



**Letter of Offer**  
**12<sup>th</sup> July, 2023**  
**For Eligible Equity Shareholders only**

## SEACOAST SHIPPING SERVICES LIMITED

Seacoast Shipping Services Limited (CIN: L61100GJ1982PLC105654) was incorporated on October 15, 1982, under the Companies Act, 1956 in the name and style as Mahaan Impex Limited as a Public Limited company in the State of Calcutta. The Company obtained the Certificate of Commencement of Business on November 16, 1982 from the Registrar of Companies, West Bengal, Calcutta. The Company changed its name from Mahaan Impex Limited to Seacoast Shipping Service Limited and a fresh Certificate Incorporation was issued by the Registrar of Companies on July 11, 2020. The Registered Office of the Company is situated at : D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054. For details of changes in name and registered office of our Company, see '**General Information**' beginning on page 42 of the Letter of Offer.

**Registered Office:** : D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054 **Contact Number:** 9904884444;

**Contact Person:** Mr. Vinay Kumar Jain , Company Secretary and Compliance Officer;

**E-mail Address:** [mahaanimpex@gmail.com](mailto:mahaanimpex@gmail.com) ; **Website:** [www.seacoastltd.com](http://www.seacoastltd.com) ;

**Corporate Identity Number:** L61100GJ1982PLC105654

**THE PROMOTER OF OUR COMPANY IS MANISHKUMAR RAICHAND SHAH AND SAMEER AMIT SHAH**

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS SEACOAST SHIPPING SERVICES LIMITED**

**RIGHTS ISSUE OF UP TO 20,20,05,000 EQUITY SHARES OF FACE VALUE OF ₹1.00/- (RUPEES ONE ONLY) EACH OF OUR COMPANY (THE 'RIGHTS EQUITY SHARES') FOR CASH AT A PRICE OF ₹ 2.40/- (TWO RUPEES AND FORTY PAISA ONLY) PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 1.40/- (ONE RUPEES AND FORTY PAISA ONLY) PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹ 4848.12/- LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 3 RIGHT EQUITY SHARE FOR EVERY 5 FULLY PAID UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON JULY 13, 2023 (THE 'ISSUE'). FOR FURTHER DETAILS, SEE 'TERMS OF THE ISSUE' BEGINNING ON PAGE 160. THE RIGHTS ISSUE PRICE IS 2.4 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

*@assuming full subscription.*

### WILFUL DEFAULTER(S) OR FRAUDULENT BORROWER(S)

Neither our Company nor our Promoter or any of our Directors have been identified as Wilful Defaulter(s) or Fraudulent Borrower(s).

### 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 securities being offered in the Issue have not been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of investors is invited to the statement of '**Risk Factors**' beginning on page 22.

### COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer 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 Letter of Offer 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 Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING

The existing Equity Shares of our Company are listed on BSE Limited and The Calcutta Stock Exchange Limited. Our Company has received 'in-principle' approval from BSE Limited for listing the Rights Equity Shares to be allotted pursuant to the Issue through its letters dated July 03, 2023. Our Company will also make application to BSE Limited to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE Limited.

### REGISTRAR TO THE RIGHTS ISSUE

**KFIN TECHNOLOGIES LIMITED**

Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

**Contact Details:** + +91 40 6716 2222

**E-mail ID:** [sssl.rights@kfintech.com](mailto:sssl.rights@kfintech.com)

**Investor grievance e-mail:** : [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

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

**Contact Person:** M Murali Krishna;

**SEBI Registration Number:** INR000000221;

**Corporate Identification Number:** L72400TG2017PLC117649;

### ISSUE PROGRAMME

**ISSUE OPENS ON**

**FRIDAY, JULY 21, 2023**

**LAST DATE FOR ON MARKET RENUNCIATION\***

**THURSDAY, JULY 27, 2023**

**ISSUE CLOSURES ON\*\***

**WEDNESDAY, AUGUST 02, 2023**

\*Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date.

\*\*Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing date.

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## SECTION I - GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### DEFINITIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, or policies shall be to such legislation, act, regulation, rules, guidelines, or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective Applicant only and is not exhaustive.

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to ‘the/our Company’, ‘we’, ‘our’, ‘us’ or similar terms are to Seacoast Shipping Services Limited as the context requires, and references to ‘you’ are to the Eligible Shareholders and/ or prospective Investors in this Right Issue of Equity Shares.

The words and expressions used in this Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in section titled ‘*Industry Overview*’, ‘*Statement of Tax Benefits*’, ‘*Financial Information*’, ‘*Outstanding Litigations, Defaults, and Material Developments*’ and ‘*Terms of the Issue*’ on page 58, 55, 96, 144, and 160 respectively, shall have the meaning given to such terms in such sections.

#### CONVENTIONAL/ GENERAL TERMS

Term	Description
Seacoast Shipping Services Limited / Company	Seacoast Shipping Services Limited, a public limited company incorporated on October 15, 1982, under the provisions of the Companies Act, 1956, as amended from time to time, having its registered office located at : D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054, bearing corporate identification number ‘: L61100GJ1982PLC105654’
We/ us/ our	Unless the context otherwise indicates or implies, refers to Seacoast Shipping Services Limited
AoA/ Articles of Association	The Articles of Association of Seacoast Shipping Services Limited, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with the provisions of Section 177 of the Companies Act and Regulation 18 of the SEBI (LODR) Regulations
Audited Financial Statements	The audited financial statements of our Company prepared in accordance with Indian Accounting Standards for the Financial Years ended on March 31, 2023, March 31, 2022 and March 31, 2021
Auditors/ Statutory Auditors	The current statutory auditors of our Company M/s. V S S B & Associates, Chartered Accountants bearing Firm Registration Number ‘:121356W’
Independent Auditor	Independent auditor holding a valid peer review certificate J Singh & Associates bearing Firm Registration Number ‘110266W’ issuing report on the Restated Financials of the company
Board of Directors/ Board	Board of Directors of our Company
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being, Vinay Kumar Jain
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being Manishkumar R. Shah.
Corporate Social Responsibility Committee	The committee of the Board of Directors constituted as our Company’s Corporate Social Responsibility Committee in accordance with the provisions of Section 135 of the Companies Act
Directors	The director(s) on the Board of our Company, unless otherwise specified

<b>Term</b>	<b>Description</b>
Eligible Shareholder(s)	Eligible holder(s) of the Equity Shares of Seacoast Shipping Services Limited as on the Record Date
Equity Shares	Equity shares of the Company having face value of ₹1.00 (Rupees One Only)
Independent Director	Independent directors on the Board and eligible to be appointed as an Independent Director under the provisions of Sections 2(47) and 149(6) of the Companies Act and Regulation 16 (1) of the SEBI (LODR) Regulations. For details of the Independent Directors, please refer to section titled ' <b>Our Management</b> ' beginning on page 85 of this Letter of Offer
Internal Compliant Committee	The committee of the Board of directors reconstituted as our Company's Internal Compliant Committee in accordance with the provisions Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
ISIN of our Company	International Securities Identification Number being INE277T01024
Key Management Personnel /KMP	Key management personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act. For details, please refer to section titled ' <b>Our Management</b> ' beginning on page 85 of this Letter of Offer
Materiality Policy	Policy on determination of materiality of events adopted by our Company in accordance with Regulation 30 of the SEBI Listing Regulations
MoA/ Memorandum of Association	The Memorandum of Association of Seacoast Shipping Services Limited, as amended from time to time
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations
Promoter	The Promoters of our Company is Manishkumar Raichand Shah and Sameer Amit Shah
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations and as disclosed by our Company in the filings made with BSE Limited and The Calcutta Stock Exchange Limited under the SEBI (LODR) Regulations
Registered Office	The registered office of our Company is situated at D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat – 380054
Registrar of Companies	Registrar of Companies, Ahmedabad situated at ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat
Restated Standalone Financial Statements	The restated standalone financial information of our Company comprising the restated standalone Statements of Assets and Liabilities for the Financial Years ended on March 31, 2023, March 31, 2022, and 31 <sup>st</sup> March 2021, and the restated standalone Statements of Profit and Loss, the restated standalone Statements of Cash Flows, the restated standalone Statements of Changes in Equity for the Financial Years ended on March 31, 2023, March 31, 2022, and 31 <sup>st</sup> March 2021, the Summary Statement of Significant Accounting Policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by ICAI, as amended from time to time.
Restated Financial Statements	The Restated Standalone Financial Statements are hereinafter collectively referred to as the Restated Financial Statements
Risk Management Committee	The committee of the Board of Directors constituted as our Company's Risk Management Committee in accordance with the provisions of Regulation 21 of the SEBI (LODR) Regulations
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations

<b>Term</b>	<b>Description</b>
Stock Exchange	The stock exchange where the Equity Shares are presently listed, being BSE Limited and The Calcutta Stock Exchange Limited

#### ISSUE RELATED TERMS

<b>Term</b>	<b>Description</b>
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI (ICDR) Regulations and the Companies Act.
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allot/ Allotment/ Allotted	Unless the context requires, the allotment of Rights Equity Shares pursuant to this Issue.
Allotment Account	The account opened with the Banker to the Issue, into which the Application amounts by ASBA blocked in the ASBA Account, with respect to successful Investors will be transferred on the Transfer Date in accordance with Section 40 (3) of the Companies Act.
Allotment Account Bank	The bank which is a clearing member and registered with SEBI as bankers to an issue and with whom the Allotment Account will be opened, in this case being, Indusind Bank Limited.
Allotment Advice	Note, advice, or intimation of Allotment sent to each successful Investors who have been or is to be Allotted the Rights Equity Shares pursuant to this Issue after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allotment Date	The date on which the Allotment is made pursuant to this Issue.
Allottees	Person(s) who are Allotted Rights Shares pursuant to the Allotment.
Applicant(s)/ Investor(s)	Eligible Shareholder(s) and/or Renouncee(s) who make are entitled to make an application for the Rights Shares pursuant to this Issue in terms of the Letter of Offer.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form through the website of the SCSBs (if made available by such SCSBs) under the ASBA process is used by an Investor to make an application for the Allotment of Rights Shares in the Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ ASBA	Application (whether physical or electronic) used by ASBA Investors to make an application authorizing the SCSB to block the Application Money in the ASBA Account maintained with such SCSB.
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Money of the ASBA Investor.
ASBA Applicant /ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouncees) shall make an application for a rights issue only through the ASBA facility.
ASBA Bid	Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations.
ASBA Circulars	Collectively, the SEBI circulars bearing reference numbers 'SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009', 'CIR/CFD/DIL/1/2011 dated April 29, 2011', and 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020'.
Bankers to the Issue	The, Allotment Account Bank, to the Issue, in this case being Indusind Bank Limited;
Bankers to the Issue Agreement	Agreement dated Monday, July 10, 2023 entered by and amongst our Company, the Registrar, and the Bankers to the Issue.

<b>Term</b>	<b>Description</b>
Basis of Allotment	The basis on which the Rights Shares will be Allotted to successful Applicants in the Issue in consultation with BSE Limited, and which is described in the section titled ' <i>Terms of the Issue</i> ' beginning on page 160 of this Letter of Offer.
BSE Limited	BSE Limited, being the Stock Exchange where presently the Equity Shares of the Company are listed.
CSE Limited	The Calcutta Stock Exchange Limited being the Stock Exchange where the presently the Equity share of the Company are listed.
Call Record Date	A record date fixed by our Company to determine the names of the holders of Rights Shares for the purpose of issuing the Call.
Controlling Branches /Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue, and BSE Limited, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> .
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father/ husband, investor status, occupation, and bank account details, where applicable.
Designated Branches SCSB	Such branches of the SCSBs which shall collect the Application Form or plain paper application, submitted by ASBA Bidders, 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=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Letter of Offer/ LoF	This Letter of Offer dated 12 <sup>th</sup> July, 2023, filed with BSE Limited, in accordance with the SEBI (ICDR) Regulations, for their observations and in-principle approvals.
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e. 13 <sup>th</sup> July 2023. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders.
Issue/ Rights Issue	Issue of upto fully paid up 20,20,5000 Equity Shares with a face value of Re. 1 each for cash at a price of Rs. 2.40 per Equity Share aggregating up to Rs. 4,900.00 Lakhs on a rights basis to Eligible Shareholders in the ratio of 3 (Three) Rights Equity Shares for every 5 (Five) fully paid-up Equity Share held on the Record Date i.e. 13 <sup>th</sup> July 2023.
Issue Opening Date	Friday, 21 <sup>st</sup> July, 2023.
Issue Closing Date	Wednesday, 02 <sup>nd</sup> August, 2023.
Issue Materials	The Letter of Offer, Abridged Letter of Offer, Rights Entitlement Letter, Application Forms, including any notices, corrigendum thereto.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their Applications, in accordance with the SEBI (ICDR) Regulations.
Issue Price	Rs. 2.40 per Equity Share
Issue Shares	The issue of upto 20,20,05,000 Rights Equity Shares. .
Issue Proceeds	The proceeds of the Issue that are available to our Company.
Issue Size	The issue of upto 20,20,05,000 Rights Equity Shares for an amount aggregating up to Rs. 4848.12 Lakhs.
Letter of Offer/ LoF	The final letter of offer is to be filed with SEBI, BSE Limited and The Calcutta Stock Exchange Limited after incorporating the observations received from BSE on the Letter of Offer.
Listing Agreements	Listing agreements entered between our Company and BSE Limited in terms of the SEBI (LODR) Regulations.
Multiple Application Forms	More than one Application Form submitted by an Eligible Equity Shareholder/Renouncee in respect of the same Rights Entitlement available in their demat account. However supplementary applications in relation to further Rights Shares with/without using additional Rights Entitlements will not be treated as multiple applications.

<b>Term</b>	<b>Description</b>
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to the section titled ' <i>Objects of the Issue</i> ' beginning on page 50 of this Letter of Offer;
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renounees.
Non-Institutional Investors/ NIIs	An Investor is other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI (ICDR) Regulations.
Offer Document	The Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigendum, advertisements, thereto, Rights Entitlement Letter.
Off Market Renunciation	The renunciation of Rights Entitlements is undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the BSE Limited through a registered stockbroker in accordance with the SEBI Rights Issue Circulars and the circulars issued by BSE Limited, from time to time, and other applicable laws, on or before 27 <sup>th</sup> July 2023.
Payment Schedule	Full amount payable on Application i.e Rs. 2.40
Physical Equity Shareholders	Eligible Equity Shareholders holding Equity Shares in physical form shall be termed as Physical Equity Shareholders.
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
Record Date	Designated date to determine the Eligible Equity Shareholders eligible to apply for Rights Shares, being 13 <sup>th</sup> July, 2023.
Registrar Agreement	Agreement dated 12 <sup>th</sup> June 2023 entered between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Registrar to the Company	MCS Share Transfer Agent Limited.
Registrar to the Issue	KFin Technologies Limited.
Renounees	Any persons who have acquired Rights Entitlements from the Eligible Equity Shareholders through renunciation.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. 21 <sup>st</sup> July 2023. Such period shall close on 27 <sup>th</sup> July 2023 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee on or prior to the Issue Closing Date i.e. 02 <sup>nd</sup> August, 2023;
Retail Individual Investors/ RIIs	An Individual Investor (including an HUF applying through Karta) who has applied for Rights Shares and whose Application Money is not more than ₹2,00,000/- (Rupees Two Lakhs Only) in the Issue as defined under Regulation 2(1)(vv) of the SEBI (ICDR) Regulations.
Rights Entitlement Letter	This letter includes details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are accessible on the website of our Company.
Rights Entitlement (s)/ RES	The number of Rights Shares that an Investor is entitled to in proportion to the number of Equity Shares held by the Investor on the Record Date, in this case being 3 Rights Shares for every 5 Equity Shares held by an Eligible Shareholder. The Rights Entitlements with a separate ISIN 'INE277T20016' will be credited to your demat account before the date of opening of the Issue, against the Equity Shares held by the Equity Shareholders as on the Record Date, pursuant to the provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date;



<b>Term</b>	<b>Description</b>
Rights Shares	Equity Shares of our Company to be Allotted pursuant to this Issue;
SEBI Rights Issue Circulars	The SEBI circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020'.
Self-Certified Syndicate Banks/ SCSB(s)	Self-certified syndicate banks registered with SEBI, which act as a Banker to the Issue and which offer the facility of ASBA. A list of all SCSBs is available 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>
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter or Fraudulent Borrower	A Company or person, as the case may be, categorized as a wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of SEBI (ICDR) Regulations and in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, a working day means all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the period between the Issue Closing Date and the listing of Equity Shares on BSE Limited, working day means all trading days of BSE, excluding Sundays and bank holidays, as per circulars issued by SEBI.

#### INDUSTRY RELATED TERMS

<b>Term</b>	<b>Description</b>
CAGR	Compound Annual Growth Rate
EPA	Externally Aided Projects
FDI	Foreign Direct Investment
FMCG	Fast Moving Consumer Goods
GDP	Gross Domestic Product
GERD	Gross Expenditure on Research and Development
ICT	Information and Communications Technology
IMF	International Monetary Fund
MT	Million Tonnes
MTPA	Million Tonnes Per Annum
PPP	Public Private Partnership
STI	Science Technology and Innovation
WHO	World Health Organization

## ABBREVIATIONS

Term	Description
AIF	Alternative Investment Fund as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
CAF	Common Application Form
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 2013	Companies Act, 2013 along with rules made thereunder
Companies Act, 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate Social Responsibility
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018
Depositories Act	The Depositories Act, 1996, including subsequent amendments thereto
DIN	Director Identification Number
DP	Depository Participant
DP-ID	Depository Participant's Identification
DR	Depository Receipts
EBITDA	Profit/(loss) before tax for the year adjusted for income tax expense, finance costs, depreciation, and amortisation expense, as presented in the statement of profit and loss
EGM	Extraordinary General Meeting
EEA	European Economic Area
EPC Services	Engineering, Procurement, and Construction services
EPS	Earning per Equity Share
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations made thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
FY/ Financial Year	Period of 12 months ended March 31 of that particular year, unless otherwise stated
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GDR	Global Depository Receipt
GNPA	Gross Net Performing Assets
GoI / Government	The Government of India
GST	Goods and Services Tax

<b>Term</b>	<b>Description</b>
HUF	Hindu Undivided Family
Ind AS	Indian Accounting Standards
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
Indian GAAP/ I-GAAP	Generally Accepted Accounting Principles In India
Income Tax Act/ IT Act	The Income Tax Act, 1961 and amendments thereto
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended
INR / ₹ / Rs. / Indian Rupees	Indian Rupee, the official currency of the Republic of India
IST	Indian Standard Time
IT	Information Technology
MCA	The Ministry of Corporate Affairs, Government of India
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
NCT	National Capital Territory, Delhi
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer.
Net Worth	The aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, and debit or credit balance of the profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure, and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, writeback of depreciation and amalgamation
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NR/ Non- Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI
NRE	Account Non-resident external account
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after Tax
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RoNW	Return on Net Worth
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
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 Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

<b>Term</b>	<b>Description</b>
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto
Securities Act	United States Securities Act of 1933, as amended
STT	Securities transaction tax
Trade Mark Act	Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be

## NOTICE TO OVERSEAS INVESTORS

The distribution of the Issue Material and the Issue of Rights Entitlements or the Rights Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons in whose possession the Issue Material may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Shareholders as on Record Date and will dispatch the Issue Materials through email and courier to such Eligible Shareholders who have a registered address in India or have provided an Indian address to our Company. The Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company or who are in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Those overseas shareholders, who have not updated our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials. Investors can also access the Issue Material from the websites of the Registrar, our Company, and on BSE.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with BSE for observations. Accordingly, the Rights Entitlements or the Rights Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer, and, under such circumstances, Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the Issue of Rights Entitlements or the Rights Shares, distribute or send the same in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlements, or the Rights Shares referred to in the Issue Materials.

Any person who makes an application to acquire the Rights Entitlement or the Rights Shares offered in this Issue will be deemed to have declared, represented, warranted, and agreed that she/he is authorized to acquire the Rights Entitlement or the Rights Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction. Our Company, the Registrar or any other person acting on behalf of us reserve the right to treat any Application Form as invalid where we believe that the Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to Allot or issue any Rights Entitlement or Rights Shares in respect of any such Application Form.

Neither the delivery of Issue Materials nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer.

**The contents of the Issue Materials should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of the offer of Right Entitlements or Rights Shares. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of the Rights Entitlement or the Rights Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Entitlement or the Rights Shares regarding the legality of an investment in the Rights Entitlement or the Rights Shares by such offeree or purchaser under any applicable laws or regulations.**

### **NO OFFER IN THE UNITED STATES**

The Right Entitlements or the Rights Shares of our Company have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Issue Materials are being offered in India, but not in the United States. The offering to which the Issue Materials relate to is not and are under no circumstances to be construed as, an offering of any Right Entitlement or the Rights Shares for sale in the United

States or as a solicitation therein of an offer to buy any of the said Right Entitlement or the Rights Shares. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letters should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Entitlements or the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Equity Shares in India. Any person who acquires Right Entitlements or Rights Shares will be deemed to have declared, represented, warranted, and agreed, that:

1. It is not and that at the time of subscribing for the Right Entitlements or the Rights Shares, it will not be, in the United States when the buy order is made,
2. It does not have a registered address (and is not otherwise located) in the United States, and
3. It is authorized to acquire the Right Entitlements or the Rights Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any Application Form which:

1. Does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations;
2. Appears to our Company or its agents to have been executed in or dispatched from the United States;
3. Where a registered Indian address is not provided; or
4. Where our Company believes that the Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Entitlement or the Right in respect of any such Application Form.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.**

## **PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA**

### **CERTAIN CONVENTIONS**

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to the/our 'Company', 'we', 'our', 'us' or similar terms are to Seacoast Shipping Services Limited or, as the context requires, and references to 'you' are to the Equity Shareholders and/ or prospective Investors in the Equity Shares.

Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time.

Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

### **FINANCIAL DATA**

Unless stated otherwise, the financial data in this Letter of Offer is derived from the Audited Financial Statements, which have been prepared in accordance with Ind As, Accounting Standards, Companies Act, 2013. For further details, please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### **CURRENCY OF PRESENTATION**

All references in this Letter of Offer to 'Rupees', 'Rs.', '₹', 'Indian Rupees' and 'INR' are to Rupees, the official currency of the Republic of India.

All references to 'U.S. \$', 'U.S. Dollar', 'USD' or '\$' are to United States Dollars, the official currency of the United States of America.

#### ***Please Note:***

One million is equal to 1,000,000/10 lakhs;

One billion is equal to 1,000 million/100 crores;

One lakh is equal to 100 thousand;

One crore is equal to 10 million/100 lakhs;

## FORWARD LOOKING STATEMENTS

We have included statements in this Letter of Offer which contain words or phrases such as ‘will’, ‘may’, ‘aim’, ‘is likely to result’, ‘believe’, ‘expect’, ‘continue’, ‘anticipate’, ‘estimate’, ‘intend’, ‘plan’, ‘contemplate’, ‘seek to’, ‘future’, ‘objective’, ‘goal’, ‘project’, ‘should’, ‘pursue’ and similar expressions or variations of such expressions, that are ‘forward looking statements’.

Further, actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties or assumptions associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in its industry and incidents of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

1. General economic and business conditions in India and in the markets in which we operate and in the local, regional, and national economies;
2. Changes in laws and regulations relating to the logistic sector and industry in which we operate;
3. Increased competition in industries and sector in which we operate;
4. Our ability to successfully implement our growth strategy and expansion plans and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
5. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
6. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
7. Any adverse outcome in the legal proceedings in which our Company is involved;
8. Other factors beyond our control;
9. Our ability to manage risks that arise from these factors;
10. Changes in Government policies and Regulatory actions that apply to or affect our business;
11. Conflicts of interest with affiliated companies, the promoter group and other related parties;
12. The performance of the financial markets in India and globally; and
13. We are affected by volatility in interest rates, adversely affecting our net interest income;

For a further discussion of factors that could cause the actual results to differ, please refer to the section titled ‘**Risk Factors**’ beginning on page 22 of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could materially be 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 and are not a guarantee of future performance. Our Company or advisors does not have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI and BSE’s requirements, our Company shall ensure that Investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



## SECTION II – SUMMARY OF THE LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to prospective Investors.

This summary should be read in conjunction with and is qualified by the more detailed information appearing in this Letter of Offer, including the sections titled *‘Risk Factors’*, *‘Objects of the Issue’*, *‘Industry Overview’*, *‘Business Overview’*, and *‘Outstanding Litigations, Defaults and Material Developments’* beginning on pages 22, 50, 58, 70, and 144 of this Letter of Offer, respectively.

### PRIMARY BUSINESS

Seacoast Shipping Services Limited (CIN: L61100GJ1982PLC105654) was originally incorporated on October 15, 1982, under the Companies Act, 1956 in the name and style as “Mahaan Impex Limited” as a Public Limited company in the State of West Bengal at Calcutta. The Company obtained the Certificate of Commencement of Business on November 16, 1982 from the Registrar of Companies, West Bengal at Calcutta. The Company changed its name from “Mahaan Impex Limited” to “Seacoast Shipping Services Limited” and a fresh Certificate Incorporation was issued by the Registrar of Companies on July 11, 2020. Our Company focuses on the all-size dry bulk vessels segments such as Handy vessel (5000-40000 MT), Supramax (40000-55000MT), Ultramax (60000-70000MT), Panamax (70000–80000 MT) wherein Supramax & Ultramax vessels are considered to be the most versatile amongst the various dry bulk ship types due to both their size and specifications. Seacoast provides transportation solutions to a diverse group of customers, including miners, producers, traders, and end users. Typical cargoes carried include both major bulk cargoes (coal, grain, and iron ore) and minor bulk (fertilizer, steel products, petcoke, cement, forest products, and more). Further, Seacoast is managed by a team of experienced professionals from the shipping industry. Whereas, all key processes -operations, accounts, and documentation are computerized and are manned by a highly qualified, skilled workforce and managers.

Seacoast has a strong network & presence amongst all ship owners and agents globally, which is adequate for our fleet strength to meet the demands of shippers.

The company offers various services starting with dry bulk into various areas such as chartering, hiring of vessels, operations, etc., and developing business by entering into aggregates business in Bangladesh and handling Persian Gulf cargoes, south Asian coal from Indonesia and etc..

With a strong foundation in the shipping industry, Seacoast Shipping Services Limited have leveraged our expertise and resources to seize new opportunities and diversify our operations. Presently, Seacoast Shipping Services Limited engages in the trading of agricultural commodities. The company deals in products such as wheat, rice, tomatoes, onions, chana dal, masur dal and various other products. Recognizing the prevailing economic uncertainties and the potential risks associated with the shipping industry the company has strategically shifted its focus towards agricultural trading. This move has proven to be highly profitable and has positioned us as a key player in the agricultural market. By capitalizing on our deep understanding of logistics, supply chain management, and international trade, we have established a strong network of suppliers and customers, ensuring the seamless flow of agricultural products across markets. The trading business aims to source high-quality agricultural products from trusted suppliers and sell them to customers at competitive prices. With a strong foothold in the market, the company has established itself as a reliable partner for producers and consumers alike. The company has steadily grown and diversified its operations to become a key player in the agriculture commodity trading industry. It has built a strong reputation for reliability, quality, and customer service.

While our current focus lies in agricultural trading, we remain committed to our roots in the shipping industry. As the management carefully monitors market conditions, we are poised to reenter the shipping logistics sector when profitability is evident. Drawing upon our rich experience and comprehensive understanding of the shipping industry, we are confident in our ability to adapt and succeed when the time is right.

For further details, please refer to the chapter titled ‘Business Overview’ beginning on page 70 of this Letter of Offer.

### PROMOTER OF OUR COMPANY

As of the date of this Letter of Offer, the Promoter of our Company is Manishkumar Raichand Shah and Sameer Amit Shah .

For further details, please refer to section titled '*Our Promoters and Promoter Group*' beginning on page 93 of this Letter of Offer.

## OBJECTS OF THE ISSUE

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds from the Issue#*	₹4848.12
Less: Estimated Issue related Expenses*	(₹50.00)
<b>Net Proceeds from the Issue</b>	<b>₹4798.12</b>

*\*Subject to the finalization of the basis of Allotment and the allotment of the Rights Equity Shares. The amount utilized towards general corporate purposes shall not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds.*

*#Rounded off to two decimal places.*

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1	Working Capital requirement	₹ 3674.49
2	General Corporate Purposes#@	₹ 1123.63
<b>Total Net Proceeds@</b>		<b>₹ 4798.12</b>

*# In an event of any under-utilization of funds from the aforesaid stated objects of the Issue, the Company shall have the liberty to utilize the said balance fund for General Corporate Purpose, which shall not, in any event, exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds (inclusive of the fund requirement for General Corporate Purpose);*

*@Assuming full subscription in this Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*

*The issue size will not exceed ₹ 4848.12 lakhs if there is any deduction on account of or at the time of finalisation of issue price and Rights Entitlements Ratio the same will be adjusted against the amount for General Corporate Purpose.*

For further details, please refer to the chapter titled '*Objects of the Issue*' beginning on page 50 of this Letter of Offer.

## SUBSCRIPTION TO THE ISSUE BY OUR PROMOTERS

The Promoter of our Company have, vide their letters dated 12<sup>th</sup> June, 2023 ("Subscription Letters") indicated that they will not subscribe fully to their portion of right entitlement. Further, the promoter has confirmed that do not intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

As such, other than meeting the requirements indicated in the chapter titled "Objects of the Issue" at page 50 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

Further, with respect to the Minimum subscription, this is to submit that the objects of the Issue are meeting the Working Capital Requirements and General Corporate Purpose, and do not involve financing of capital expenditure for a project, However, our promoter has confirmed that they will not subscribe fully to their portion of right entitlement. Accordingly, in terms of Regulation 86 of the SEBI ICDR Regulations, our Company would require to achieve minimum subscription of at least 90% of the issue.

## FINANCIAL INFORMATION

The following table sets forth the summary of the financial information derived from the Restated Standalone Financial Statements for the Financial Years ended on March 31, 2023, March 31, 2022, and March 31, 2021.

Particulars	Restated Financial Statements for the Financial Year ending March 31		
	2023	2022	2021
Equity Share Capital	3366.75	3366.75	3366.75
Net-Worth	6232.60	4794.57	4455.36
Total Income	42962.35	12780.56	24321.72
Profit/ (loss) after tax (excluding comprehensive income/ (loss))	1438.03	339.21	1055.59
Basic EPS	0.43	0.10	4.03
Diluted EPS	0.43	0.10	4.03
Net asset value per Equity Share	1.85	1.42	13.23
Total borrowings (Including current and non-current borrowings)	2837.58	2250.63	2054.61

(₹ in Lakhs)

For further details, please refer to section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

## QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL INFORMATION

Our Statutory Auditor has not made a qualification which has not been given effect to in the Restated Financial Statements.

For further details on auditor qualifications, please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

## OUTSTANDING LITIGATIONS

A summary of outstanding legal proceedings as of the date of this Letter of Offer as disclosed in the section titled '*Outstanding Litigations, Defaults and Material Developments*' in terms of the SEBI (ICDR) Regulations and the Materiality Policy is provided below.

As on date of this Letter of Offer, except as stated in this Letter of Offer there are no litigations or proceedings subsisting or existing by or against the Company, Directors, Promoters, summary of outstanding litigation proceedings involving our Company, Directors, and Promoters, is specified as below:

Nature of Entity	Criminal Proceedings	Civil Proceedings	Tax Proceedings	Statutory regulatory proceedings	Disciplinary actions by SEBI or BSE	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	3	Nil	Not quantifiable
<b>Directors</b>						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil

Nature of Entity	Criminal Proceedings	Civil Proceedings	Tax Proceedings	Statutory regulatory proceedings	Disciplinary actions by SEBI or BSE	Aggregate amount involved (₹ in Lakhs)
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	Nil	Nil	Nil	Nil	Nil

For further details, please refer to section titled '*Outstanding Litigations, Defaults and Material Developments*' beginning on page 144 of this Letter of Offer.

## RISK FACTORS

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares, material litigations that impacts the business of the Company, and other economic factors, please refer to the section titled '*Risk Factors*' beginning on page 22 of this Letter of Offer.

## CONTINGENT LIABILITIES

As on date of this Letter of Offer, there are no contingent liabilities as per Ind AS – 37 Provisions and contingent liabilities of our Company.

For details of the contingent liabilities, as reported in the Restated Financial Statements, please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

## RELATED PARTY TRANSACTIONS

The details of our related party transactions as per Ind AS – 24 Related Party Disclosures, read with SEBI (ICDR) Regulations have been derived from the Financial Year ended March 31, 2023, and for the Financial Years ended on March 31, 2022, and 2021, is specified as below:

Particulars	(₹ in Lakhs)		
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Remuneration paid</b>			
Manish R Shah	144.00	144.00	91.00
Sameer Amit Shah	12.00	12.00	11.00
<b>Total</b>	<b>156.00</b>	<b>156.00</b>	<b>102.00</b>
<b>Bonus Shares Issued</b>			
Manish R Shah	0.00	0.00	818.01
Sameer Amit Shah	0.00	0.00	12.08
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>830.09</b>
<b>Consideration (Shares Issued) paid on business takeover</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	2272.50
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>2272.50</b>
<b>Advance to Creditors</b>			
Starchart Shipping and Marine Services Pvt Ltd	0.00	10.50	165.50
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	140.19	0.00
<b>Total</b>	<b>0.00</b>	<b>150.69</b>	<b>165.50</b>
<b>Sales</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	14923.49

<b>Particulars</b>	<b>31<sup>st</sup> March 2023</b>	<b>31<sup>st</sup> March 2022</b>	<b>31<sup>st</sup> March 2021</b>
Torextron Ventures Pvt Ltd	0.00	25.00	0.00
<b>Total</b>	<b>0.00</b>	<b>25.00</b>	<b>14923.49</b>
<b>Purchase</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	13430.84
Starchart Shipping and Marine Services Pvt -Ltd	0.00	0.00	402.60
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>13430.84</b>
<b>Loans Received</b>			
Manish R Shah	91.26	234.91	0.00
Seacoast Shipping and Marine Services HUF - Manish R. Shah	682.26	0.00	0.00
<b>Total</b>	<b>773.51</b>	<b>234.91</b>	<b>0.00</b>
<b>YEAR END BALANCES</b>			
<b>Unsecured Loans</b>			
Seacoast Shipping and Marine Services HUF - Manish R. Shah	682.26	0.00	0.00
Manish R Shah	326.17	234.91	0.00
<b>Total</b>	<b>1008.43</b>	<b>234.91</b>	<b>0.00</b>
<b>Advance to Creditors</b>			
Seacoast Shipping and Marine Services HUF - Manish R. Shah	0.00	4963.98	5104.18
Starchart Shipping and Marine Services Pvt Ltd	81.86	176.00	165.50
<b>Total</b>	<b>81.86</b>	<b>5139.98</b>	<b>5269.68</b>

For details of the Related Party Transactions, as reported in the Restated Financial Statements, please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

#### **FINANCING ARRANGEMENTS**

There have been no financing arrangements whereby our Promoter, Directors, and their relatives have financed the purchase by any other person of Equity Shares other than in the normal course of the business of the financing entity during the period of 6 (Six) months immediately preceding the date of this Letter of Offer.

#### **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR PRECEDING THE DATE OF FILING OF THIS LETTER OF OFFER**

Our Company has not issued any Equity Shares for consideration other than cash in the 1 (One) year preceding the date of this Letter of Offer.

#### **SPLIT OR CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has undertaken a split of share by sub- division of 1 (one ) Equity Share of face value of Rs 10 (Ten) each on December 31, 2021 of its Equity Shares in the one year preceding the date of this Letter of Offer.

## SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors, uncertainties, and all other information described in this Letter of Offer, in conjunction with ‘Industry Overview’, ‘Business Overview’, ‘Financial Statements’, ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’, and ‘Key Industry Regulations and Policies’ beginning on pages 58, 70, 96, 130, and 154 respectively in this Letter of Offer, before making an investment in our Equity Shares.*

*The risks described in this section are those that we consider to be the most significant and material to our business, financial condition, results of operations, and cash flows as of the date of this Letter of Offer. We have described the risks and uncertainties that we currently believe to be material, but the risks set out in this section may not be exhaustive, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, occur, our business, financial condition, and results of operations could suffer, and the trading price and the value of your investment in, our Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision with respect to this Issue, you must rely on your examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial, and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.*

*In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the consequences they could encounter in investing in the Equity Shares.*

*This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Letter of Offer.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to ‘we’, ‘us’, and ‘our’ refers to our Company.*

### INTERNAL RISK FACTORS

- 1. In the Financial Year ended on March 31, 2020, an open offer had been triggered by our current Promoter, due to execution of a share purchase agreement and change in control and management of our Company.***

On November 22, 2019, a share purchase agreement had been executed between, Safal Construction India Pvt. Limited (erstwhile promoters of our Company) with current Promoter, Manishkumar Raichand Shah and Sameer Amit Shah, for acquisition of equity shares and change in control and management of our Company. Due to the said share purchase agreement, an open offer had been triggered during the Financial Year 2020-2021, in accordance and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Post-completion of the said open offer, the Promoter took over the management of the Company and through his and the newly appointed Board’s expertise strived and is striving to take the Company on the path of revival. The Company’s new management is making all out efforts to enter into the business of Shipping and logistics. Therefore, our success is largely dependent on our management team which ensures the implementation of our strategy. If one or more members of our key management team were unable or unwilling to continue in their present positions, such persons would be difficult to replace and our business, results of operations, financial condition, cash flows and prospects could be adversely affected.

- 2. Any disruptions to our logistics facilities could have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Our daily operations rely heavily on the orderly performance of our logistics facilities which are largely driven by technology. Any service disruption in our logistics facilities as a result of a failure or disruption of the automated facilities or equipment, technological issues, lower capacity during peak shipment volume periods, force majeure, prolonged power outage, changes in governmental planning for the land underlying these facilities, third-party sabotages, disputes, employee delinquencies or strikes, government inspections or regulatory orders mandating service halt or temporary or permanent shutdowns could adversely impact our business operations. For example, any ad hoc regulatory inspection by local authorities at any of our facilities may cause business disruptions and

delay the processing and delivery. Natural disasters or other unanticipated catastrophic events, including storms, heavy rains, fires, floods, earthquakes, terrorist attacks and wars, could destroy inventory and equipment located in these facilities and significantly impair or disrupt our business operations. In the event of service disruptions in our logistics facilities or transportation facilities, our shipment pickup and delivery may be delayed, suspended or stopped. Such shipments would need to be redirected to other nearby centres, and such rerouting would likely increase the risk of delays and delivery errors. At the same time, increased shipment sorting or pickup and delivery pressure on nearby centres may negatively impact their performance and result in adverse effects on our entire network. Any of the foregoing events may result in significant operational interruptions and slowdowns, customer complaints and reputational damage.

- 3. Our technology infrastructure is critical to our business operations and growth prospects, and failure to improve or effectively utilise our technology infrastructure or prevent disruptions to our technology infrastructure could harm our business operations, reputation and growth prospects.***

We also depend on our technology systems to control our logistics operations, manage inventory, process and bill shipments, process payments and record cash payments by customers, amongst other processes. Accordingly, reliability, availability and consistent performance of our technology infrastructure is critical to our ability to operate our business and deliver high-quality customer service. Any errors, bugs or malfunctioning of our technology systems can adversely affect our financials and results of operations. Furthermore, any error in the billing system could disrupt our operations and impact our ability to provide or bill for our services, retain customers, attract new customers, or negatively impact overall customer experience.

- 4. Seacoast Shipping Services Limited's agricultural commodity trading segment is subject to several risks associated with its supply chain. The company sources various agricultural commodities such as wheat, rice, tomatoes, onions, and other products from different regions, and any disruption in the supply chain could have a significant impact on its operations and financial performance.***

One of the most significant risks that the company faces is supply shortages. Agricultural commodities are subject to various environmental and biological factors that can significantly affect their production. Adverse weather conditions, pest infestations, and other factors can lead to a shortage of supply, thereby driving up prices and affecting the company's profitability. The transportation of agricultural commodities involves various logistical challenges, including delays, theft, and damage during transit. Any disruption in the transportation of commodities can result in delays and increase transportation costs, leading to lower margins for the company.

Price fluctuations are also a significant risk for the company's agricultural commodity trading segment. The prices of agricultural commodities are subject to various factors such as weather conditions, global demand, and government policies. These factors can result in significant price volatility, and any adverse price movement can have a negative impact on the company's financial performance. To mitigate these risks, the company needs to implement robust supply chain management systems. This includes maintaining a diversified supplier base, ensuring adequate storage and transportation facilities, and hedging against price volatility. Moreover, the company needs to establish strong relationships with its suppliers and maintain transparency in its procurement processes.

Any disruption in the supply chain of Seacoast Shipping Services Limited's agricultural commodity trading segment could have a significant impact on the company's operations and financial performance. The company needs to remain vigilant and proactive in managing its supply chain to mitigate these risks effectively.

- 5. The Registered Office of our Company are located/ carried on land parcels that are not owned by us and are held by us on a leasehold/ rental basis. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.***

As of the date of this Letter of Offer, our Registered Office of our Company is held on a leasehold/Rental basis. Set out in the table below are details of the address of our Registered Office, taken on lease/Rental:

Sr. No.	Particulars of Property	Address	Lessee	Lessor	Rental (₹ Lakhs) in	Validity of Agreement
1.	Registered Office of our company	D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054	Seacoast Shipping Services Limited	Mr. Batukbhai Kansara	₹0.246 Lakhs p.m.	11 months and 29 days beginning April 18, 2023, further extended at the option of Licensee for more 11 months 29 days on if agreed

We cannot assure you that we will be able to renew our leases on commercially acceptable terms, or at all. In the event that we are required to vacate the aforesaid leased premises, we would be required to make alternative arrangements and we cannot assure that the new arrangements will be on commercially acceptable terms. Further, since the registered office of our Company, any negative set-back could materially adversely affect our business, results of operations, financial condition, cash flows and prospects. If we are required to relocate our business operations, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

**6. *Insurance policies have been covered and insured, i.e., namely being Seacoast Shipping Services Limited. Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

Insurance policies have been covered and insured by our Company, i.e., namely being Seacoast Shipping Services Limited. The insured furniture, stocks, etc. are shared by our Company at their registered office located at D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054. We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In addition, there are various types of risks and losses for which we do not maintain insurance, such as losses due to business interruption, losses in transit, natural disasters etc. because they are either uninsurable or because insurance is not available to us on acceptable terms. In the event, we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected.

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.

