giving effect to any resolution under the preceding paragraphs of this Article, the Board may settle any difficulty, which may arise, in regard to the distribution, as it thinks expedient, and, in particular, may issue fractional certificates and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any members upon the footing of the value so fixed or that fraction of value less than Rs.10/- (Rupees Ten Only) may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the person entitled to the dividend or capitalised funds, as may seem expedient to the Board. Where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Act and the Board may appoint any person to sign such contract, on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

## BORROWING POWERS

**Article 183:** Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.

**Article 184:** The Board of Directors shall not except with the consent of the Company by way of a special resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of the Company and its free reserves.

**Article 185:** Subject to the Act and the provisions of these Articles, any bonds, debentures, debenture-stock or other 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 the Board shall consider to be for the benefit of the Company.

## ACCOUNTS

**Article 186:** The Company shall keep at the Office or at such other place in India, as the Board thinks fit and proper, books of account, in accordance with the provisions of the Act with respect to:

- (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
- (ii) all sales and purchases of goods by the Company;
- (iii) the assets and liabilities of the Company;
- (iv) Such particulars, if applicable to this Company, relating to utilisation of material and/or labour or to other items of cost, as may be prescribed by the Central Government.

Where the Board decides to keep all or any of the books of account at any place, other than the Office of the Company, the Company shall, within 7 (Seven) days, or such other period, as may be fixed, from time to time, by the Act, of the decision, file with the Registrar, a notice, in writing, giving the full address of that other place.

The Company shall preserve, in good order, the books of account, relating to the period of not less than 8 (Eight) years or such other period, as may be prescribed, from time to time, under the Act, preceding the current year, together with the vouchers relevant to any entry in such books.

Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article, if proper books of account, relating to the transaction effected at the

branch office, are kept at the branch office, and the proper summarised returns, made up to day at intervals of not more than 3 (Three) months or such other period, as may be prescribed, from time to time, by the Act, are sent by the branch office to the Company at its Office or other place in India, at which the books of account of the Company are kept as aforesaid.

The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain the transactions represented by it. The books of account and other books and papers shall be open to inspection by any director, during business hours, on a working day, after a prior notice, in writing, is given to the Accounts or Finance department of the Company.

**Article 187:** 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 the directors, and no member, not being a director, shall have any right of inspecting any account or books or document of the Company, except as conferred by law or authorised by the Board.

**Article 188:** The Directors shall, from time to time, in accordance with sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting of the Shareholders of the Company, such Balance Sheets, Profit and Loss Accounts, if any, and the Reports as are required by those Sections of the Act.

**Article 189:** A copy of every such Profit & Loss Accounts and Balance Sheets, including the Directors' Report, the Auditors' Report and every other document(s) required by law to be annexed or attached to the Balance Sheet, shall at least 21 (Twenty-one) days, before the meeting, at which the same are to be laid before the members, be sent to the members of the Company, to every trustee for the holders of any Debentures issued by the Company, whether such member or trustee is or is not entitled to have notices of general meetings of the Company sent to him, and to all persons other than such member or trustees being persons so entitled.

**Article 190:** The Auditors, whether statutory, branch or internal, shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.

## DOCUMENTS AND NOTICES

### **Article 191:**

- (i) A document or notice may be served or given by the Company on any member either personally or by sending it, by post or by such other means such as fax, e-mail, if permitted under the Act, to him at his registered address or, if he has no registered address in India, to the address, if any, in India, supplied by him to the Company for serving documents or notices on him.
- (ii) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, pre-paying, wherever required, and posting a letter containing the document or notice, provided that where a member has intimated to the Company, in advance, that documents or notices should be sent to him under a certificate of posting or by registered post, with or without the acknowledgement due, and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner and, such service shall be deemed to have been effected, in the case of a notice of a meeting, at the expiration of

forty-eight hours after the letter containing the document or notice is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

**Article 192:** A document or notice, whether in brief or otherwise, advertised, if thought fit by the Board, in a newspaper circulating in the neighbourhood of the Office shall be deemed to be duly served or sent on the day, on which the advertisement appears, on or to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.