**7. *The shipping and logistics industry is highly dependent on freight rates, which can experience significant volatility. Fluctuations in global trade volumes, supply and demand imbalances, and fuel costs can impact freight rates. Seacoast Shipping Services Limited may face challenges in maintaining profitable operations if freight rates decline or become highly volatile, affecting its revenue and margins.***

Freight rates are closely tied to the overall level of global trade activity. Changes in international trade patterns, economic conditions, or geopolitical events can lead to fluctuations in trade volumes. A decrease in trade volumes can result in lower demand for shipping services, leading to reduced freight rates. Freight rates are also influenced by supply and demand dynamics in the shipping industry. If there is an oversupply of vessels relative to cargo demand, it can lead to increased competition among shipping companies and downward pressure on freight rates. Fuel costs constitute a significant portion of operating expenses in the shipping industry. Fluctuations in oil prices can have a direct impact on shipping companies' profitability. If fuel costs increase, shipping companies may face challenges in passing on the additional costs to customers through higher freight rates. This can erode profit margins for Seacoast Shipping Services Limited, particularly if it cannot efficiently manage fuel consumption or hedge against fuel price volatility.

Declining or volatile freight rates can directly impact the revenue and margins of Seacoast Shipping Services Limited. Lower freight rates mean that the company earns less revenue per cargo transported, potentially leading



to reduced profitability. Additionally, if the company is unable to adjust its operating costs to align with declining freight rates, it may face margin compression, further impacting its financial performance.

8. ***The shipping and logistics sector is sensitive to economic cycles and geopolitical events. During economic downturns, there is a decrease in trade volumes, which can lead to reduced demand for shipping services. Additionally, trade disruptions caused by political tensions, trade wars, or changes in trade policies can negatively impact the company's operations and profitability, as it may face disruptions in trade routes, port congestion, or delays in customs procedures.***

The shipping and logistics sector operates within a global economic framework, making it highly sensitive to economic cycles and geopolitical events. Economic downturns can have a profound impact on the industry, as they often result in reduced trade volumes and decreased demand for shipping services. During periods of economic contraction, consumer spending tends to decline, businesses scale back their operations, and international trade activity diminishes. This reduction in trade directly affects Seacoast Shipping Services Limited, as it may experience lower cargo volumes and a decrease in demand for its shipping services.

Furthermore, political tensions, trade wars, and changes in trade policies can lead to trade disruptions that negatively affect the company's operations and profitability. Political conflicts and geopolitical uncertainties can create an environment of instability, which may impact trade routes, increase regulatory complexities, and lead to disruptions in the flow of goods. For example, trade tensions between countries can result in the imposition of tariffs, quotas, or other trade barriers, hindering the smooth movement of goods across borders. Such disruptions can impede Seacoast Shipping Services Limited's ability to efficiently transport cargo, causing delays, port congestion, and additional costs.

In addition, changes in trade policies, such as modifications to customs procedures or regulatory requirements, can pose challenges for the company. Compliance with new regulations or adjusting to changes in documentation and clearance procedures can create operational bottlenecks and administrative burdens, potentially resulting in delays in cargo handling and clearance. These delays can impact Seacoast Shipping Services Limited's service reliability, customer satisfaction, and overall operational efficiency.

9. ***We are heavily dependent on certain suppliers and customers for procurement and sale of our traded goods. Any disruption in supply or offtake from such entities may affect our business operations.***

We are extremely dependent on our top 5 customers. During the financial year 2022-23, our top five customers contributed 21.44% of our sales, whereas our top 5 suppliers contributed 30.94% of our purchase. Any disruption of supply of raw materials from suppliers or loss of any of our top 5 customers will adversely affect our operations and financial position.

We do not manufacture the products we sell. We mainly procure our traded goods from various suppliers. We believe that the quality of products supplied, the transparent pricing, locational advantage, etc. are some of the major reasons, our Company prefers to procure our traded goods from these key suppliers. However, we have not entered into any formal agreement with these key suppliers. Also, the fact that we are so heavily dependent on these suppliers, exposes us indirectly to the risks that these suppliers face.

Any failure of the suppliers to deliver these traded goods in the necessary quantities or to adhere to delivery schedules or specified quality standards and specifications would adversely affect our business operations and our ability to deliver orders on time and at the desired level of quality. Further any deterioration in the financial condition or business prospects of these suppliers could reduce their ability to meet our requirements and which may result in delay of supply of our products. As a result, we may lose customers and incur liabilities for failure to execute orders, which could have a material adverse effect on our business, financial condition and results of operations and accordingly result in a significant decrease in our revenues.

10. ***Seacoast Shipping Services Limited operates in a highly regulated environment. It must comply with various international regulations and standards related to safety, security, environmental protection, and labour practices. Non-compliance with these regulations can result in penalties, fines, reputational damage, or legal disputes, which could disrupt the company's operations, impact its financial performance, and damage its relationships with customers and stakeholders.***

Seacoast Shipping Services Limited operates in a highly regulated environment, adhering to international regulations on safety, security, environmental protection, and labour practices. Failure to comply with these

regulations can lead to penalties, fines, reputational damage, and legal disputes. Non-compliance can disrupt operations, impact financial performance, and damage relationships with customers and stakeholders. Adherence to these regulations is crucial for maintaining the company's reputation, ensuring smooth operations, and fostering positive relationships with stakeholders.

- 11. *The shipping and logistics industry is intensely competitive, with numerous global and regional players. Seacoast Shipping Services Limited may face competition from established companies as well as new entrants. Changes in market conditions, customer preferences, or industry trends can impact the company's market share, pricing power, and profitability. The emergence of new technologies and digital platforms in the logistics sector may also pose challenges if the company fails to adapt and leverage these advancements effectively.***

Market conditions can rapidly evolve, influenced by factors such as economic fluctuations, shifts in trade patterns, and changes in global supply chains. Seacoast Shipping Services Limited must closely monitor these dynamics and be agile in responding to emerging opportunities and challenges. Failure to adapt to changing market conditions may result in a loss of market share, decreased pricing power, and reduced profitability. Customers seek reliable and efficient shipping services at competitive prices. Seacoast Shipping Services Limited must understand and anticipate the evolving needs of its customers to retain their loyalty and attract new business. Failure to meet customer expectations, such as timely delivery, cargo tracking capabilities, or value-added services, may lead to customer attrition and a negative impact on the company's revenue and market position.

Weather conditions play a crucial role in agricultural production and can significantly affect crop yields. Adverse weather events such as droughts, floods, or storms can lead to decreased production and supply shortages, causing an increase in commodity prices. Conversely, favourable weather conditions can result in bumper harvests and oversupply, leading to price declines. Supply and demand imbalances also influence agricultural commodity prices. Changes in population growth, dietary preferences, or shifts in global trade patterns can affect the demand for certain agricultural products. Additionally, government policies such as import/export regulations, subsidies, and trade agreements can impact market dynamics and prices. We must remain informed about these factors and their potential effects on agricultural markets to make informed trading decisions.

Fluctuations in commodity prices can directly impact our company's revenue and profitability. If the company is unable to procure agricultural products at favourable prices or sell them at profitable rates, it may experience reduced margins or potential inventory losses. The ability to effectively manage price risks, including through hedging strategies or long-term contracts, is crucial for mitigating the impact of commodity price volatility.

- 12. *Seacoast Shipping Services Limited must ensure the quality, safety, and compliance of the agricultural products it trades. Any failure to meet quality standards, comply with food safety regulations, or address sanitary and phytosanitary requirements can result in reputational damage, legal liabilities, or loss of customers.***

Quality control is of utmost importance in the agriculture trading segment to deliver products that meet the expected standards and specifications. We must implement stringent quality control measures throughout the supply chain, including rigorous inspection and testing of agricultural products. This ensures that the products meet the required quality parameters, such as freshness, nutritional value, and absence of contaminants or adulteration. Failure to maintain adequate quality control can result in customer dissatisfaction, damaged reputation, and potential legal actions.

Compliance with food safety regulations is essential to protect consumers from health risks associated with contaminated or unsafe agricultural products. Seacoast must adhere to local and international food safety standards, including proper handling, storage, and transportation practices. This includes ensuring that the products are free from harmful substances, properly labelled, and traceable throughout the supply chain. Non-compliance with food safety regulations can lead to product recalls, legal penalties, and loss of consumer trust. Similarly, Sanitary and phytosanitary requirements refer to the measures in place to protect plant and animal health. Seacoast Shipping Services Limited must comply with these requirements, which may include certifications, inspections, and quarantine procedures. Failure to meet these requirements can result in the rejection of agricultural products at ports of entry, delays in customs clearance, and loss of market access. It is crucial for the company to stay updated with the evolving sanitary and phytosanitary regulations in different countries and ensure compliance to avoid disruptions to its trading activities.

- 13. *We do not own the trademark for the logo we are using for our business as it applied for registration by one of our promoter Mr. Manish Raichand Shah.***



The trademark Seacoast Shipping Services, which we are using for our business, is not registered with Trademark Authorities. The promoter of our Company Mr. Manish Raichand Shah, had applied for registration with Authorities for registering its Trademark, vide application number 4504751 under class 39. The current status of Trademark Application is accepted and advertised. We are unable to comment on the confirmity of grant of registration of our applied mark. We may be subjected to opposition or any remarks from Authority, which may leave our brand and business name open for competition with same brand name by competitors or third parties.

Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. Any litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

For further details on above and other trademarks, please refer to chapter titled “Business Overview” beginning on page 70 of this letter of offer.

**14. We are highly dependent on our Promoter and our management team and key personnel and the loss of any key team member may adversely affect our business performance.**

Our Promoter, management team, and key personnel have been instrumental in the growth and development of our Company. Our management team comprises our Chairman and Managing Director, Manishkumar Shah, our Executive Director, Sameer Shah, and our Chief Financial Officer, Manishkumar Shah. In particular, the active involvement of our management team and key personnel in our operations, including through strategy, direction, and relationships have been integral to our development and business. The loss of any of these persons would have a material adverse effect on our operations.

Our businesses are dependent upon a core and senior management team which oversees the day-to-day operations, strategy and growth of our business. Our success is largely dependent on our management team which ensures the implementation of our strategy. If one or more members of our key management team were unable or unwilling to continue in their present positions, such persons would be difficult to replace and our business, results of operations, financial condition, cash flows and prospects could be adversely affected. Our future success, amongst other factors, will depend on our ability to continue to attract and retain qualified personnel, particularly persons with critical expertise, know-how and skills that are capable of helping us to strategize, and develop our business and various business vertical products. Our failure to successfully manage our personnel needs could materially and adversely affect our business, results of operations, financial condition and cash flows. Moreover, if any of our key professional employees were to join an existing competitor or form a competing company or otherwise leave, it could lead to setbacks in the implementation of our plans and strategy. Our failure to successfully manage our employees’ needs could materially adversely affect our business, results of operations, financial condition, cash flows and prospects. If we are not able to address these risks, our business, results of operations, financial condition and cash flows could be adversely affected.

**15. We have experienced negative cash flows in prior years.**

As per our Restated Standalone Financial Statements, our Company has experienced negative cash flow for the Financial Years ended on March 31, 2023, March 31, 2022, and March 31, 2021, details of which are specified as under:

(₹ in Lakhs)

Net cash inflow/ (outflow) from	Restated Financial Statements for the Financial Year ended March 31		
	2023	2022	2021
Operating Activities	(380.46)	(8.55)	(5008.33)
Investing Activities	(4.95)	10.85	(11.74)
Financial Activities	381.76	(4.21)	5022.69

**16. Our Company has availed unsecured loans from Related parties, which may be recalled by them at any time and our Company may not have adequate funds to make timely payments or at all.**

Our Company has availed unsecured loans from Related parties. The said borrowings/ facilities availed by us from our Promoters and other parties may be recalled at any time. As of March 31, 2023, the details of outstanding amount in respect of such loans, is tabled as under:

(₹ in Lakhs)

Name of the Lender	Nature of Borrowing	Amount Outstanding
Manish R Shah	Unsecured Borrowing	326.17
Seacoast Shipping and Marine Services HUF - Manish R. Shah	Unsecured Borrowing	682.26

Such loans may be recalled at any time. In the event that our Promoter and/ or other parties seeks repayment of any such unsecured loan, our Company may need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, results of operations, financial condition and cash flows.

**17. We have entered into, and will continue to enter into, related party transactions which may potentially involve conflicts of interest.**

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties. For details regarding our related party transactions, see *‘Restated Financial Statements – Annexure IX – Related Party Transactions’* on section titled *‘Financial Information’* beginning on page 96 of this Letter of Offer. While we believe that all such related party transactions that we have entered into are conducted on an arms’ length basis in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions are subject to board or shareholder approval, as necessary under the Companies Act and the SEBI (LODR) Regulations, in the interest of the Company and its minority shareholders and in compliance with the SEBI (LODR) Regulations, we cannot assure you these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Further, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. There can be no assurance that our directors and executive officers will be able to address such conflicts of interests or others in the future.

The following table highlights the details of our related party transactions as per Ind AS – 24 Related Party Disclosures, read with SEBI (ICDR) Regulations have been derived from the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021 is specified as below:

(₹ in Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Remuneration paid</b>			
Manish R Shah	144.00	144.00	91.00
Sameer Amit Shah	12.00	12.00	11.00
<b>Total</b>	<b>156.00</b>	<b>156.00</b>	<b>102.00</b>
<b>Bonus Shares Issued</b>			
Manish R Shah	0.00	0.00	818.01
Sameer Amit Shah	0.00	0.00	12.08
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>830.09</b>
<b>Consideration (Shares Issued) paid on business takeover</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	2272.50
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>2272.50</b>
<b>Advance to Creditors</b>			
Starchart Shipping and Marine Services Pvt Ltd	0.00	10.50	165.50
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	140.19	0.00

<b>Particulars</b>	<b>31<sup>st</sup> March 2023</b>	<b>31<sup>st</sup> March 2022</b>	<b>31<sup>st</sup> March 2021</b>
<b>Total</b>	<b>0.00</b>	<b>150.69</b>	<b>165.50</b>
<b>Sales</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	14923.49
Torextron Ventures Pvt Ltd	0.00	25.00	0.00
<b>Total</b>	<b>0.00</b>	<b>25.00</b>	<b>14923.49</b>
<b>Purchase</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	13430.84
Starchart Shipping and Marine Services Pvt Ltd	0.00	0.00	402.60
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>13430.84</b>
<b>Loans Received</b>			
Manish R Shah	91.26	234.91	0.00
Seacoast Shipping and Marine Services HUF - Manish R. Shah	682.26	0.00	0.00
<b>Total</b>	<b>773.51</b>	<b>234.91</b>	<b>0.00</b>
<b>YEAR END BALANCES</b>			
<b>Unsecured Loans</b>			
Seacoast Shipping and Marine Services HUF - Manish R. Shah	682.26	0.00	0.00
Manish R Shah	326.17	234.91	0.00
<b>Total</b>	<b>1008.43</b>	<b>234.91</b>	<b>0.00</b>
<b>Advance to Creditors</b>			
Seacoast Shipping and Marine Services HUF - Manish R. Shah	0.00	4963.98	5104.18
Starchart Shipping and Marine Services Pvt Ltd	81.86	176.00	165.50
<b>Total</b>	<b>81.86</b>	<b>5139.98</b>	<b>5269.68</b>

For details of the Related Party Transactions, as reported in the Restated Financial Statements, please refer to the section titled '**Financial Information**' beginning on page 96 of this Letter of Offer.

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

Since the Issue size is less than Rs. 100,00,00,000 (Rupees One Hundred Crores) there is no mandatory requirement of appointing an independent monitoring agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

19. ***Our Promoters will continue to retain significant shareholding in our Company after the Issue, which will allow them to exercise control over us.***

As on date of this Letter of Offer, our Promoters holds 15,00,01,230 (Fifteen Crore One Thousand Two hundred thirty) Equity Shares, representing 44.55% (Forty-Four point Five-Five Percent) of the Voting Share Capital of the Company. The Promoter of our Company have, vide their letters dated 12<sup>th</sup> June, 2023 ("Subscription Letters") indicated that they will not subscribe fully to their portion of right entitlement as a result the % shareholding of our promoters may decrease after the completion of the Issue, However our Promoters will still continue to hold significant percentage of our outstanding Equity Shares. Accordingly, our Promoters will continue to exercise control over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our charter documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments

and capital expenditures. There can be no assurance that our Promoters will exercise its rights as a shareholder to the benefit and best interests of our Company. The interests of our Promoters, as our Company's significant shareholder and exercising control over our Company, could be different from the interests of our other Shareholders and their influence may result in change of management or control of our Company, even if such a transaction may not be beneficial to our other Shareholders.

**20. As the securities of our Company are listed on Stock Exchanges in India, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations. Any noncompliances/ delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties**

The Equity Shares of our Company are listed on BSE and Calcutta Stock Exchange Limited, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations, as well as requirements under the Companies Act for a listed Company. There have been instances in the past, wherein our Company has committed non-compliance of the SEBI Listing Regulations and actions in respect to the same have been initiated against us by the Stock Exchanges. The details of penalties/ fines imposed by Stock Exchanges on our Company on account of non-compliance of the SEBI Listing Regulations in the past, have been provided below:

S. No.	Quarter Ending	Nature of Non-Compliance	Amount of Penalty/Fine	Date of Payment
1	Sep. 2021	<b>Regulation 33</b> Non Submission of Consolidated Financial Results within the periods provided under this regulation.	20,000	13/01/2023
2	March 2022	<b>Regulation 17(1)</b> Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director. <b>Regulation 18(1)</b> Non-compliance with the constitution of audit committee. <b>Regulation 19(1)/19(2)</b> Non-compliance with the constitution of nomination and remuneration committee.	4,50,000  1,42,000  1,42,000	30/12/2022  13/01/2023  13/01/2023
3	June 2022	<b>Regulation 31</b> Non submission of Shareholding Pattern within the periods provided under this regulation. <b>Regulation 18(1)</b> Non-compliance with the constitution of audit committee. <b>Regulation 19(1)/19(2)</b> Non-compliance with the constitution of nomination and remuneration committee.	1,08,000  1,24,000  1,24,000	13/01/2023  13/01/2023  13/01/2023
3	Sep. 2022	<b>Regulation 23(9)</b> Late submission of related party transaction for the half year ended September 2022.	45,000	13/01/2023
4	Dec. 2022	<b>Regulation 29 (2)/ 29(3)</b> Delay in furnishing prior intimation about the meeting of the board of directors	10,000	13/04/2023

Since, during the preceding one year from the date of filing of this Letter of Offer, there have been defaults in complying with the applicable provisions of SEBI Listing Regulations and accordingly, our Company has filed

this Letter of Offer under Part B-1 of Schedule VI of SEBI ICDR Regulations. Our Company endeavours to comply with all applicable obligations/reporting requirements, however, upon occurrence of any future instances of non-disclosures/delayed/erroneous disclosures and/or any other violations by us, our Company may be exposed to imposition of penalties, warnings and show cause notices being against us by SEBI and Stock Exchanges. Any future adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

**21. *There are outstanding proceedings involving our Company which, if determined adversely, may adversely affect our business and financial condition.***

We are involved in certain regulatory proceedings which may adversely affect our operations and financial position. A summary of outstanding legal proceedings involving our Company as on the date of this Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below:

Nature of Entity	Criminal Proceedings	Civil Proceedings	Tax Proceedings	Statutory regulatory proceedings	Disciplinary actions by SEBI or BSE	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	Nil	3	Nil	Not Quantifiable
<b>Directors</b>						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	Nil	Nil	Nil	Nil	Nil

We are, and may in the future be, party to other litigation and regulatory proceedings, the outcome of which may affect our business, results of operations, financial condition and prospects. There can be no assurance that we will be successful in any of these legal proceedings. For further details, see “*Outstanding Litigations, Defaults and Material Developments*’ beginning on page 144.

**22. *Our business is subject to various laws and regulations which are constantly evolving. If we or our third-party network partners are deemed to be not in compliance with any of these laws and regulations, our business, reputation, financial condition, cash flows and results of operations may be materially and adversely impacted***

Our business is subject to regulation by the relevant governmental authorities, including the Food Safety and Standards Authority of India, the Directorate General of Shipping, the Ministry of Consumer Affairs, Food and Public Distribution and the Commissioner of Customs. Together, these governmental authorities promulgate and enforce regulations that cover many aspects of our day-to-day operations, the Food Safety and Standards Act, 2006, the Legal Metrology (Packaged Commodities) Rules, 2011, various state-wise shops and establishments legislations.

The laws and regulations governing our businesses are evolving and may be amended, supplemented or changed at any time. The Government of India may implement new laws or other regulations and policies that could affect the logistics industry in general, including requiring additional approvals or licenses, imposing additional restrictions on our or our third-party network partners’ operations or tightening the enforcement of existing or new laws or regulations. We may be required to seek and follow additional procedures, modify or adjust certain activities, restructure our ownership structure, obtain new or additional licenses or incur additional expenses to comply with such laws and regulations, which could adversely affect our future development and business. In order to comply with evolving laws and regulations, we may need to devote significant management time and

other resources, including restructuring affected businesses, changing our business practices and adjusting our processes and systems, which may materially and adversely affect our business, growth prospects and reputation.

**23. *Our Company has received an intimation order for the assessment year 2021-22 whose payment is pending to be made by the company.***

Our company has received an intimation u/s 143(1) dated 12-12-2022 for the assessment year 2021-22 determining income tax payable of Rs. 566.52 Lakhs on account of mismatch between tax credits claimed and allowed whose payment is pending to be made by the company.

Although no penalty or fine has been imposed by any regulatory authority, it cannot be assured that there will not be such instances in the future or that our Company will not commit any further delays or defaults in relation to the applicable regulatory requirements, or that any penalty or fine will not be imposed by any regulatory authority in respect to the same.

**24. *Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as U.S. GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.***

Our Restated Standalone Summary Statements for Financial Years ended on March 31, 2023, 2022, and 2021, included in this Letter of Offer are derived from our audited financial statements prepared in accordance with Ind AS, as applicable, specified under Section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and restated in accordance with the requirements of Section 26 of Part 1 of Chapter III of the Companies Act, the SEBI ICDR Regulations. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP.

We have not attempted to explain in a qualitative manner the impact of the IFRS or U.S. GAAP on the financial information included in this Letter of Offer, nor do we provide a reconciliation of our financial information to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Letter of Offer, which are restated as per the SEBI (ICDR) Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act, and the SEBI (ICDR) Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI (ICDR) Regulations, on the financial disclosures presented in this Letter of Offer should accordingly be limited.

#### **ISSUE SPECIFIC FACTORS**

**25. *Our Company will not distribute the Offer Documents to certain overseas shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch the Offer Documents to such shareholders who have provided an address in India for the service of documents or who are in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Offer Documents will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act and may subject us to fines or penalties.

**26. *There is no public market for the Rights Equity Shares or Equity Shares outside India.***

After this Issue, there will continue to be no public market for our Equity Shares in the United States or any country other than India. In addition, the holders of the partly paid-up Rights Equity Shares will not be able to trade in these Equity Shares till they are credited to the holders' account as fully paid-up, and thereafter there will also be no public market for the Rights Equity Shares outside of India. We cannot assure you that the face value of the



Rights Equity Shares will correspond to the price at which the Rights Equity Shares will trade subsequent to this Issue. This may also affect the liquidity of our Rights Equity Shares and Equity Shares and restrict your ability to sell them.

**27. *Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.***

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for dilution of your percentage ownership of the equity share capital of our Company that may be caused because of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation (the last day for which is 27<sup>th</sup> July 2023, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

**28. *SEBI has recently, by way of Rights Issue Circulars streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue Circulars and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see '*Terms of the Issue*' on page 160 of this Letter of Offer.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to:

- a. Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
- b. Equity Shares held in the account of IEPF authority; or
- c. The demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or
- d. Equity Shares held by Eligible Equity Shareholders holding Equity Shares in the physical form on the Record Date the details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or
- e. Credit of the Rights Entitlements returned/reversed/failed; or
- f. The ownership of the Equity Shares currently under dispute, including any court proceedings.

**29. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares.

We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future;

**30. *Investors shall not have the option to receive Rights Equity Shares in physical form.***

In accordance with the provisions of Regulation 77A of the SEBI (ICDR) Regulations read with SEBI Rights Issue Circular, the credit of Rights Entitlement and Allotment of Rights Equity Shares shall be made in dematerialised form only. Investors will not have the option of getting the allotment of Equity Shares in physical form.

**31. *The Rights Entitlement of Physical Equity Shareholders may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI Circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020', the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Equity Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Equity Shareholders are requested to furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least 1 (One) day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares). For further details, please refer to the section titled '*Terms of the Issue*' on page 160 of this Letter of Offer.

**32. *Our ability to pay dividends in the future will depend on our future earnings, cash flows, working capital requirements, capital expenditures and financial condition. Investors of Rights Equity Shares are only entitled to dividend in proportion to the amount paid up and the voting rights (exercisable on a poll by investors) shall also be proportional to such investor's share of the paid-up Equity Share capital of our Company.***

The amount of our future dividend payments, if any, will depend on various factors such as our future earnings, cash flows, financial condition, working capital requirements, capital expenditures and in accordance with applicable laws. We may decide to retain all our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on the Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders. The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or the dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in the future.

Further, with respect to the present Issue, investors are only entitled to dividend in proportion to the amount paid-up and the voting rights (exercisable on a poll by investors) shall also be proportional to such investor's share of the paid-up Equity Share capital of our Company.

**33. *You may be subject to Indian taxes arising out of capital gains on the sale of the Rights Equity Shares and Rights Entitlement.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realised on the sale of listed equity shares on the Stock Exchanges held for more than 12 (Twelve) months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax, on the sale of any Equity Shares held for more than 12 (Twelve) months immediately preceding the date of transfer. Securities Transaction Tax will be levied on the seller and/or the purchaser of the Equity Shares and collected by the domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 (Twelve) months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India as well as Securities Transaction Tax.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. 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.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed, or paid by a domestic company after March 31, 2020, and, accordingly, such dividends would not be exempt in the hands of the Shareholders, both for residents as well as non-residents. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends.

Similarly, any business income realised from the transfer of equity shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹1.00 Lakh (Rupees One Lakh), subject to certain exceptions in case of resident individuals and Hindu Undivided Families.

Further, the Finance Act, 2019 made various amendments in the taxation laws and clarified that, in the absence of a specific provision under an agreement, the buyer will be liable to pay stamp duty in case of sale of securities through the Stock Exchanges, while the transferor will be liable to pay stamp duty in other cases of transfer for consideration through a depository. The stamp duty for transfer of securities other than debentures, on a delivery basis, is specified at 0.015% (Zero Point Zero One Five Percent) and on a non-delivery basis is specified at 0.003% (Zero Point Zero Zero Three Percent) of the consideration amount. These amendments came into effect from July 1, 2020.

**34. *You may not receive the Equity Shares that you subscribe in the Issue until 15 (Fifteen) days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 (Fifteen) days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time, subjecting you to market risk for such period.

**35. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI (ICDR) Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political, or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Rights Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares.

The Applicants shall not have the right to withdraw their Applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Rights Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

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

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

**37. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.***

In accordance with applicable laws and regulations and the requirements of the BSE Limited, in principle and final approvals for listing and trading of the Rights Equity Shares issued pursuant to this Issue will not be applied for or granted until after the Rights Equity Shares have been issued and allotted. Approval for listing and trading will require all the relevant documents authorising the issuance of Rights Equity Shares to be submitted. Accordingly, there could be a delay in listing the Rights Equity Shares on the BSE Limited. If there is a delay in obtaining such approvals, we may not be able to credit the Rights Equity Shares allotted to the Investors to their depository participant accounts or assure ownership of such Rights Equity Shares by the Investors in any manner promptly after the Issue Closing Date. In any such event, the ownership of the Investors over Rights Equity Shares allotted to them and their ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, please refer to the section titled '*Terms of the Issue*' beginning on page 160 of this Letter of Offer.

**38. *No market for the Right Entitlements may develop and the price of the Right Entitlements may be volatile.***

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Rights Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Rights Equity Shares may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

We will not distribute the Issue Materials to overseas Shareholders who have not provided an address in India for service of documents. We will dispatch the Issue Materials to the shareholders who have provided an address in India for service of documents. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdiction where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act and may subject us to fines or penalties.

**39. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the

U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

**40. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a Company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian Company than as shareholder of a corporation in another jurisdiction.

**41. *SEBI operates an index-based market-wide circuit breaker. Any operation of a circuit breaker may adversely affect a shareholder's ability to sell, or the price at which it can sell, our Equity Shares at a particular point in time.***

We are subject to an index-based market-wide circuit breaker generally imposed by SEBI on Indian stock exchanges. This may be triggered by an extremely high degree of volatility in the market activity (among other things). Due to the existence of this circuit breaker, there can be no assurance that shareholders will be able to sell our Equity Shares at their preferred price or at all at any particular point in time.

**42. *Investors in the Rights Equity Shares may not be able to enforce a judgment of a foreign court against us or our management, except by way of a suit in India on such judgment.***

We are a limited liability company incorporated under the laws of India and majority of our directors and all executive officers are residents of India. It may be difficult for the investors to affect service of process upon us or such persons outside India or to enforce judgments obtained in courts outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, Singapore, Hong Kong, and the United Arab Emirates. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908. Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India, cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us or our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within 3 (Three) years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of such a judgment.

## **EXTERNAL RISK FACTORS**

**43. *Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operations and cash flows.***

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

downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operations and cash flows.

**44. *Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.***

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial performance and our ability to obtain financing to fund our growth on favourable terms or at all.

**45. *The occurrence of natural calamities or man-made disasters could have a negative effect on the Indian economy and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, tsunamis, floods, drought, fires, explosions, tornadoes, pandemic disease, and man-made disasters including acts of terrorism and military actions in the past few years. The extent and severity of these natural and man-made disasters determines their effect on the Indian economy. The erratic progress of a monsoon would also adversely affect sowing operations for certain crops. Further prolonged spells of below normal rainfall or other natural calamities in the future could have a negative effect on the Indian economy, adversely affecting our business and the price of our Equity Shares.

**46. *A slowdown in economic growth in India could cause our business to suffer.***

We are incorporated in India, and all our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- a. Any increase in Indian interest rates or inflation.
- b. Any scarcity of credit or other financing in India.
- c. Prevailing income conditions among Indian consumers and Indian corporations.
- d. Changes in India's tax, trade, fiscal or monetary policies.
- e. Political instability, terrorism, or military conflict in India or in countries in the region or globally, including in
- f. India's various neighbouring countries.
- g. Prevailing regional or global economic conditions; and
- h. Other significant regulatory or economic developments in or affecting India.

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

**47. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including

further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe, and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition, and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance, and the trading price of the Equity Shares.

**48. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI, or any other government agency can be obtained on any particular terms or at all.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (hereinafter referred to as 'GST') regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure.

Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2021 and the Ministry of Finance has notified the Finance Act, 2020 (hereinafter referred to as '**Finance Act**') on March 27, 2020, pursuant to assent received

from the President, and the Finance Act will come into operation with effect from July 1, 2020 There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition, and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, a draft of the Personal Data Protection Bill, 2019 (hereinafter referred to as '**Bill**') has been introduced before the Lok Sabha on December 11, 2019, which is currently being referred to a joint parliamentary committee by the Parliament. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation, or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.



## SECTION IV – INTRODUCTION

### THE ISSUE

This Issue has been authorized by way of a resolution passed by our Board of Directors on 12<sup>th</sup> day of June, 2023, in pursuance of Section 62 of the Companies Act, 2013.

The following is a summary of the Issue, which should be read in conjunction with, and is qualified in its entirety by, more detailed information in '*Terms of the Issue*' on page 160 of this Letter of Offer.

<b>Equity Shares outstanding prior to the Issue</b>	33,66,75,000 Equity Shares;	
<b>Rights Equity Shares offered in the Issue</b>	Up to 20,20,05,000 Rights Equity Shares;*	
<b>Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement)</b>	53,86,80,000 Equity Shares;	
<b>Rights Entitlement</b>	3 (Three) Equity Share for every 5 (Five) Equity Share held on the Record Date;	
<b>Record Date</b>	13 <sup>th</sup> July, 2023;	
<b>Face Value per Equity Share</b>	₹1.00/- (Rupees One Only) each;	
<b>Issue Price per Equity Share</b>	Rs. 2.40 per Rights Equity Share .	
<b>Issue Size</b>	Up to ₹ 4848.12 Lakhs	
<b>Terms of the Issue</b>	Please refer to the section titled ' <i>Terms of the Issue</i> ' beginning on page 160 of this Letter of Offer;	
<b>Use of Issue Proceeds</b>	Please refer to the section titled ' <i>Objects of the Issue</i> ' beginning on page 50 of this Letter of Offer;	
<b>Security Code/ Scrip Details</b>	<b>ISIN</b>	INE277T01024
	<b>BSE Scrip ID</b>	SEACOAST
	<b>BSE Scrip Code</b>	542753
	<b>ISIN for Rights Entitlements</b>	INE277T20016

### TERMS OF PAYMENT

The full amount of Issue Price Rs. 2.40 per Rights Equity Share is payable on Application.

### ISSUE SCHEDULE

<b>Issue Opening Date</b>	Friday, 21 <sup>st</sup> July, 2023
<b>Last date for On Market Renunciation of Rights</b>	Thursday, 27 <sup>th</sup> July, 2023
<b>Issue Closing Date</b>	Wednesday, 02 <sup>nd</sup> August, 2023

## GENERAL INFORMATION

Our Company was incorporated on October 15, 1982, as a Public Limited company, in the name and style ‘Mahaan Impex Limited’ under the provisions of the Companies Act, 1956, in the State of West Bengal, Kolkata. The Company made a public offer of its Equity Capital in August, 2019 and listed its equity shares on BSE. The Equity capital was initially listed on the Calcutta Stock Exchange Limited. In the year of 2020, the name of our Company was changed to ‘Seacoast Shipping Services Limited’ and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Ahmedabad, on July 11, 2020.

### REGISTERED OFFICE

<b>Company</b>	Seacoast Shipping Services Limited
<b>Registered Office Address</b>	D-1202, Swati Crimson and Clover Shilaj Circle, Sardar Patel Ring Road, Ahmedabad – 380054, Gujarat, India
<b>Contact Details</b>	+91 9904884444
<b>Email-ID</b>	mahaanimpex@gmail.com
<b>Website</b>	http://seacoastltd.com/
<b>Corporate Identification Number</b>	L61100GJ1982PLC105654

### ADDRESS OF THE REGISTRAR OF COMPANIES

#### Registrar of Companies, Gujarat, Ahmedabad

ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India

### BOARD OF DIRECTORS

Name	Age	Designation	DIN	Address
Manishkumar Raichand Shah	53	Managing Director and Chairperson	01936791	A-46, Aryaman Bunglow, Nr. Shilaj Over Bridge, Thaltej Shilaj Road, Shilaj, Ahmedabad-380059
Sameer Amit Shah	30	Executive Director	08712851	Street No. 4, Oswal Colony, Summair Club Road, Digvijay Plot, Jamnagar – 361005, Gujarat, India
Cheryl Manish Shah	49	Non-Executive - Non Independent Director	08810628	A-46, Aryaman Bunglow, Nr. Shilaj Over Bridge, Thaltej Shilaj Road, Shilaj, Ahmedabad-380059
Viren Makwana	34	Independent Director	09007676	A-8, Nilkamal Society, Dholka – 387810, Gujarat, India
Jaydeep Bakul Shah	33	Independent Director	09535615	A/3, Ramankala Flat, Near Sanghvi Railway Crossing, Naranpura, Ahmedabad – 380013, Gujarat, India
Shivangi Gajjar	31	Independent Director	07243790	A/1/60, Radhavallabh Park, Near Nigam Society, Ghodasar, Ahmedabad – 380050, Gujarat, India

For further details of our Board of Directors, please refer to the section titled ‘*Our Management*’ beginning on page 85 of this Letter of Offer.

COMPANY SECRETARY AND COMPLIANCE OFFICER	CHIEF FINANCIAL OFFICER
<b>Vinay Kumar Jain</b> <b>Address:</b> D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054 <b>Contact Details:</b> : 9904884444 <b>Email-ID:</b> mahaanimpex@gmail.com	<b>Manishkumar Raichand Shah</b> <b>Address:</b> D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054 <b>Contact Details:</b> +91 9904884444 <b>Email-ID:</b> mahaanimpex@gmail.com
STATUTORY AUDITORS	ADVISOR TO THE ISSUE

<b>M/S VSSB &amp; ASSOCIATES</b> <b>Address:</b> A/912, Ratnaakar Nine Square, Opp. Keshavbaugh Party Plot, Vastrapur, Ahmedabad – 380 015, Gujarat, India. <b>Peer Review Number:</b> 12542 <b>Firm Registration Number:</b> 121356W <b>Contact Person:</b> Mr. Vishvesh Shah <b>Membership Number:</b> 109944 <b>Contact Number:</b> +91-79-2754-1783 <b>E-mail ID:</b> <a href="mailto:cavishves@gmail.com">cavishves@gmail.com</a>	<b>Swaraj Shares and Securities Private Limited</b> <b>Registered Office:</b> 21 Hemant Basu Sarani, 5 <sup>th</sup> Floor. Room No 507, Kolkata - 700001, West Bengal, India <b>Branch Office:</b> Unit No 304, A Wing, 215 Atrium Courtyard Marriot, Andheri East, Mumbai-400093, Maharashtra, India <b>Contact Person:</b> Tanmoy Banerjee/ Pankita Patel <b>Contact Number:</b> +91-22-6964-9999 <b>E-mail ID:</b> <a href="mailto:compliance@swarajshares.com">compliance@swarajshares.com</a>
<b>INDEPENDENT AUDITOR</b>	
<b>M/S J Singh &amp; Associates</b> <b>Address:</b> 612, Sun Orbit, Raj Path Club Road, Nr. Dindayal Auditorium, Bodakdev, Ahmedabad - 380059. <b>Peer Review Number:</b> 011962 <b>Firm Registration Number:</b> 110266W <b>Contact Person:</b> Mr. Amit J Joshi <b>Membership Number:</b> 120022 <b>Contact Number:</b> +91 98249 47622 <b>E-mail ID:</b> <a href="mailto:amitleena30@hotmail.com">amitleena30@hotmail.com</a>	
<b>REGISTRAR TO THE COMPANY</b>	<b>REGISTRAR TO THE ISSUE</b>
<b>M/S MCS Share Transfer Agent Limited</b> <b>Address:</b> 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad, Gujarat – 380009, India <b>Contact Number:</b> 079-26580461/0462/0463 <b>Email Address:</b> <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a> <b>Website:</b> <a href="https://www.mcsregistrars.com/">https://www.mcsregistrars.com/</a>	<b>M/S KFIN TECHNOLOGIES LIMITED</b> <b>Address:</b> Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India. <b>Contact Number:</b> +91 40 6716 2222 <b>Email Address:</b> <a href="mailto:sssl.rights@kfintech.com">sssl.rights@kfintech.com</a> <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a>
<b>LEGAL ADVISOR TO THE ISSUE</b>	<b>BANKER TO THE ISSUE AND REFUND BANKER</b>
<b>Mauleen N. Marfatia</b> <b>Address:</b> 1222, 12 <sup>th</sup> Floor, I-Square, Next to Shukan Mall, Science City Road, Ahmedabad <b>Contact Number:</b> +91 98989 17167 <b>E-mail ID:</b> <a href="mailto:mauleenmarfatia9898@gmail.com">mauleenmarfatia9898@gmail.com</a> <b>Contact Person:</b> Mr. Mauleen Marfatia	<b>IndusInd Bank Ltd.</b> <b>Address:</b> IndusInd Bank Ltd. 4 <sup>th</sup> Floor, PNA House, Street no. 17, Plot no. 57, MIDC, Andheri(East), Mumbai 400093 <b>Contact Person:</b> Mr. Kaushik Chatterjee <b>E-mail ID:</b> <a href="mailto:nseclg@indusind.com">nseclg@indusind.com</a> <b>Contact Details:</b> 022 61069318 <b>Website:</b> <a href="http://www.indusind.com">www.indusind.com</a> <b>SEBI Registration Number:</b> INBI00000002
<b>BANKERS TO OUR COMPANY</b>	
<b>IndusInd Bank Ltd.</b> <b>Address:</b> IndusInd Bank Ltd. 4 <sup>th</sup> Floor, PNA House, Street no. 17, Plot no. 57, MIDC, Andheri(East), Mumbai 400093 <b>Contact Details:</b> 022 61069318 <b>Website:</b> <a href="http://www.indusind.com">www.indusind.com</a>	

## INVESTOR GRIEVANCES

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Issue Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled ‘*Terms of the Issue*’ beginning on page 160 of this Letter of Offer.

## EXPERT TO THE ISSUE

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

Our Company has received a written consent dated 06<sup>th</sup> June, 2023, from its Statutory Auditor, M/S V S S B & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI bearing no. 012542, to include their name as required under Section 26(5) of the Companies Act in this Letter of Offer as an ‘expert’, as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as statutory auditor of our Company and in respect of their reports on the Audited Financial Statements and the statement of special tax benefits and such consent has not been withdrawn as on the date of this Letter of Offer.

Further, Our Company has received a written consent dated 03<sup>rd</sup> June, 2023, from its Independent Auditor, J Singh & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI bearing no. 011962, to include their name as required under Section 26(5) of the Companies Act in this Letter of Offer as an ‘expert’, as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as an independent auditor and in respect of their examination report dated 26<sup>th</sup> May, 2023 on our Restated Financial Statements for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and such consent has not been withdrawn as on the date of this Letter of Offer.

### **SELF-CERTIFIED SYNDICATE BANKS**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

### **ISSUE SCHEDULE**

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

<b>Last Date for credit of Rights Entitlements</b>	Thursday, 20 <sup>th</sup> July, 2023
<b>Issue Opening Date</b>	Friday, 21 <sup>st</sup> July, 2023
<b>Last Date for On Market Renunciation of Rights Entitlements#</b>	Thursday, 27 <sup>th</sup> July, 2023
<b>Issue Closing Date*</b>	Wednesday, 02 <sup>nd</sup> August, 2023
<b>Finalization of Basis of Allotment (on or about)</b>	Tuesday, 8 <sup>th</sup> August, 2023
<b>Date of Allotment (on or about)</b>	Wednesday, 9 <sup>th</sup> August, 2023
<b>Date of credit (on or about)</b>	Thursday, 10 <sup>th</sup> August, 2023
<b>Date of listing/ Trading (on or about)</b>	Monday, 14 <sup>th</sup> August, 2023

*Note:*

*#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date;*

*\*Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

*The above schedule is indicative and does not constitute any obligation on our Company.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., 31<sup>st</sup> July 2023 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (One) day before the Issue Closing Date, i.e., 01<sup>st</sup> August 2023.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, or the Registrar will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date, due to prevailing COVID-19 related conditions. For details on submitting Application Forms, please refer to the section titled ‘**Terms of the Issue**’ beginning on page 160 of this Letter of Offer. Please note that if no Application is made by the Eligible Equity Shareholders and Eligible Employees of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished

after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Rights Shares offered under Rights Issue for subscribing to the Rights Shares offered under Issue. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders and Eligible Employees on the website of the Registrar at <https://rights.kfintech.com> after keying in their respective details along with other security control measures implemented there at. For further details, please refer to the paragraph titled see 'Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders' under the section titled '*Terms of the Issue*' beginning on page 160 of this Letter of Offer.