**Article 193:** A document or notice may be served or given by the Company on or to the joint holders of a Share by serving or giving the document or notice on or to the joint holder named first in the Register of Members in respect of the Share.

**Article 194:** A document or notice may be served or given by the Company on or to the person entitled to a Share, including the person nominated in the manner prescribed hereinabove, in consequence of the death or insolvency of a member by sending it through the post as a prepaid letter addressed to them by name or by the title or representatives of the deceased, or assigned of the insolvent or by any like description, at the address, if any, in India, supplied for the purpose by the persons claiming to be entitled, or, until such an address has been so supplied, by serving the document or notice, in any manner in which the same might have been given, if the death or insolvency had not occurred.

**Article 195:** Documents or notices of every general meeting shall be served or given in some manner hereinafter authorised on or to (i) every member, (ii) every person entitled to a Share in consequence of the death or insolvency of member, (iii) the Auditor or Auditors of the Company, and (iv) the directors of the Company.

**Article 196:** Every person who, by operation of law, transfer or by other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which, previously to his name and address being entered on the Register of Members, shall have duly served on or given to the person from whom he derives his title to such Shares.

**Article 197:** Any document or notice to be served or given by the Company may be signed by a director or some person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.

**Article 198:** All documents or notices to be served or given by members on or to the Company or any Officer thereof shall be served or given by sending it to the Company or Officer at the Office by post, under a certificate of posting or by registered post, or by leaving it at the Office, or by such other means such as fax, e-mail, if permitted under the Act.

#### **WINDING UP**

**Article 199:** The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).



## INDEMNITY AND RESPONSIBILITY

**Article 200:** Subject to the provisions of the Act, every Director, Secretary and the other officers for the time being of the Company acting in relation to any of the affairs of the Company shall be indemnified out of the assets of the Company from and against all suits, proceedings, cost, charges, losses, damage and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective office except such suits, proceedings, cost, charges, losses, damage and expenses, if any that they shall incur or sustain, by or through their own wilful neglect or default respectively.

**Article 201:** The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

## SECRECY

### **Article 202:**

- (i) 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 pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with the individuals and in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these Articles or the Memorandum of Association of the Company and the provisions of the Act.
- (ii) Subject to the provisions of the Act, no member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors, or to require inspection of any books of accounts or documents of the Company or discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and, which in the opinion of the Directors, it would be inexpedient in the interests of the Company to disclose.

## GENERAL POWER

### **Article 203:**

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the SEBI Listing Regulations, the provisions of the SEBI Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all its obligations as prescribed under the SEBI Listing Regulations, from time to time.

## SECTION XII – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material have been attached to the copy of the Prospectus delivered to the ROC for registration. Copies of the above-mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10:00 a.m. and 5:00 p.m. on all Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

#### **A. Material Contracts**

1. Memorandum of Understanding dated October 17, 2023 between our Company and the Lead Manager.
2. Memorandum of Understanding dated October 12, 2023 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated February 12, 2024 between our Company, the Lead Manager, Escrow Collection Bank(s) and the Registrar to the Issue.
4. Market Making Agreement dated November 9, 2023 between our Company, the Lead Manager and Market Maker.
5. Underwriting Agreement dated November 9, 2023 between our Company, the Lead Manager and Market Maker.
6. Tripartite agreement between the NSDL, our Company and the Registrar dated December 22, 2021
7. Tripartite agreement between the CDSL, our Company and the Registrar dated August 28, 2023.

#### **B. Material Documents**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of 'Sadhav Shipping Limited'
3. Resolution of the Board of Directors meeting dated September 1, 2023 authorizing the Issue.
4. Shareholders' resolution passed at the AGM dated September 29, 2023 authorizing the Issue.
5. Auditor's report for Restated Financials dated October 10, 2023 included in this Prospectus.
6. The Statement of Tax Benefits dated October 10, 2023 from our Statutory Auditors.