#### **STATEMENT OF RESPONSIBILITIES**

Not Applicable.

#### **REGISTERED BROKERS**

In accordance with SEBI circulars bearing reference numbers CIR/CFD/14/2012 dated October 04, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centers, CDPs at Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone numbers, are available at the websites of the BSE accessible at [www.bseindia.com](http://www.bseindia.com) respectively, as updated from time to time.

#### **REGISTRAR AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of BSE Limited at <https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6>, as updated from time to time.

#### **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE Limited.

#### **CREDIT RATING**

As this proposed Issue is of Rights Shares, the appointment of a credit rating agency is not required.

#### **DEBENTURE TRUSTEE**

As this proposed Issue is of Rights Shares, the appointment of debenture trustee is not required.

#### **MONITORING AGENCY**

Since the Issue size does not exceed ₹100,00,00,000 (Rupees One Hundred Crores), there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulation.

#### **APPRAISING ENTITY**

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

#### **UNDERWRITING**

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

#### **CHANGES IN THE AUDITORS DURING THE LAST 3 (THREE) FINANCIAL YEARS**

During the 3 (Three) Financial Years immediately preceding the date of this Letter of Offer M/S Pankaj R. Shah & associates were appointed as the statutory auditor of the company for the financial year 2020-21, M/S Gopal C. Shah & Co. were appointed as the statutory auditor of the company for the financial year 2021-22 and M/S VSSB

& ASSOCIATES were appointed as the statutory auditor of the company for a period of 5 years from FY 2022-23 to FY 2026-27.

### **FILING**

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fiftycrores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer was filed with BSE Limited and not with SEBI. However, the Letter of Offer has been submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

### **MINIMUM SUBSCRIPTION**

The objects of the Issue are meeting the Working Capital Requirements and General Corporate Purpose, and do not involve financing of capital expenditure for a project. However, our promoter has indicated that they will not subscribe fully to their portion of right entitlement. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirement of minimum subscription is applicable to the Issue.

## CAPITAL STRUCTURE

The capital structure of our Company and related information as on date of this Letter of Offer, prior to and after the proposed Issue, is set forth below:

Particulars	Aggregate Nominal Value (₹in Lakhs)	Aggregate Value at Issue Price (₹in Lakhs)
<b>Authorized Equity Share capital</b>		
68,00,00,000 (Sixty-Eight Crores) Equity Shares of Re.1/- (Rupee One) each	₹6800.00	-
<b>Issued, subscribed and paid-up Equity Share capital before this Issue</b>		
33,66,75,000 (Thirty-Three Crores Sixty-Six Lakhs Seventy-Five Thousand) Equity Shares of Re.1/- (Rupee One) each	₹3366.75	-
<b>Present Issue in terms of this Letter of Offer<sup>(a) (b)</sup></b>		
upto 20,20,05,000 Issue of Rights Equity Shares, each at a premium of ₹ 1.40/- (One Rupees and Forty Paise Only) per Rights Equity Share, at an Issue Price of ₹ 2.40/- (Two Rupees and Forty Paise Only) per Rights Equity Share	₹2020.05	₹4848.12
<b>Issued, subscribed and paid-up Equity Share capital after the Issue<sup>1</sup></b>		
53,86,80,000 Equity Shares	₹5386.80/-	
<b>Securities premium account</b>		
Before the Issue <sup>(d)</sup>	₹18.05/-	
After Rights Issue	₹2846.12/-	
After all Calls made in respect of Rights Shares <sup>(d)</sup>	₹2846.12/-	

Notes:

- (a) The present Issue has been authorized by the Board of Directors of the Company by a resolution passed in its meeting held on 12<sup>th</sup> June, 2023;
- (b) Assuming full subscription and receipt of monies with respect to Rights Shares;
- (c) As per Restated standalone Financial Statements for the year ended ending March 31, 2023;
- (d) Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expenses;

### NOTES TO THE CAPITAL STRUCTURE

1. The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Letter of Offer.
2. At any given time, there shall be only one denomination of the Equity Shares.
3. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
4. As on the date of this Letter of Offer, our Company has not issued any special voting Rights Shares and there are no outstanding Equity Shares having special voting rights.
5. The ex-rights price arrived in accordance with the formula prescribed Regulation 10 (4) (b) of the SEBI (SAST) Regulations, in connection with the Issue is ₹ 3.31 (Three Rupees Thirty One paise Only).
6. **Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares**

As on the date of this Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares;

7. **Details of stock option scheme of our Company**

As on the date of this Letter of Offer, our Company does not have a stock option scheme.

8. **Details of Equity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares**

As on the date of this Letter of Offer, 15,00,00,000 (Fifteen Crore ) Equity Shares representing 44.55 % of the Voting Share Capital held by the Promoter is locked-in.

Sr. No.	Name of the Promoter & Promoter Group	Category	No. of Equity Share held	% of Total Share Capital	Details of Equity Shares pledged/ encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total share capita	No. of Equity Shares	% of total share capital
1	Manishkumar Raichand Shah	Promoter	15,00,00,955	44.55	-	-	15,00,00,000	44.55
2	Sameer Amit Shah	Promoter	275	0.00	-	-	-	-

9. **Details of Equity Shares acquired by the Promoter and promoter group in the last one year prior to the filing of this Letter of Offer**

The Promoter and Promoter Group of the Company have not acquired any Equity Shares in the last one year prior to the filing of this Letter of Offer.

10. **Intention and extent of participation by the promoter and promoter group**

The Promoter of our Company have, vide their letters dated 12<sup>th</sup> June, 2023 ("Subscription Letters") indicated that they will not subscribe fully to their portion of right entitlement. Further, the promoter has confirmed that do not intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

As such, other than meeting the requirements indicated in the chapter titled "Objects of the Issue" at page 50 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

Further, with respect to the Minimum subscription, this is to submit that the objects of the Issue are meeting the Working Capital Requirements and General Corporate Purpose, and do not involve financing of capital expenditure for a project, However, our promoter has confirmed that they will not subscribe fully to their portion of right entitlement. Accordingly, in terms of Regulation 86 of the SEBI ICDR Regulations, our Company would require to achieve minimum subscription of at least 90% of the issue.

11. **Shareholding Pattern of our Company as per the last filing made with BSE Limited in compliance with the provisions of SEBI (LODR) Regulations**

The shareholding pattern of our Company as on March 31, 2023, i.e., per the last filing with BSE Limited in compliance with the provisions of SEBI (LODR) Regulations, which can be accessed on its website is specifically mentioned as follows:



<b>Particulars of Statement showing shareholding pattern of</b>	<b>URL of BSE Limited's Website</b>
The Company	<a href="https://www.bseindia.com/stock-share-price/seacoast-shipping-services-ltd/seacoast/542753/shareholding-pattern/">https://www.bseindia.com/stock-share-price/seacoast-shipping-services-ltd/seacoast/542753/shareholding-pattern/</a>
The Promoter and Promoter Group	<a href="https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=542753&amp;qtrid=117.00&amp;QtrName=March%202023">https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=542753&amp;qtrid=117.00&amp;QtrName=March%202023</a>
The Public shareholder	<a href="https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=542753&amp;qtrid=117.00&amp;QtrName=March%202023">https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=542753&amp;qtrid=117.00&amp;QtrName=March%202023</a>
The Non-Promoter – Non Public shareholder	<a href="https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=542753&amp;qtrid=117.00&amp;QtrName=March%202023">https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=542753&amp;qtrid=117.00&amp;QtrName=March%202023</a>
Disclosure by Trading Members (TM) holding 1.00% (One Percent) or more of the Total number of Equity Shares	<a href="https://www.bseindia.com/corporates/shpdrPercent.aspx?scripcd=542753&amp;qtrid=117.00&amp;CompName=Seacoast%20Shipping%20Services%20Ltd&amp;QtrName=March%202023&amp;Type=TM">https://www.bseindia.com/corporates/shpdrPercent.aspx?scripcd=542753&amp;qtrid=117.00&amp;CompName=Seacoast%20Shipping%20Services%20Ltd&amp;QtrName=March%202023&amp;Type=TM</a>

Details of Public shareholders holding more than 1.00% of the pre-Issue paid up capital of our Company as on date of this Letter of Offer:

<b>Category of shareholder</b>	<b>No. of shareholders</b>	<b>No. of fully paid-up Equity Shares held</b>	<b>Total no. Equity Shares held</b>	<b>Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)</b>	<b>No. of Voting Rights</b>	<b>Total as a % of Total Voting right</b>	<b>No. of equity shares held in dematerialized form</b>
<b>Bodies Corporate</b>	1	51,77,420	51,77,420	1.54	51,77,420	1.54	51,77,420
<b>HUF</b>	1	1,50,00,000	1,50,00,000	4.46	1,50,00,000	4.46	1,50,00,000

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Company proposes to utilize the net proceeds from the issue towards funding the following objects:

1. Working capital requirement. ;
2. General Corporate Purpose;
3. To meet Issue Expenses

The main object clause of the Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

### ISSUE PROCEEDS

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds from the Issue#	₹4848.12
Less: Estimated Issue related Expenses	₹50.00
<b>Net Proceeds from the Issue</b>	<b>₹4798.12</b>

Notes:

*\*To be finalized on determination of Issue Price. .*

*The amount utilized towards general corporate purposes shall not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds.*

*#Rounded off to two decimal places.*

### REQUIREMENT OF FUNDS AND UTILISATION OF NET PROCEEDS

The intended use of the Net Proceeds of the Issue by the Company is set forth in the following table:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	Working Capital requirement	₹ 3674.49
2.	General Corporate Purposes#	₹1123.63
<b>Total Net Proceeds@</b>		<b>₹ 4798.12</b>

*# In an event of any under-utilization of funds from the aforesaid stated objects of the Issue, the Company shall have the liberty to utilize the said balance fund for General Corporate Purpose, which shall not, in any event, exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds (inclusive of the fund requirement for General Corporate Purpose);*

*@Assuming full subscription in this Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio and to be finalized on determination of Issue Price.*

*The issue size will not exceed ₹ 4848.12 lakhs if there is any deduction on account of or at the time of finalisation of issue price and Rights Entitlements Ratio the same will be adjusted against the amount for General Corporate Purpose.*

### MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through

verifiable means towards at least 75.00% (Seventy-Five Percent) of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, and other commercial factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution.

This may entail rescheduling and revising the planned funding requirements and deployment and increasing or decreasing the funding requirements from the planned funding requirements at the discretion of our management. Accordingly, the Net Proceeds of the Issue would be used to meet all or any of the purposes of the fund requirements described herein..

## DETAILS OF THE OBJECTS OF THE ISSUE

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

Our Company has agreed to use the issue Proceeds, the details of which are specified as under:

### 1. Working capital purposes.

Our business is predominantly working capital intensive. Presently, we fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

The details of estimation of our working capital requirement for the Financial Years ending March 31, 2023, March 31, 2022 and March 31, 2021 and the projected estimates for the Financial Year ending March 31, 2024 is provided in the table below:

Particulars	Rs. In Lakhs			
	31-03-2021 (Restated)	31-03-2022 (Restated)	31-03-2023 (Restated)	31-03-2024 (Projected)
Cash & Bank Balance	6.98	5.07	1.42	7.00
Sundry Debtors	9330.62	19453.65	15026.57	18163.98
Short Term Loans and Advances	77.39	78.13	173.25	303.18
Inventory	0.00	0.00	0.00	0.00
Other Current Assets	5454.24	5225.29	80.64	96.77
<b>Total Current Assets</b>	<b>14869.23</b>	<b>24762.15</b>	<b>15281.87</b>	<b>18570.93</b>
Sundry Creditors	7857.75	16993.85	4720.72	4910.61
Other Current Liabilities	512.97	723.30	1495.21	839.10
<b>Total Current Liabilities</b>	<b>8370.73</b>	<b>17717.16</b>	<b>6215.92</b>	<b>5749.72</b>
<b>Working Capital Gap</b>	<b>6498.50</b>	<b>7044.99</b>	<b>9065.95</b>	<b>12821.21</b>
<b>Source of Working Capital</b>				
Proceeds from IPO	0.00	0.00	0.00	3674.49
Short Term Borrowings	1999.11	2250.63	2837.58	2837.58
Internal Accrual	4499.40	4794.36	6228.37	6309.14
<b>Total</b>	<b>6498.50</b>	<b>7044.99</b>	<b>9065.95</b>	<b>12821.21</b>

### Holding Period

Particulars	31-03-2021	31-03-2022	31-03-2023	31-03-2024
Trade Receivables Holding period (Months)	4.60	18.27	4.20	4.30
Trade Payables Holding Period (Months)	4.19	17.46	1.43	1.25

## Assumption for Working Capital requirements

Particulars	Assumptions made and justification
<b>Current Assets</b>	
Trade Receivables	In financial year 2021, 2022 and 2023, our Trade Receivables holding period was 4.60 months, 18.27 months and 4.20 months respectively. We are estimating to maintain the Trade Receivables holding period at levels of 4.30 months for financial year 2024 as per our projected financials and market condition.
<b>Current Liabilities</b>	
Trade Payables	In financial year, 2021, 2022 and 2023, our Trade Payable holding period was 4.19 months, 17.46 months and 1.43 months respectively. We are estimating to maintain the Trade Payable holding period at levels of 1.25 months for financial year 2024 as per our projected financials and market condition.

## 2. General Corporate Purposes

The Net Proceeds will first be utilized for the Objects as set out above. Subject to this, our Company intends to deploy balance left out of the Net Proceeds, aggregating to ₹1123.63 Lakhs, towards general corporate purposes and the business requirements of our Company as approved by the management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds from the Issue, in compliance with the SEBI (ICDR) Regulations. Such general corporate purposes may include, but are not restricted to, (i) strategic initiatives; (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building exercises; (iv) meeting ongoing general corporate contingencies; (v) expenses incurred in ordinary course of business; and (vi) any other purpose, as may be approved by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Board will have flexibility in utilizing surplus amounts, if any.

## 3. Expenses for the Issue

The Issue related expenses consist of fees payable to the Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Shares on BSE Limited.

Activity	Estimated Expense (₹ in Lakhs)	% of Estimated Issue Size Expenses	% of Estimated Issue Size
Fees of the Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditor's fees, including out of pocket expenses etc.	25.04	50.08%	0.52%
Expenses relating to advertising, printing, distribution, marketing and stationery expenses.	14.96	29.92%	0.31%
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	10.00	20.00%	0.21%
<b>Total estimated Issue expenses*</b>	<b>50.00</b>	<b>100.00%</b>	<b>1.03%</b>

\* Subject to finalization of Basis of Allotment and actual Allotment.

Our Company shall endeavour to utilize the proceeds raised from such calls within the same Financial Year as the receipt of the said call monies, failing which our Company shall utilize the said call monies in the subsequent Financial Years or by the re-payment dates as described in the '*Objects of the Issue*'.

## SOURCES OF FINANCING OF FUNDS ALREADY DEPLOYED

As on date, our Company has not deployed any funds towards '*Objects of the Issue*'.

## APPRAISAL OF THE OBJECTS

None of the Objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank or financial institution.

#### **STRATEGIC AND/ OR FINANCIAL PARTNERS**

There are no strategic and financial partners to the objects of the issue.

#### **BRIDGE FINANCING FACILITIES**

Our Company have not raised or availed any bridge financing facilities for meeting the expenses as stated under the Objects of the Issue.

#### **INTERIM USE OF FUNDS**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time.

#### **MONITORING OF UTILIZATION OF FUNDS**

Since the proceeds from this Issue are less than ₹10,000.00 Lakhs (Rupees One Hundred Crores), in terms of Regulation 82 of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for this Issue. However, as per SEBI (LODR) Regulation, the Audit Committee would be monitoring the utilization of the proceeds of the Issue. The Company will disclose the utilization of the Issue Proceeds under a separate head in the balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Financial Statements of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from BSE.

As per the requirements of Regulations 18 of the SEBI (LODR) Regulations, we will disclose to the Audit Committee the uses/ applications of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Auditor.

Pursuant to Regulation 32 of the SEBI (LODR) Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Regulation 32 of the SEBI (LODR) Regulation, the Company shall furnish to NSE, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of 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.

#### **VARIATION IN OBJECTS**

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the '*Postal Ballot Notice*') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated.

#### **KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE**

No additional provisions of any acts, regulations, rules, and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

#### **INTEREST OF PROMOTER, PROMOTER GROUP AND DIRECTORS, AS APPLICABLE TO THE OBJECTS OF THE ISSUE**

The Promoter of our Company through his letter dated 12<sup>th</sup> June, 2023, has undertaken to subscribe, in part or in full extent of his Rights Entitlement among themselves subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR.

None of the other members of the Promoter Group and the Directors do not have any interest in the Objects of the Issue.

#### **OTHER CONFIRMATIONS**

Except disclosed above, there is no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration to our directors, or Key Managerial Personnel. Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
**Seacoast Shipping Services Limited**  
D-1202, Swati Crimson and Clover, Shilaj Circle,  
Sardar Patel Ring Road, Ahmedabad, Gujarat – 380054

Dear Sir/ Ma'am,

**Subject: Statement of possible special tax benefits available for the Proposed rights issue of Equity Shares of Seacoast Shipping Services Limited and its Eligible Equity Shareholders under the direct and indirect tax laws**

This certificate is issued in accordance with the terms of our engagement letter dated 06<sup>th</sup> June, 2023.

The preparation of the Statement is the responsibility of the management of the Company for the 'Issue', including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

We have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

The Company has requested us to confirm statement attached in the Annexure I and II, are available to the Company and its shareholders.

We refer to the proposed right issue of equity shares of Seacoast Shipping Services Limited ('Company'). We enclose herewith the statement showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the Indian direct and indirect tax laws including the Income Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 ('GST Act'), applicable for the Financial Year ending March 31, 2024, relevant to the assessment year ending March 31, 2025, presently in force in India ('Tax Laws'). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed rights issue.

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

1. The Company or its shareholders will continue to obtain these benefits in future;
2. The conditions prescribed for availing the benefits have been / would be met with; and
3. The revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from

the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby consent to the extracts of this certificate being used in the Draft Letter of Offer/ Letter of Offer of the Company in connection with the Issue or in any other documents in connection with the Issue, and the submission of this certificate as may be necessary, to any regulatory authority and / or for the records to be maintained by the in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

This certificate may also be relied upon by the Company and the legal counsel in relation to the Issue.

The above certificate shall not be used for any other purpose without our prior consent in writing and 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 certificate is shown or into whose hands it may come without our prior consent in writing.

Yours faithfully,

**For V S B & ASSOCIATES**

Chartered Accountants

Firm's registration number:

Sd/-

**Vishves A Shah**

**Partner**

**Membership number: 109944**

**Place: Ahmedabad**

**Date: 06<sup>th</sup> June, 2023**

**UDIN: 23109944BGTKFT2809**



## **ANNEXURE I**

### **STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SEACOAST SHIPPING SERVICES LIMITED ('COMPANY') AND ITS SHAREHOLDERS**

- 1. Under the Income Tax Act, 1961 ('Act')**
  - a. Special tax benefits available to the Company under the Act**

There are no special tax benefits available to the Company.

- b. Special tax benefits available to the shareholders under the Act**

There are no special tax benefits available to the shareholders of the Company.

#### **Notes**

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares;
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law;
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year ending March 31, 2025;
4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company;
5. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile;
6. 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;

## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, nor any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. 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 Information’ on pages 22 and 96 respectively, of this Letter of Offer. 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 22 of this Letter of Offer. Accordingly, investment decisions should not be based on such information.*

#### **Macro Overview of Global GDP Growth**

##### **Review and outlook of global GDP growth:**

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

##### **Overview of the World Economic Outlook Projections:**

Particulars	Estimate		Projection	
	2021	2022	2023	2024
World Output	6.2	3.4	2.9	3.1
<b>Advanced Economies</b>	5.4	2.7	1.2	1.4
United States	5.9	2.0	1.4	1.0
Euro Area	5.3	3.5	0.7	1.6
Germany	2.6	1.9	0.1	1.4
France	6.8	2.6	0.7	1.6
Italy	6.7	3.9	0.6	0.9
Spain	5.5	5.2	1.1	2.4
Japan	2.1	1.4	1.8	0.9
United Kingdom	7.6	4.1	-0.6	0.9
Canada	5.0	3.5	1.5	1.5
Other Advanced Economies*	5.3	2.8	2.0	2.4
<b>Emerging Market and Developing Economies</b>	6.7	3.9	4.0	4.2
Emerging and Developing Asia	7.4	4.3	5.3	5.2
China	8.4	3.0	5.2	4.5
<b>India**</b>	<b>8.7</b>	<b>6.8</b>	<b>6.1</b>	<b>6.8</b>
Emerging and Developing Europe	6.9	0.7	1.5	2.6

Particulars	Estimate		Projection	
	2021	2022	2023	2024
Russia	4.7	-2.2	0.2	2.1
Latin America and the Caribbean	7.0	3.9	1.8	2.1
Middle East and Central Asia	4.5	5.3	3.2	3.7
Sub-Saharan Africa	4.7	3.8	3.8	4.1
<b>World Trade Volume (goods and services) ***</b>	10.4	5.4	2.4	3.4
Advanced Economies	9.4	6.6	2.3	2.7
Emerging Market and Developing Economies	12.1	3.4	2.6	4.6

\*Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.

\*\*For India, data and projections are presented on a fiscal year basis, with FY 2022/23 (starting in April 2022) shown in the 2022 column. India's growth projections are 5.4 percent in 2023 and 6.8 percent in 2024 based on calendar year.

\*\*\*Simple average of growth rates for export and import volumes (goods and services).

Global growth, estimated at 3.4 percent in 2022, is projected to fall to 2.9 percent in 2023 before rising to 3.1 percent in 2024 (Table 1). Compared with the October forecast, the estimate for 2022 and the forecast for 2023 are both higher by about 0.2 percentage point, reflecting positive surprises and greater-than-expected resilience in numerous economies. Negative growth in global GDP or global GDP per capita—which often happens when there is a global recession—is not expected. Nevertheless, global growth projected for 2023 and 2024 is below the historical (2000–19) annual average of 3.8 percent.

The forecast of low growth in 2023 reflects the rise in central bank rates to fight inflation—especially in advanced economies—as well as the war in Ukraine. The decline in growth in 2023 from 2022 is driven by advanced economies; in emerging market and developing economies, growth is estimated to have bottomed out in 2022. Growth is expected to pick up in China with the full reopening in 2023. The expected pickup in 2024 in both groups of economies reflects gradual recovery from the effects of the war in Ukraine and subsiding inflation. Following the path of global demand, world trade growth is expected to decline in 2023 to 2.4 percent, despite an easing of supply bottlenecks, before rising to 3.4 percent in 2024.

These forecasts are based on a number of assumptions, including on fuel and nonfuel commodity prices, which have generally been revised down since October, and on interest rates, which have been revised up. In 2023, oil prices are projected to fall by about 16 percent, while nonfuel commodity prices are expected to fall by, on average, 6.3 percent. Global interest rate assumptions are revised up, reflecting intensified actual and signalled policy tightening by major central banks since October.

### **COVID-19 Continues to Hold Back Economic Progress**

As inflation, monetary and fiscal tightening, and the war in Ukraine continue to squeeze global activity, the pandemic is also weighing on the macroeconomic outlook. Pandemic-related forces have been particularly important in China, where a second-quarter contraction contributed to slower global activity. Increasing Covid cases and lockdowns in Shanghai have weakened local demand, which is reflected in the new-orders component of the purchasing managers' index. Manufacturing capacity utilization in the country, slowed to less than 76 percent in the second quarter: its lowest level in five years, except during the acute phase of the pandemic. Such disruptions in China not only have a domestic effect but also spill over internationally, as lower demand implies fewer exports for foreign suppliers. And capacity constraints in production and logistics delay the unlogging of supply chains, keeping global supply pressures and hence inflation elevated.

Source: *World Economic Outlook January 2023 as published by IMF*  
<https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023>

## **India – Economic recovery gathering momentum**

### **GDP growth and Outlook**

India – home to approximately 1.4 billion people with a fledgling middle class of approximately 350 million is often seen as one of the largest emerging markets on the globe. It is significant to note that a middle-class population of 350 million is more than the entire population of the USA and close that of the European Union. This provides India with a distinct cutting edge. If we are to add population of those markets with which India has preferential trade or free trade arrangements, the market size is sure to cover more than one-fourth of the world population.

When looked at the Indian consumer market, not only that it has a significant size of middle-class population, it also has 54% of population below the age of 25 years, i.e., a head count of over 500 million people, guaranteeing the future growth of availability of labour, productivity and consumerism.

Goldman Sachs, renowned consulting group has put Brazil, Russia, India and China or in short BRIC as the group of countries which has started taking full charge of growth of the global economy. Considering the recent studies conducted on BRIC, India would overtake most of the G-8 countries in a few decades time from now starting with UK, Italy, France and Germany by the year 2025.

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

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world.

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

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

### **Retail Consumption across Key Categories**

In Fiscal 2023, India's retail basket was approximately 48% of its private consumption and it is expected to maintain this share in private consumption for the next five years. The food & grocery ("F&G") segment forms the major share of India's merchandise retail expenditure (~66%) and is expected to remain at a similar level through Fiscal 2025. Among non-essential categories, apparel and accessories and footwear will be worst affected by the COVID-19 pandemic.

*Share of Various Categories in Overall Indian Retail Basket*

Type of Categories	Categories	2012	2022	2025
	<b>Total Retail (US\$ bn)</b>	<b>370</b>	<b>845</b>	<b>1131</b>
Need Based	<b>Food &amp; Grocery</b>	<b>67.50%</b>	<b>66.20%</b>	<b>66.30%</b>
Primary Non-Food	Gems & Jewellery	7.10%	7.60%	8.00%
	Apparel & Accessories*	8.50%	8.10%	7.90%
	Consumer Electronics	5.20%	6.40%	6.40%
Other Non-Food	Home & Living	4.20%	4.30%	4.20%
	Pharmacy & Wellness	2.80%	3%	3%
	Footwear	1.20%	1.20%	1.10%
	Others	3.50%	3.20%	3.10%
	<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

*\*Accessories includes bags, belts, watches and wallets; Others include books and stationery, toys, eyewear, sports goods, alcoholic beverages and tobacco, among others; Source: Technopak analysis; US\$1 ~ ₹84; Year Indicates Fiscal*

Source: <https://www.mfa.gov.tr/indian-economy--an-overview-.tr.mfa> ;

### **Consumer Confidence Index India**

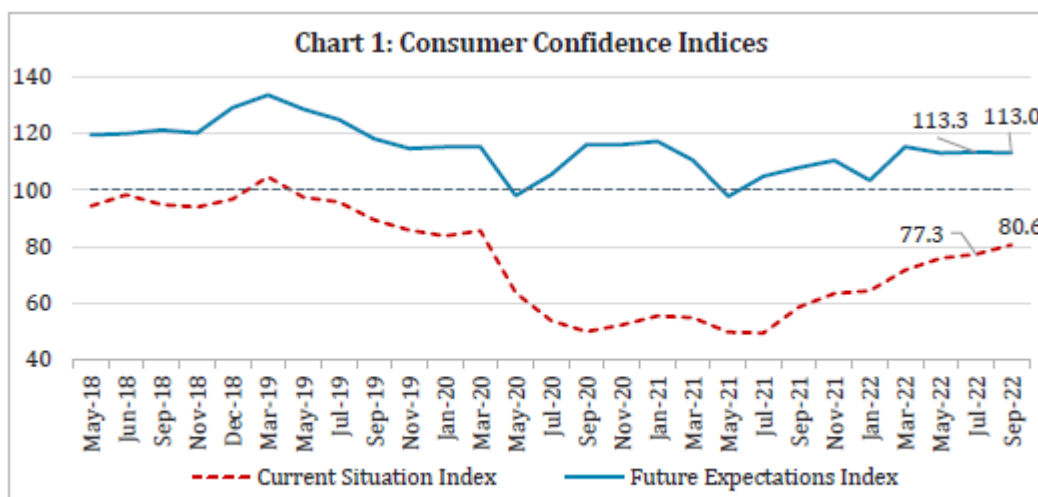
Consumer spending, which accounts for nearly 55 percent of economic activity, has been hit hard following a rise in prices of food and fuel, though monthly inflation has moderated in the past couple of months. Consumer confidence has been on recovery path since July 2021 after the impact of the COVID-19 pandemic waned; though the current situation index (CSI) remained in negative terrain, it improved in the latest survey round on the back of better sentiments on general economic situation and spending.

Households expressed pessimism about their current income but a majority of them expect higher income over the next year.

The expectations on employment conditions have moderated since March 2022 survey round but they remained in positive terrain Consumer confidence for the next one year, as measured by the future expectations index (FEI), remained steady and the expectation at the aggregate level remains close to its level in the previous survey round.

Most households reported higher current spending, which was mainly driven by essential spending; nearly three-fourths of the respondents expect further rise in overall spending over the next year and another 20 per cent expect it to remain around the prevailing levels.

Consumer spending across India amounted to over 22.6 trillion rupees by the end of second quarter of 2022. Since having declined in 2020 due to the COVID-19 pandemic and the lockdown period, consumer spending across the country made a sizable recovery rapidly in spite of forecasts predicting this revival to occur during the second half of 2021.



SOURCE: RBI

Source: **Restaurant India Whitepaper** 2022-23 Report (FOOD SERVICE & RESTAURANT Business Report 22-23) <https://irecwire.indianretailer.com/themes/menshealth/images/food-service.pdf>

### Road Ahead

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

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

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

Source: <https://www.mfa.gov.tr/indian-economy--an-overview-.tr.mfa> ;

### LOGISTICS INDUSTRY

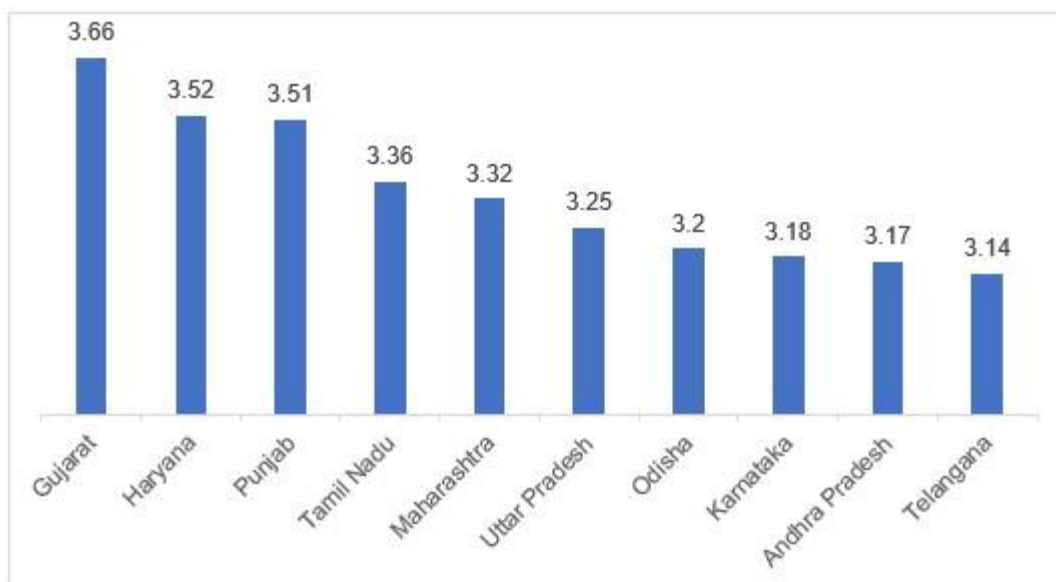
Logistics is essential for the economy of a country. It pertains to the general method of controlling how resources are obtained, housed and delivered to their ultimate location. Determining the efficiency and accessibility of potential distributors and suppliers is part of logistics management. It is a differentiating sector that can largely affect any country's exports, thereby adding a significant competitive edge, with the underlying assumption of a robust logistics sector. The logistics industry comprises all supply chain activities, mainly transportation, inventory management, flow of information and customer service. It determines the success of not only the country's supply chain but also influences it on a global scale. The effectiveness of logistics helps to determine the degree of ability that enterprises can keep up with demand.

### Overview of India's Logistics Sector

India's logistics are estimated to account for about 14.4% of GDP. More than 22 million people rely on it for their income. The Department of Commerce's logistics division for India was established on 7<sup>th</sup> July 2017 and was given the responsibility of the Integrated Development of Logistics Sector. The Special Secretary to the Government of India is at the helm of the division and has been assigned the responsibility for the development of an action plan to facilitate the overall development of the logistics sector through policy changes, procedure improvements, identification of bottlenecks and gaps, and adoption of technology. Overall, India's logistics sector consists of 37 export promotion councils, 40 Participating Government Agencies (PGAs), 20 government agencies, 10,000 commodities and 500 certifications.

In 2019, the Indian logistics sector was valued at Rs. 15.1 lakh crore (US\$ 190 billion). The unorganized sector amounts to 99% of the logistics sector that includes owners of less than five trucks, brokers or transport companies' affiliates, small-scale warehouse owners, customs brokers and freight forwarders, among others. The global indices reflect the progress and developments in trade-related logistics over the years. The development of the logistics sector is also reflected by the fact that India scored 90.3% in the United UNESCAP's Global Survey on Digital and Sustainable Trade Facilitation conducted in 2021, which is an exceptional improvement from the score it secured in 2019 of 78.5%, brought about by gains in the scores of five important indicators. The score has shown a consistent improvement, with scores of 63.4% and 67.7% secured in 2015 and 2017, respectively.

#### LEADS 2021 Overall State-wise Rankings (Top 10)



Source: Ministry of Commerce and Industry

#### Government's Role Towards the Development of the Logistics Sector

**The government has initiated various steps to boost the logistics sector, such as follows:**

**National Logistics Policy:** The government has planned to release the National Logistics Policy. The planning of the strategy involved detailed conversations on the supply and demand sides with all central ministries and takes a broad view of the sectors defining precise action points. The proposed policy's objective is to boost the nation's economy and corporate competitiveness by establishing an integrated, seamless, effective, dependable, green, sustainable and cost-efficient logistics network that makes use of best-in-class tools, procedures and qualified personnel. The policy aims to reduce the logistics cost, which stands at 14% of GDP to 9-10%. The strategy will establish a single-window e-logistics market and emphasize developing skills, competitiveness and employment for MSMEs.

**National Logistics Law:** A national logistics law has been drafted and is under consultation. Through a unified legal framework for the paradigm of One Nation, One Contract, it would support the One Nation, One Market objective and provide a flexible regulatory environment (single bill of lading across modes). The law's provisions will make it possible to assign a distinct logistics account number in place of cumbersome registration processes.

**Logistics Master Plan:** This initiative is in the works which takes a geographical strategy as opposed to an

industry approach. Several projects and activities will be integrated into the plan to expand the mix of intermodal and/or multimodal transportation. Coordinated construction of relevant infrastructure (gas and utility pipelines, optical fibre cable networks) is planned to prevent problems in the future. An Inter-Ministerial Committee will be used to supervise the master plan's execution. The state and local logistics strategies will be created in coordination and cooperation with the federal plans.

**National Multimodal Facilities and Warehousing:** In order to promote intermodal and Multimodal Logistics Parks (MMLPs) as a separate class of infrastructure and to encourage efforts with a national registry of multimodal facilities to enable price discovery, ensure optimal utilisation, and support planned development, the National Grid of Logistics Parks and Terminals is being planned. Furthermore, the government has begun to devise certain standards and guidelines that will be implemented for the development of warehousing. The government plans to optimise procedures for obtaining clearances that make the procedure of establishing warehouses more efficient, along with setting up a system for rating and certifying those warehouses for excellence.

The Logistics division has designed a digitisation initiative to provide an integrated IT foundation that would boost productivity, reduce wasteful travel and provide a slick user experience. The standards for the National Logistics Platform (iLOG) are currently being finalised in conjunction with the Ministry of Electronics and Information Technology (MEiTY). The iLOG will work to integrate a single platform for the various IT solutions that have been developed by various stakeholders, including logistics service providers, purchasers, and central and state government agencies such as customs, Directorate General of Foreign Trade (DGFT), railways, ports, airports, inland waterways and coastal shipping.

**National Logistics Workforce Strategy:** For the integrated skill development of professionals in the logistics sector, the government is developing a national logistics workforce strategy. Building on the framework of skill development centres already in place, which are currently based on modes of transportation, it is planned to enable cross-sectoral exchange of ideas and best practices as well as create a workforce of professionals who will be the primary force behind the development of logistics in the nation. The approaches include a coordinated effort to analyse and address present and future skill needs, mainstreaming logistics education and training in regular formal education from school through post-graduate level, and introduction of a Certified Logistics Professional (CLP) scheme, and to incentivise the engagement of such professionals. The Driver Employment and Empowerment Programme is one of the strategies, and it aims to lower logistics costs by making truck driving a desired career due to the severe scarcity of truck drivers.

## INDIA'S GROWING LOGISTICS SECTOR





## **Improving Logistics Competitiveness of India**

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

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

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

Improvement in Logistics is the cornerstone of the Government's push towards achieving Aatmanirbhar Bharat. Various initiatives are being taken by the Central and State/UT governments to improve logistics ecosystem across the country. Infrastructure development initiatives like Sagarmala, Bharatmala, Dedicated Freight Corridors (DFCs) amongst others are under different stages of implementation. Besides, regulatory and process related reforms like paperless EXIM trade process through E-Sanchit, faceless assessment through Turant Customs and introduction of mandatory electronic toll collection system (FASTag) have contributed to increasing the efficiency of the logistics sector.

It has been felt necessary to develop a comprehensive plan to integrate all the existing and proposed development initiatives by way of a National Master Plan wherein various economic zones will be the fulcrum of economic development interconnected with a network of multimodal connectivity infrastructure up to the last mile. With this vision, Hon'ble Prime Minister in his Independence Day speech highlighted that the Government has been targeting an investment of more than INR 100 lakh Crore on infrastructure over the next five years through 'Gati-Shakti' program

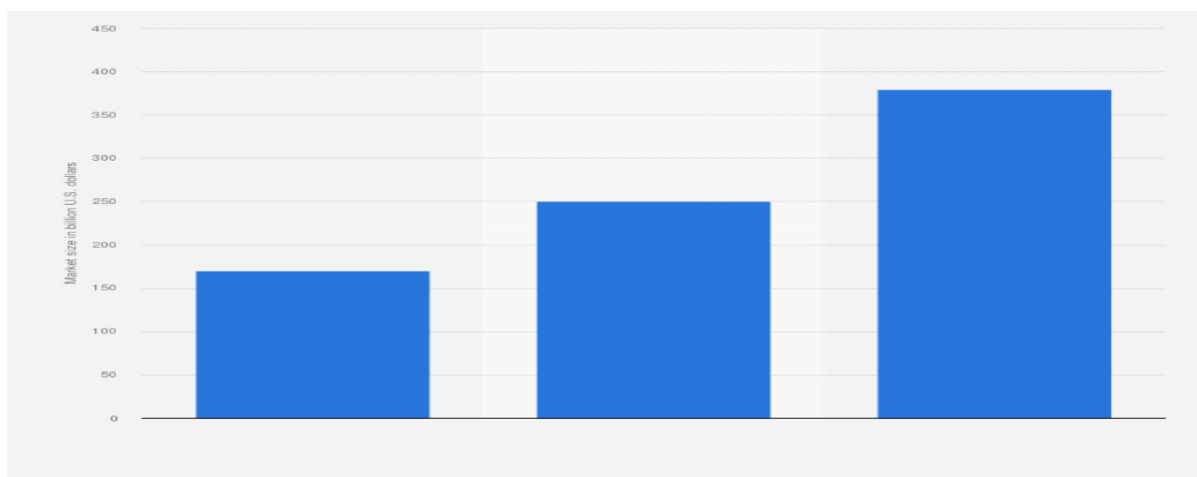
Given our federal structure, Centre and States have to play a complimentary role in integrated development of the logistics ecosystem. States have an essential role to play in bringing down overall logistics costs by having an enabling policy, regulatory and institutional mechanism in optimal modal mix, fragmented regulatory/Institutional regime, warehousing and packaging losses, shortage of skilled manpower, sub optimal fleet size and lack of inter-modal terminals.

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In this context, Logistics Ease Across Different States (LEADS) is a framework for assessment of State logistics performance. It is an instrument to enable constructive competition among States to support and facilitate logistics in their respective jurisdiction by promoting policies initiatives and regulatory interventions. It is an annual study that has a three-fold objective as given below:

- ▶ Rank States/UTs in the logistics ecosystem,
- ▶ Facilitate feedback from stakeholders involved in the logistics value chain; and
- ▶ Recommend action points based on the issues and challenges faced by the logistics players in a State/UT

**Size of logistics market in India from financial year 2017 to 2021, with an estimate for financial year 2025**



In financial year 2021, the size of the Indian logistics market was around 250 billion U.S. dollar. It was estimated that this market would grow to 380 billion dollars in 2025, at a compound annual growth rate between 10 to 12 percent. India has a higher logistics cost as a percentage of GDP at 14 percent, compared to the BRICS average of 11 percent.

### **Global trade – Better days ahead**

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

Covid-19 pandemic has posed significant challenges for supply chains globally. Multiple national lockdowns slowed or even temporarily stopped the flow of raw materials and finished goods, disrupting manufacturing as a result. The pandemic brought to light previously unseen vulnerabilities in the supply chain and is forcing manufacturers everywhere to reassess their supply chains. Overall, it has accelerated and magnified problems that already existed in the supply chain. Companies are now focusing on making their supply chain strategies more resilient, collaborative, and networked with customers, suppliers, and other stakeholders. There is a shift seen from linear supply chains to more integrated networks connecting many players. With the newly defined objectives of global companies and countries to reduce their supply chain risks in the long term and fix the broken value chains in the short term, India has an exclusive opportunity to emerge as the preferred investment destination going forward.

### **INDIAN AGRICULTURE AND ALLIED INDUSTRIES**

India is one of the major players in the agriculture sector worldwide and it is the primary source of livelihood for about 58% of India's population. India has the world's largest cattle herd (buffaloes); largest area planted to wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. Agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with means of sustenance.