7. Consent of our Directors, Chief Financial Officer, Statutory Auditor, Lead Manager, Banker to the Company, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriters and Banker to the Issue and Sponsor Bank as referred to in their specific capacities.
8. Due Diligence Certificate(s) submitted to NSE Emerge dated November 8, 2023 from Lead Managers to the issue.
9. Approval from NSE vide letter dated February 12, 2024 to use the name of NSE in this Issue Document for listing of Equity Shares on the EMERGE Platform of the NSE.
10. Source for "Sadhav Shipping Limited was the first to setup and operate India's first Port based Tier 1 Oil Spill Response Facility Centre in Mumbai."
  - **Name of Newspaper:** Indian Express Online Article dated 07.09.2014 (<https://indianexpress.com/article/cities/mumbai/within-six-months-mumbai-harbour-to-have-facilities-to-combat-oil-spills-of-up-to-700-tonnes/>)  
**Title of the News Article:** Within six months, Mumbai harbour to have facilities to combat oil spills of up to 700 tonnes  
Mumbai will be the first port to have an operational tier-1 OSR facility in the country, said MbPT officials. Within six months, the Mumbai harbour will have facilities to combat oil spills of up to 700 tonnes as the contract to provide the facility was awarded to M/s Sadhav Shipping Ltd by Mumbai Port Trust (MbPT) recently. Under the tier-1 facility, the agency will set up a round-the-clock oil spill response (OSR) centre for five years at Jawahar Dweep, an island to the south of Elephanta Island.
  - **Name of Newspaper:** Jagran Josh News online dated. 07.12.2015 (<https://www.jagranjosh.com/general-knowledge/tieri-oil-spill-response-centre-mumbai-and-jnpt-harbour-1441623371-1>).  
**Title of the News Article:** Tier-I Oil Spill Response Centre (Mumbai and JNPT Harbour)  
Union Minister of Road Transport and Highways and Shipping Nitin Gadkari on 5 June 2015 inaugurated India's first-of-its-kind Tier-I Oil Spill Response Centre (OSRC) for Mumbai Port Trust (MBT), Jawaharlal Nehru Port Trust (JNPT) and ONGC's facilities at Nhava and Uran. The objective behind setting up the centre is to develop appropriate and effective systems for the detection and reporting of oil spillage in order to ensure adequate protection to the marine environment and public health. The Oil Spill Response facility will be handled by Sadhav Shipping.
  - **Name of Newspaper:** ISCO News Letter (International Spill Control Organization) Issue No. 449 dated 15.09.2014. Pg 6.  
**Title of the News Article:** Other news reports from around the world  
Within six months, Mumbai harbour to have facilities to combat oil spills of up to 700 tonnes as the contract of provide the facility was awarded to M/S Sadhav shipping ltd by Mumbai port trust (mbpt) recently.
11. Copy of Sanction letter from Indian Exim Bank dated January 10 ,2024 for USD 5.88 Million as term loan for proposed purchase of vessel.
12. Chartered hire Agreements of our vessels which are operated by us on lease basis.

13. The contract / charter party agreement is renewed and executed between Sadhav Shipping Limited and Mahadkar Marine Services on 12th December 2023 for charter hire of SB Blue Ocean. The validity of charter hire contract is up to 31st May, 2024.
14. Addendum to the Draft Prospectus dated 08<sup>th</sup> February, 2024.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements made in this Prospectus are true and correct.

<b>Signed by the Directors of our Company</b>			
<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Signature</b>
1	Mr. Kamal Kant B. Choudhury	Promoter / Managing Director	Sd/-
2	Mrs. Sadhana K. Choudhury	Promoter / Director	Sd/-
3	Mr. Vedant KamalKant Choudhury	Promoter / Director/CEO	Sd/-
4	Mr. Subhas Chandra Choudhury	Promoter /Director	Sd/-
5	Mr. Ashok Kumar Bal	Non-Executive Independent Director	Sd/-
6	Mr. Rajesh Kakkar	Non-Executive Independent Director	Sd/-
7	Mr. Bharat Bhushan Nagpal	Non-Executive Independent Director	Sd/
<b>Signed by the Company Secretary and Compliance Officer of Our Company</b>			
8	Mr. Nilakantha Prasad Sahu	Chief Financial Officer	Sd/-
9	Ms. Madhuri Shrigopal Rathi	Company Secretary and Compliance Officer	Sd/

**Date:** February16,2024

**Place:** Mumbai