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

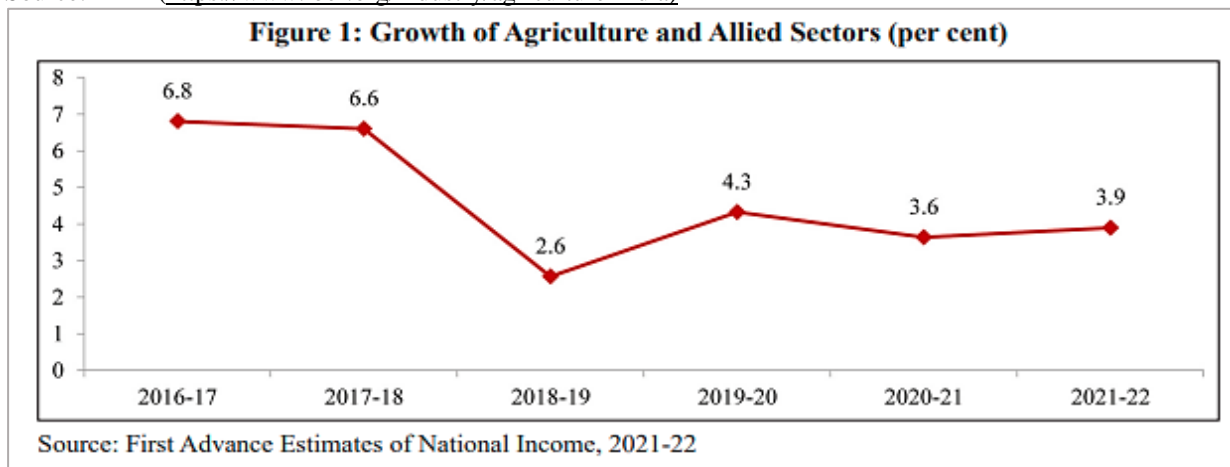
#### **Market Size**

According to Inc42, the Indian agricultural sector is predicted to increase to US\$ 24 billion by 2025. Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. As per First

Advance Estimates for FY 2022-23 (Kharif only), total foodgrain production in the country is estimated at 149.92 million tonnes. Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including block chain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

Agriculture and allied activities recorded a growth rate of 3.9% in FY 2021-22 (until 31 January, 2022). Gross Value Added by the agriculture and allied sector is 18.8% in FY2021-22 (until 31 January, 2022). As per the Budget 2022-23, Rs. 1.24 Lakh Crore (US\$ 15.9 billion) has been allocated to Department of Agriculture, Cooperation and Farmers' Welfare. Between April 2020-February 2021 and April 2021-February 2022, agricultural & processed food product exports stood at US\$ 22.07 billion. Between April 2000-March 2022, FDI in agriculture services stood at US\$ 2.55 billion. In the Rabi marketing season 2021-22, the government purchased a record 43.33 MT of wheat. As of October 27, 2021, the total Rabi area stood at 0.53 Lakh hectares.

Source: IBEF (<https://www.ibef.org/industry/agriculture-india>)



Source: <https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap07.pdf>

### Food and Agriculture Value Chain

India is an agrarian economy with half of its labour market representing agriculture-related sectors and more than 54 percent of the nation's land categorized as arable. India is among the world's leaders in terms of production volume for commodities such as rice, wheat, cotton, sugar, horticulture, and dairy. Agriculture and related sectors such as forestry and fisheries account for 20.2 percent of the country's GDP. Consequently, the agricultural sector plays an important role in Indian economics, politics, and society.

Indian agricultural production for food staples is highly monsoon (seasonal rainfall) dependent, and farm yields are generally below world averages. Low productivity is caused by many factors, including inadequate farmer education and training, heavy government regulation, an inefficient food distribution system, poor infrastructure (which results in post-harvest losses of up to 40 percent for certain products), unpredictable weather, small average farm sizes (2.7 acres/1.08 hectares and shrinking), inadequate plant and animal genetics, and domestic agriculture support programs and subsidies that distort market signals and hamper investment.

The Indian agricultural sector is slowly shifting from traditional farming to horticulture and livestock production (poultry, dairy, and fisheries). The demand for fresh and processed products of all types is increasing as the population urbanizes, incomes rise, and consumption habits change. The growth of an efficient cold chain network from "farm to fork" will help curb the spoilage rate of agricultural output while helping producers capture value as products retain quality and provide increased benefits to consumers.

Consumer-oriented food imports, led by tree nuts and fresh fruits, are among the fastest growing segments of imported agricultural products and reached \$6.14 billion in 2021. The market for imported foods has steadily grown and is impacted by a growing middle class, affluent professionals, brand-oriented importers, modern retail outlets, e-commerce retailers, and trend-setting restaurants.

Imported nuts and fruits feed into India's traditional retail channels, with an estimated 90 percent of imported fresh fruit sold in roadside stands and open markets. Imported packaged and consumer-ready foods are found in gourmet grocery stores, imported food sections of larger format stores, and in thousands of small neighbourhood shops, or kirana (mom and pop) stores. While opportunities for imported foods are improving in the hotel, restaurant, and institutional and food processing sectors, the Indian market remains relatively small and volatile due to high tariffs, import restrictions, and domestic industry competition.

India's food and grocery retail business is estimated at \$570 billion. The sector is dominated by traditional trade formats like neighbourhood shops (kirana stores), which hold approximately 88 percent of the total market share in sales. The market share held by modern trade formats such as supermarkets and hypermarkets, along with E-Commerce retailers, will continue to expand rapidly over the next five years as it fulfils evolving consumer needs.

The retail and e-retail sector continues to grow at a rapid pace. According to Forrester, India's online retail market is forecast to grow at an annual rate of 19.8 percent and reach \$85.5 billion by 2025. India's e-retail grocery sector totalled \$2.9 billion in 2020, primarily due to the lockdowns resulting from the COVID-19 pandemic. The sector is forecast to continue its growth in the next few years due to expanding internet connectivity and rising consumer demand for convenience, value, safety, hygiene, ease of payment, and product variety. Opportunities for U.S. exporters exist in consumer-oriented products, especially tree nuts, fruits, and packaged/processed foods.

The emergence of larger chains and stores began around 2005, and by 2021 the sector has grown to over 8,000 modern retail outlets across India. While many retailers are expanding and opening new stores, profitability continues to be an issue, partially due to high real estate costs.

Since late 2020, increased consumer demand for goods has placed extraordinary pressure on India's food and agricultural supply chains. Exacerbated by the COVID-19 pandemic and Russia's invasion of Ukraine, shipping container shortages and high freight costs have constrained maritime trade through India's major ports. Despite earlier challenges, India's port operations have mostly normalized and returned to pre-pandemic levels in terms of port traffic. However, supply chain challenges and trade disruptions have endured for agricultural and related products, including agricultural fertilizers.

India has developed export competitiveness in a range of specialized agricultural and related products, making it the world's 9th largest exporter. In 2021, India realized an \$11.8 billion global trade surplus of agricultural and related products. Leading exports consisted of Basmati rice, prawns, shellfish, carabeef, spices, and refined sugar.

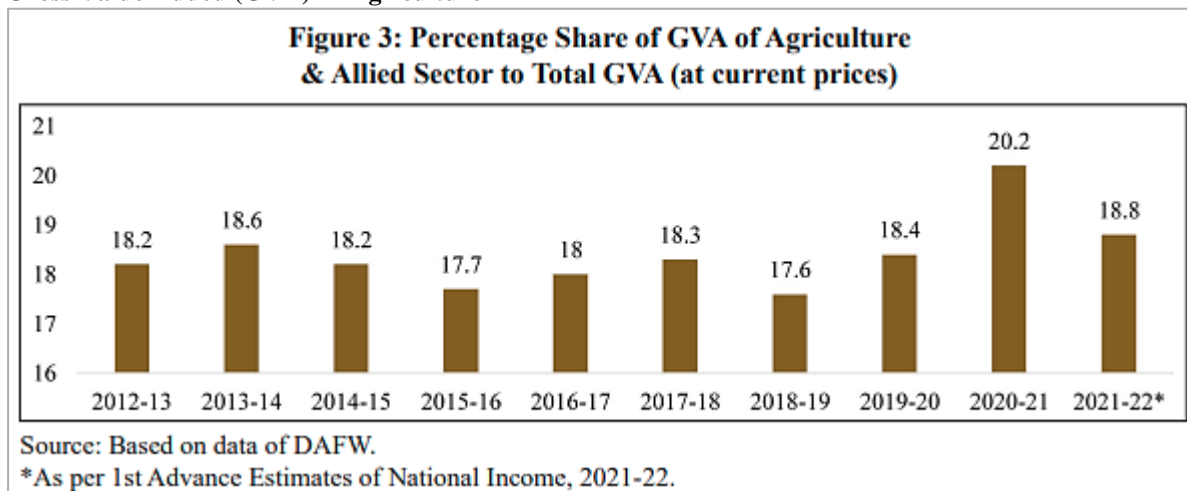
Source: <https://www.trade.gov/country-commercial-guides/india-food-and-agriculture-value-chain>

### **Growth Drivers of Indian Agriculture**

- 1) Demand-side drivers
  - a) Population and income growth
  - b) Increasing exports
  - c) Favourable demographics
  
- 2) Supply-side drivers
  - a) Hybrid and genetically modified seeds
  - b) Favourable climate for agriculture and wide variety of crops
  - c) Mechanisation
  - d) Irrigational facilities
  - e) Green revolution in Eastern India
  
- 3) Policy support
  - a) Growing institutional credit
  - b) Increasing MSP
  - c) Introduction of new schemes like Paramparagat Krishi Vikas Yojana, Pradhanmantri Gram Sinchai Yojana, and Sansad Adarsh Gram Yojana
  - d) Opening exports of wheat and rice
  - e) Approval of National Mission on Food Processing

Source: <https://www.ibef.org/industry/agriculture-india>

### Gross Value Added (GVA) In Agriculture



The share of the sector in total GVA of the economy has a long-term trend of around 18 per cent. The share of the agriculture & allied sector in total GVA, however, improved to 20.2 per cent in the year 2020-21 and 18.8 per cent in 2021-22.

Source: <https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap07.pdf>

### Government Initiatives

Some of the recent major government initiatives in the sector are as follows:

- 1) In the Union Budget 2022-23:
  - Rs. 1.24 Lakh Crore (US\$ 15.9 billion) has been allocated to Department of Agriculture, Cooperation and Farmers' Welfare.
  - Rs. 8,514 Crore (US\$ 1.1 billion) has been allocated to the Department of Agricultural Research and Education.
- 2) The Indian government is planning to launch Kisan Drones for crop assessment, digitization of land records, spraying of insecticides and nutrients.
- 3) Ministry of Civil Aviation launched the Krishi UDAN 2.0 scheme in October 2021. The scheme proposes assistance and incentive for movement of agri-produce by air transport. The KrishiDAN 2.0 will be implemented at 53 airports across the country, largely focusing on Northeast and tribal regions, and is expected to benefit farmers, freight forwarders and airlines.
- 4) Government plans to triple the capacity of food processing sector in India from the current 10% of agriculture produce and has also committed Rs. 6,000 Crore (US\$ 936.38 billion) as investments for mega food parks in the country, as a part of the Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters (SAMPADA)
- 5) Prime Minister of India launched the Pradhan Mantri Kisan Samman Nidhi Yojana (PM-Kisan) and transferred Rs. 2,021 Crore (US\$ 284.48 million) to bank accounts of more than 10 million beneficiaries on February 24, 2019. As per the Union Budget 2021-22, Rs. 65,000 Crore (US\$ 8.9 billion) was allocated to Pradhan Mantri Kisan Samman Nidhi (PM-Kisan).
- 6) The Indian government has initiated Digital Agriculture Mission for 2021-25 for agriculture projects based on new technologies such as artificial intelligence, block chain, remote sensing and GIS technology, drones, robots and others.
- 7) The Government of India has allowed 100% FDI in marketing of food products and in food product E-commerce under the automatic route.

Source: <https://www.ibef.org/industry/agriculture-india>

## BUSINESS OVERVIEW

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section entitled *'Forward-Looking Statements'* on page 16 of this Letter of Offer, for a discussion of the risks and uncertainties related to those statements and also the sections entitled *'Risk Factors'*, *'Industry Overview'*, and *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* on pages on pages 22, 58 and 130, of this Letter of Offer, respectively, as well as financial and other information contained in this Letter of Offer as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our Restated Financial Statements included in this Letter of Offer. For further information, see *'Restated Financial Statement'* on page 96 of this Letter of Offer.

### BUSINESS OVERVIEW

Seacoast Shipping Services Limited (CIN: L61100GJ1982PLC105654) was originally incorporated on October 15, 1982, under the Companies Act, 1956 in the name and style as "Mahaan Impex Limited" as a Public Limited company in the State of West Bengal at Calcutta. The Company obtained the Certificate of Commencement of Business on November 16, 1982 from the Registrar of Companies, West Bengal at Calcutta. The Company changed its name from "Mahaan Impex Limited" to "Seacoast Shipping Services Limited" and a fresh Certificate Incorporation was issued by the Registrar of Companies on July 11, 2020. Our Company focuses on the all-size dry bulk vessels segments such as Handy vessel (5000-40000 MT), Supramax (40000-55000MT), Ultramax (60000-70000MT), Panamax (70000-80000 MT) wherein Supramax & Ultramax vessels are considered to be the most versatile amongst the various dry bulk ship types due to both their size and specifications. Seacoast provides transportation solutions to a diverse group of customers, including miners, producers, traders, and end users. Typical cargoes carried include both major bulk cargoes (coal, grain, and iron ore) and minor bulk (fertilizer, steel products, petcoke, cement, forest products, and more). Further, Seacoast is managed by a team of experienced professionals from the shipping industry. Whereas, all key processes -operations, accounts, and documentation are computerized and are manned by a highly qualified, skilled workforce and managers.

Seacoast has a strong network & presence amongst all ship owners and agents globally, which is adequate for our fleet strength to meet the demands of shippers.

The company offers various services starting with dry bulk into various areas such as chartering, hiring of vessels, operations, etc., and developing business by entering into aggregates business in Bangladesh and handling Persian Gulf cargos, south Asian coal from Indonesia and etc.

With a strong foundation in the shipping industry, Seacoast Shipping Services Limited have leveraged our expertise and resources to seize new opportunities and diversify our operations. Presently, Seacoast Shipping Services Limited engages in the trading of agricultural commodities. The company deals in products such as wheat, rice, tomatoes, onions, chana dal, masur dal and various other products. Recognizing the prevailing economic uncertainties and the potential risks associated with the shipping industry the company has strategically shifted its focus towards agricultural trading. This move has proven to be highly profitable and has positioned us as a key player in the agricultural market. By capitalizing on our deep understanding of logistics, supply chain management, and international trade, we have established a strong network of suppliers and customers, ensuring the seamless flow of agricultural products across markets. The trading business aims to source high-quality agricultural products from trusted suppliers and sell them to customers at competitive prices. With a strong foothold in the market, the company has established itself as a reliable partner for producers and consumers alike. The company has steadily grown and diversified its operations to become a key player in the agriculture commodity trading industry. It has built a strong reputation for reliability, quality, and customer service.

While our current focus lies in agricultural trading, we remain committed to our roots in the shipping industry. As the management carefully monitors market conditions, we are poised to reenter the shipping logistics sector when profitability is evident. Drawing upon our rich experience and comprehensive understanding of the shipping industry, we are confident in our ability to adapt and succeed when the time is right.

At Seacoast Shipping Services Limited, we pride ourselves on our agility, adaptability, and unwavering commitment to excellence. Our strong financial position, combined with our diversified business approach,

positions us for long-term success. With our focus on agricultural trading and our future plans to reenter the shipping logistics industry, we are well-positioned to capitalize on emerging opportunities and deliver sustainable value to our stakeholders.

Our company's vision is to be the preferred partner in the global agriculture commodity and logistics sector, connecting producers and consumers through efficient and sustainable supply chains. Our mission is to provide value-added services, foster long-term relationships, and contribute to the growth and development of the agriculture industry and to be the leading global dry bulk operator and Logistic Solution Provider by leveraging our regional presence in-order to pursue strong growth opportunities while delivering innovative commercial solutions for our clients globally. Our company has a well-defined organizational structure that supports its operations and ensures effective communication and decision-making. It comprises various departments, including sourcing and procurement, trading and distribution, logistics, finance, and risk management. The organizational structure fosters collaboration, accountability, and efficiency within the company.

Our Promoter, Mr. Manish Shah, has around 25 years of experience in Logistics and specifically, Shipping Sector as well as agricultural commodities sector and with his innovative business ideas, in-depth knowledge and excellent management skills, we have served our customers proficiently.

Our total income for the Fiscal ended March 31, 2023, 2022 and 2021 was Rs. 42962.35 Lakhs, Rs. 12780.56 Lakhs and Rs. 24321.72 Lakhs respectively. Our restated profit after tax for the Fiscal ended March 31, 2023, 2022 and 2021 was Rs. 1438.03 Lakhs, Rs. 339.21 Lakhs and Rs. 1055.59 Lakhs.

Table set forth below are certain key operational and financial metrics for the periods indicated:

Particulars*	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total Revenue (₹ in lakhs)	42962.35	12780.56	24321.72
Revenue growth (%)	236.15%	-47.45%	-
Earnings before interest, depreciation, tax & amortization (EBIDTA) (₹ in lakhs)	2291.15	803.21	1581.47
EBIDTA growth (%)	185.25%	-49.21%	-
EBIDTA margin (%)	5.33%	6.28%	6.50%
Profit before tax (PBT) (₹ in lakhs)	2085.18	602.72	1488.87
PBT growth (%)	245.96%	-59.52%	-
PBT margin (%)	4.85%	4.72%	6.12%
Profit after tax (PAT) (₹ in lakhs)	1438.03	339.21	1055.59
PAT growth (%)	323.94%	-67.87%	#DIV/0!
PAT margin (%)	3.35%	2.65%	4.34%
Debt to Equity Ratio	0.46	0.47	0.46
Return on Equity (RoE) (%)	23.07%	7.07%	23.69%

## MAIN OBJECT OF OUR COMPANY

- To carry on the business as clearing, forwarding, transport agents, agents for handling materials, contractors for movements of goods and materials, charterers of road vehicles, ships, barges and boats of every description, customs agents, shipping agents, ship brokers, ship managers, charterers, wharfingers, stevedores, transshipment agents, freight contractors insurance brokers, shroffs, warehousemen, loading brokers, carriers by road, rail, water and air, guarantee brokers, commission agents, exporters and underwriters, packers, cartage and haulage contractors, store-keepers, cargo superintendents, job masters, and mukadams, tug owners, barge owners, lighter men, dock owners, ship store merchants, to establish, maintain and operate shipping transport services (public and private) for passengers and cargo between such ports in any part of the world to purchase, take in exchange, or on hire purchase, charter, hire build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ship trawlers, drifter, tugs and vessels, to undertake and carry on all or any of the trades and business of shippers, ship owners, ship brokers, shipping agent, underwriters, ship managers, tug owners, shipping agents, loading brokers, freight contractors, stevedores, warehousemen, wharfingers, salvors, ship builders, ship repairers. carry on the business as clearing, forwarding, transport agent for handling material, contractor for movement of goods and materials, charterers of road

2. To carry on the business of clearing and forwarding agents, freight agents, steamer agents, courier and cargo handlers in all modes including bulk and containers, articles or things or heavy and over dimensional cargo, handling and haulage contractors, warehousemen, common carriers by land rail, Water and air, container agents, to handle goods and passengers within the country and outside and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen and maintaining all types of goods and Equipment's in good conditions supplied by the principals.
3. To carry on the business of providing logistics services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities.

To carry on in India or elsewhere the business to manufacture, buy, sell, import, export, develop, process, market, supply and to act as agent, distributor, stockiest, wholesales, dealers, retailer or marketers or otherwise to deal in all types, tastes, uses, descriptions of Agro products, such as fertilizers, manures, plant or animal foods, pesticides, including insecticides, herbicides or weedicides and fungicides and all types of rice, maize, milo, seeds, cotton seeds, soyabeans, groundnuts, castors, line seeds, sunflower, coconut, rapeseed, almond, sesame, mustard, sea seed, grapeseed and to carry on all activities to develop Agricultural and forest resources based industrial and also plant grow, cultivate, product and raise plantations of various agriculture corps, forest and other plantation, horticultural crops, green house, net house, medical and aromatic plants in their own farms and/or taken on lease. To Carry on the business as manufacture, importer and exporter, whole seller, retailer and dealers of all type of agricultural and other commodities.

## **OUR COMPETITIVE STRENGTHS**

### **Shipping and Logistics Segment**

#### **Experienced Management Team**

Our Company is supported by a dedicated management team with several years of industry experience in their respective domains of sales, marketing, strategy, and finance. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues. For further details regarding our Key Managerial Personnel, please refer to the chapter titled '*Our Management*' beginning on page 85 of this Letter of Offer.

#### **Extensive Global Network**

Seacoast Shipping Services Limited boasts an expansive global network that spans major shipping routes, strategic port connections, and valuable industry partnerships. Our comprehensive network empowers us to deliver end-to-end shipping solutions, including door-to-door logistics, multimodal transportation, and integrated supply chain services. With a presence in key trade hubs worldwide, we have established strong relationships with port authorities, customs agencies, and local partners, allowing us to navigate complex international trade regulations and optimize shipping operations efficiently.

#### **Diverse Fleet of Vessels**

We take pride in maintaining a diverse and versatile fleet of vessels that cater to the diverse needs of our customers. Our fleet encompasses various vessel types, including container ships, bulk carriers, tankers, and specialized vessels for project cargo. This diversity ensures that we can accommodate a wide range of cargo types, sizes, and shipping routes, providing our customers with flexible and tailored shipping solutions. Each vessel in our fleet is equipped with advanced navigation systems, fuel-efficient engines, and state-of-the-art safety features, complying with stringent international standards and regulations.

#### **Strong Customer Relationships**

Seacoast Shipping Services Limited places paramount importance on cultivating and nurturing strong customer relationships. We have earned the trust and loyalty of a broad customer base, comprising major global corporations, SMEs, and government entities, through our commitment to exceptional service and customer-centric approach. By actively engaging with our customers, understanding their unique shipping requirements, and delivering personalized solutions, we have forged enduring partnerships that drive customer satisfaction and



generate repeat business. Our dedicated customer support team ensures seamless communication, prompt issue resolution, and continuous collaboration, fostering long-term customer loyalty.

### **Expertise in Specialized Cargo**

At Seacoast Shipping Services Limited, we possess extensive expertise in handling a wide array of specialized cargo. Whether it's perishable goods, hazardous materials, oversized equipment, or complex project cargo, our highly skilled team is adept at managing the intricacies and challenges associated with such shipments. We adhere to strict industry regulations, employ specialized equipment and handling techniques, and collaborate closely with our customers to ensure the safe and timely delivery of their valuable cargo. Our expertise in specialized cargo sets us apart from competitors and positions us as the preferred choice for customers with unique shipping needs.

### **Technological Advancements**

We embrace technological advancements to enhance operational efficiency, transparency, and customer experience. Seacoast Shipping Services Limited has invested significantly in cutting-edge digital platforms and systems that streamline processes, improve data accuracy, and provide real-time visibility into shipping operations. Our sophisticated cargo tracking systems, automated documentation processes, and online booking portals empower our customers with seamless access to shipping information, enabling them to make informed decisions and track their cargo's progress at any given time. By leveraging technology, we optimize efficiency, reduce administrative burdens, and foster stronger collaboration with customers, suppliers, and partners.

### **Commitment to Sustainability**

Seacoast Shipping Services Limited is deeply committed to environmental sustainability and recognizes the imperative to reduce our carbon footprint. We actively pursue initiatives to minimize our environmental impact throughout our operations. This includes investing in fuel-efficient vessels, exploring alternative fuels and propulsion systems, optimizing shipping routes for fuel consumption reduction, and implementing comprehensive waste management strategies. By aligning our business practices with global environmental goals, we not only contribute to a greener future but also position ourselves as a responsible and forward-thinking shipping company, attracting environmentally-conscious customers and stakeholders.

### **Strong Financial Position**

We maintain a strong financial position, characterized by a healthy balance sheet, consistent profitability, and prudent financial management. This stability enables us to invest in fleet expansion, infrastructure development, and technological advancements. Our robust financial position instills confidence in our customers, suppliers, and investors, establishing Seacoast Shipping Services Limited as a reliable and trustworthy partner in the shipping industry.

### **Agricultural Commodity Trading Segment**

**Quality Products:** We source our agricultural commodities directly from farmers and suppliers who share our commitment to sustainability, quality, and fair-trade practices. Our products are carefully selected to ensure maximum freshness and quality, which sets us apart from our competitors.

**Diverse Product Range:** We offer a wide range of agricultural commodities, including wheat, rice, tomatoes, onions, and other such products. Our diverse product range allows us to cater to the varying needs and preferences of our customers.

**Competitive Pricing:** We work closely with our suppliers to ensure we get the best possible price for our products. This allows us to offer competitive pricing to our customers, making us an attractive option in the market.

**Efficient Logistics:** We have a well-established logistics network that ensures our products are delivered to our customers in a timely and efficient manner. This helps us to maintain customer satisfaction and ensures we remain competitive in the market.

**Synergy with Other Business Segments:** As a company with a strong foothold in Shipping and Logistics Industry, we have the advantage of leveraging our strong brand name and customer base to promote our

agricultural commodity trading segment. This synergy helps us to reach a wider audience and expand our customer base and to mitigate the complexity of logistics involved in trading.

## **OUR BUSINESS STRATEGIES**

At Seacoast, we continually strive to improve our strategies to achieve the highest quality of services offered satisfaction to our customers. Principally, we have included the following as focus for our business strategy:

### **Agricultural Commodity Trading Segment**

#### **Expansion of Inclusive Partnerships**

Seacoast Shipping Services Limited is committed to fostering inclusive partnerships across our global network. We actively seek collaborations with diverse stakeholders, including women-owned businesses, minority-owned enterprises, and organizations representing underrepresented groups. By embracing diversity and inclusion in our partnerships, we aim to promote a more equitable and representative shipping industry. These inclusive partnerships not only enrich our business ecosystem but also contribute to the economic empowerment of marginalized communities.

#### **Talent Development and Diversity**

We believe that a diverse and inclusive workforce is a key driver of innovation and success. Seacoast Shipping Services Limited is dedicated to nurturing a work environment that values and embraces diversity in all its forms. We are committed to attracting and retaining top talent from diverse backgrounds, promoting equal opportunities, and providing a supportive workplace where all employees can thrive. Through targeted talent development programs, mentoring initiatives, and inclusive leadership training, we aim to foster a culture of diversity, equality, and inclusion at every level of our organization.

#### **Customer-Centric Approach**

At Seacoast Shipping Services Limited, our customers are at the heart of everything we do. We are dedicated to understanding and addressing their evolving needs with empathy and respect. By leveraging data analytics and customer feedback, we continuously improve our service offerings, tailor our solutions to specific industries and sectors, and deliver exceptional customer experiences. Our commitment to inclusivity extends to providing accessible and user-friendly digital platforms and customer support, ensuring that individuals of all backgrounds can easily access and benefit from our services.

#### **Sustainable and Responsible Operations**

Environmental sustainability is a core pillar of our business strategy. Seacoast Shipping Services Limited is firmly committed to reducing our ecological footprint and promoting responsible shipping practices. We actively seek eco-friendly alternatives and invest in technologies that minimize emissions, conserve energy, and promote sustainable shipping practices. By incorporating renewable energy sources, optimizing vessel routes, and implementing stringent environmental standards, we aim to mitigate the impact of our operations on the planet and contribute to a greener future for all.

#### **Technology and Innovation**

Seacoast Shipping Services Limited embraces the transformative power of technology and innovation in driving operational efficiency and customer satisfaction. We continually invest in cutting-edge technologies, including artificial intelligence, data analytics, and automation, to enhance our service offerings, streamline processes, and improve decision-making. By harnessing the potential of emerging technologies, we strive to stay ahead of industry trends, adapt to changing customer demands, and deliver innovative solutions that benefit all stakeholders.

#### **Community Engagement and Social Responsibility**

We recognize the importance of actively engaging with the communities in which we operate. Seacoast Shipping Services Limited is dedicated to giving back and making a positive social impact. Through targeted corporate social responsibility initiatives, we support community development programs, education initiatives, and

environmental conservation efforts. By collaborating with local organizations and empowering community members, we aim to create lasting social change and contribute to the well-being of the communities we serve.

### **Ethical Business Practices**

Seacoast Shipping Services Limited upholds the highest standards of integrity, transparency, and ethical conduct in all aspects of our business. We strictly adhere to applicable laws and regulations, promote fair trade practices, and maintain strong corporate governance. By fostering a culture of ethics and accountability, we strive to earn the trust and confidence of our stakeholders, including customers, employees, partners, and investors, while promoting a level playing field for all participants in the shipping industry.

### **Agricultural Commodity Trading Segment**

#### **We focus on Market Expansion**

At Seacoast Shipping Services Limited, our primary business strategy in the agriculture trading segment is market expansion. We aim to identify and enter new markets that offer significant growth potential. By conducting thorough market research and analysis, we identify emerging economies where the demand for agricultural commodities is on the rise due to factors such as population growth, urbanization, and evolving dietary preferences. Through strategic partnerships and local collaborations, we establish a strong presence in these markets to capture a larger share of the market.

#### **We emphasize Product Diversification**

To mitigate risks associated with commodity price volatility and market fluctuations, we place a strong emphasis on product diversification. We constantly evaluate market trends and customer demands to identify new agricultural commodities with growth potential. By expanding our product portfolio, we cater to a broader customer base and reduce reliance on a single commodity. This approach enhances our revenue streams and overall business resilience.

#### **We embrace Technology Adoption**

At Seacoast Shipping Services Limited, we understand the significance of technological advancements in the agriculture trading segment. We actively embrace and leverage cutting-edge technologies to streamline our operations, enhance supply chain visibility, and improve decision-making processes. We invest in digital platforms, data analytics, and blockchain technology to optimize our trading processes, ensure traceability, and enhance transparency. By harnessing the power of technology, we improve operational efficiency, minimize risks, and provide value-added services to our customers.

#### **We prioritize Sustainable Practices and Corporate Social Responsibility**

Our commitment to sustainability and responsible business practices is a core pillar of our business strategy in the agriculture trading segment. We place a strong emphasis on promoting sustainable farming practices, supporting farmers' livelihoods, and ensuring the responsible use of natural resources. We actively seek certifications and partnerships that align with our sustainability goals, thereby enhancing our brand reputation and building long-term relationships with customers who prioritize ethical and sustainable practices.

#### **We foster Strong Stakeholder Relationships**

At Seacoast Shipping Services Limited, we recognize the importance of building strong relationships with our stakeholders. We prioritize open communication, transparency, and trust in our interactions with suppliers, customers, partners, and regulatory authorities. By fostering these relationships, we create mutually beneficial partnerships that support our growth, enable efficient trading, and enhance the overall value we provide to our stakeholders.

#### **We invest in Research and Development**

Continual innovation is a key aspect of our business strategy. We invest in research and development to stay ahead of market trends, identify emerging opportunities, and develop innovative solutions that address the evolving

needs of our customers. Through ongoing R&D efforts, we seek to optimize our trading processes, explore new market segments, and enhance the efficiency and effectiveness of our operations.

### **We prioritize Risk Management**

As a company operating in the agriculture trading segment, we understand the inherent risks associated with price fluctuations, supply chain disruptions, and regulatory changes. We have robust risk management strategies in place to mitigate these risks. This includes utilizing hedging techniques, futures contracts, and diversified sourcing to minimize our exposure to price volatility. Additionally, we maintain strong relationships with financial institutions and insurers to ensure adequate risk coverage and protect our profitability.

In conclusion, at Seacoast Shipping Services Limited, we are dedicated to implementing these business strategies to drive our success in the agriculture trading segment. Through market expansion, product diversification, technology adoption, sustainable practices, stakeholder relationships, research and development, and risk management, we aim to remain at the forefront of the industry, delivering value to our customers, and contributing to the growth and development of the agriculture sector.

## **OUR SERVICES**

### **Comprehensive Transportation Solutions**

Seacoast Shipping Services Limited is committed to providing comprehensive transportation solutions that cater to the diverse needs of our clients. With our inclusive approach, we offer a wide range of services encompassing various modes of transport, including ocean shipping, air freight, road transportation, and rail logistics. Whether our clients require efficient global cargo shipments, regional distribution solutions, or last-mile delivery services, we leverage our expertise and global network to ensure the smooth and efficient movement of goods across domestic and international markets.

### **Dry Bulk Transportation**

As experts in dry bulk transportation, Seacoast Shipping Services Limited specializes in the efficient and reliable movement of commodities such as grains, ores, coal, and fertilizers. We understand the unique requirements of clients in industries such as agriculture, mining, energy, and construction, and our inclusive approach ensures that we cater to their diverse needs. Our dedicated team of professionals, industry expertise, and robust global network enable us to handle the complex logistics of dry bulk shipments, ensuring timely and cost-effective delivery while maintaining the utmost safety and quality standards.

### **Chartering and Vessel Hiring**

Seacoast Shipping Services Limited offers comprehensive chartering and vessel hiring services to meet the diverse shipping needs of our clients. Our inclusive approach ensures that we serve a wide range of clients, including multinational corporations, small and medium-sized enterprises (SMEs), and government agencies. Whether our clients require short-term or long-term charters, we leverage our extensive network of vessel owners and operators to source the most suitable vessels, negotiate favorable terms, and facilitate smooth operations. We provide transparent and flexible solutions, allowing our clients to optimize their shipping requirements.

### **Operations and Freight Management**

At Seacoast Shipping Services Limited, we provide efficient and reliable operations and freight management services to optimize the shipping process for our clients. Our inclusive approach extends to managing diverse cargo types, including general cargo, project cargo, perishable goods, and hazardous materials. We handle every aspect of operations and freight management, from cargo booking and documentation to customs clearance and tracking. With our advanced technology platforms, inclusive processes, and experienced team, we ensure seamless coordination and transparency throughout the supply chain, enabling our clients to focus on their core business operations.

### **Logistics and Supply Chain Solutions**

Seacoast Shipping Services Limited is a trusted partner for end-to-end logistics and supply chain solutions. Our inclusive services cover the entire spectrum, including inventory management, warehousing, distribution, and

value-added services. We leverage our extensive global network, advanced technology systems, and industry expertise to optimize supply chain efficiency, reduce costs, and improve overall operational performance for our clients. Our inclusive approach ensures that we cater to businesses of all sizes and industries, supporting their growth and success by providing tailored solutions that address their unique logistical challenges.

### **Specialized Cargo Handling**

Seacoast Shipping Services Limited possesses specialized expertise in handling a wide range of specialized cargo, including temperature-controlled goods, oversized equipment, hazardous materials, and fragile shipments. With our inclusive approach, we cater to diverse industries such as pharmaceuticals, automotive, aerospace, and more. Our team of specialists meticulously plans and executes every aspect of specialized cargo transportation, ensuring compliance with regulatory requirements, maintaining product integrity, and minimizing risks. We understand the importance of handling specialized cargo with precision and care, and our inclusive services are designed to meet the unique needs of each client, regardless of their industry or cargo type.

## **OUR PRODUCTS**

### **Agricultural Trading**

At Seacoast, we are committed to providing the highest quality agricultural commodities to our customers. We source our products directly from farmers and suppliers who share our commitment to sustainability, quality, and fair-trade practices. Our range of agricultural commodities includes:

**Wheat:** We offer high-quality wheat from the finest farms around the world. Our wheat is ideal for making bread, pasta, and other baked goods. We offer various grades of wheat to suit different needs and preferences.

**Rice:** We offer a wide variety of rice, including long-grain, short-grain, brown, and wild rice. Our rice is sourced from some of the best rice-producing regions in the world and is perfect for preparing different cuisines.

**Tomatoes:** We offer fresh, high-quality tomatoes that are perfect for making sauces, soups, and other dishes. Our tomatoes are sourced from local farms and are carefully selected to ensure maximum freshness and quality.

**Onions:** We offer a range of onions, including red, white, and yellow onions. Our onions are sourced from the finest farms and are perfect for cooking, grilling, and baking.

**Other Products:** We also offer a range of other agricultural commodities, including garlic, potatoes, bell peppers, and more. Our products are carefully sourced to ensure maximum quality and freshness.

All our agricultural commodities are carefully packaged and transported to our customers to ensure maximum freshness and quality. We work closely with our customers to ensure they receive the best products at the best possible price.

We take pride in our commitment to sustainability and fair-trade practices, and we are committed to promoting ethical and responsible business practices in everything we do.

## **OUR BUSINESS OPERATIONS**

Seacoast Shipping Services Limited operates through a robust global network and maintains a strategic presence in key trade hubs worldwide. Our extensive network enables us to connect clients to major shipping routes, optimize transit times, and provide comprehensive coverage across domestic and international markets. With offices, agents, and partners strategically located, we have established strong relationships with port authorities, customs agencies, and local partners, allowing us to navigate complex international trade regulations and ensure seamless operations for our clients.

At Seacoast Shipping Services Limited, we employ efficient vessel management practices to ensure the reliable and timely movement of goods. Our experienced team of vessel operators, chartering specialists, and technical experts are dedicated to optimizing vessel utilization, minimizing downtime, and maximizing operational efficiency. We carefully monitor vessel performance, conduct regular maintenance and inspections, and leverage industry-leading technology to ensure that our fleet operates at its peak performance, meeting the highest safety and quality standards. We provide integrated supply chain solutions that streamline operations and enhance

efficiency for our clients. Seacoast Shipping Services Limited offers end-to-end services, including cargo booking, documentation, customs clearance, warehousing, and distribution. By integrating these services, we optimize the flow of goods throughout the supply chain, reducing lead times, improving inventory management, and enhancing overall supply chain visibility. Our inclusive approach ensures that we cater to the unique requirements of each client, regardless of their industry or shipment size.

Seacoast Shipping Services Limited leverages advanced technology platforms to enhance operational efficiency and provide real-time visibility into shipping operations. We have invested in state-of-the-art systems for cargo tracking, documentation management, and data analytics. Our digital platforms enable clients to book shipments, track cargo, access documentation, and receive timely updates on shipment status. By harnessing the power of technology, we improve communication, minimize manual processes, and enable efficient decision-making, thereby enhancing overall customer experience and operational excellence. We prioritize risk management and compliance in all our business operations. Seacoast Shipping Services Limited maintains a comprehensive risk management framework that encompasses areas such as cargo security, safety, and regulatory compliance. We have implemented robust procedures, training programs, and safety protocols to ensure that our operations adhere to the highest industry standards and comply with relevant regulations. Our inclusive approach extends to risk management, considering the diverse needs and risk profiles of our clients to provide tailored solutions that mitigate potential risks effectively.

Seacoast is committed to continuous improvement and innovation in our business operations. We foster a culture of innovation, encouraging our employees to identify opportunities for process optimization, cost reduction, and service enhancement. Through regular monitoring, data analysis, and feedback mechanisms, we identify areas for improvement and implement innovative solutions to meet evolving customer demands. Our inclusive approach embraces diverse perspectives and encourages collaboration, allowing us to drive operational excellence and deliver added value to our clients. We prioritize quality assurance and exceptional customer service in all aspects of our operations.

Seacoast has implemented rigorous quality management systems, ensuring that we meet or exceed industry standards and customer expectations. Our inclusive customer service approach involves proactive communication, dedicated customer support teams, and prompt issue resolution. We actively seek customer feedback to continually enhance our services and ensure that we provide a positive experience for all our clients.

### **Agriculture Trading**

Our Agricultural Commodity Trading Segment is an important part of our overall business operations. Our operations are designed to ensure the highest level of quality, efficiency, and customer satisfaction. Here are the key elements of our business operations:

**Sourcing and Procurement:** We have a dedicated team that works closely with our network of farmers and suppliers to source the best quality agricultural commodities such as wheat, rice, tomatoes, onions, and other products. We have strict quality control processes in place to ensure that the commodities meet our standards of quality and safety.

**Logistics and Distribution:** We have a reliable logistics and distribution network that enables us to deliver our products to our customers in a timely and efficient manner. We have a well-established network of transporters that in turn have a readily available fleet of vehicles that we enter into contract for transportation of our commodities.

**Sales and Marketing:** We have a dedicated team of sales and marketing professionals who work to ensure that our products reach the right customers. We use various marketing channels, including digital marketing, to promote our products and reach a wider audience.

**Customer Service:** We are committed to providing the best customer service to our B2B customers. Our customer service team is highly trained and knowledgeable about our products, and they are always ready to assist customers with any inquiries or concerns.

**Sustainability:** We are committed to promoting sustainable and ethical practices in our operations. We work with farmers who follow sustainable farming practices and adhere to ethical sourcing guidelines. We also have processes in place to minimize waste and reduce our carbon footprint.

## SWOT ANALYSIS

### Strengths

**Extensive Global Network:** This strength enables us to connect clients to major shipping routes, access diverse markets, and provide comprehensive coverage. Our global network enhances our ability to secure favourable contracts, optimize transit times, and efficiently handle cargo movements across various regions.

**Diverse Service Portfolio:** We possess a diverse range of services, encompassing comprehensive transportation solutions, dry bulk transportation, chartering and vessel hiring, operations and freight management, logistics and supply chain solutions, and specialized cargo handling. This strength allows us to cater to the specific needs of clients across diverse industries, providing them with tailored and integrated shipping solutions. By offering a comprehensive portfolio, we enhance customer satisfaction, increase client retention, and tap into multiple revenue streams.

**Technological Advancements:** Seacoast Shipping Services Limited embraces technological advancements to drive operational efficiency and enhance customer experience. We have invested in advanced technology platforms such as cargo tracking systems, digital documentation management, and data analytics tools. Leveraging these technologies, we streamline processes, improve supply chain visibility, enhance communication with clients, and provide real-time updates on shipment status. This strength empowers us to deliver superior service quality, gain a competitive edge, and drive innovation within the shipping industry.

**Strong Industry Expertise:** With a team of experienced professionals and industry experts, Seacoast Shipping Services Limited possesses strong industry knowledge and expertise. Our personnel have in-depth understanding of shipping operations, regulations, market trends, and customer requirements. This strength enables us to offer valuable insights, provide informed advisory services to clients, and navigate complex industry dynamics effectively. By leveraging our industry expertise, we build credibility, establish long-term partnerships, and stay ahead of competitors.

### Weaknesses

**Dependency on External Factors:** Seacoast Shipping Services Limited is susceptible to external factors beyond our control, including geopolitical events, economic fluctuations, and changes in trade policies. These factors can significantly impact shipping volumes, freight rates, and overall demand for our services. This weakness exposes us to risks and uncertainties, necessitating proactive monitoring, risk management strategies, and diversification of client base and trade routes.

**Vulnerability to Fuel Price Volatility:** Fuel price volatility presents a weakness for Seacoast Shipping Services Limited. Fluctuations in fuel prices directly impact our operational costs, including fuel consumption for vessels and transportation. As fuel prices rise, it becomes challenging to maintain competitive pricing for clients while ensuring profitability. To address this weakness, we continuously monitor fuel markets, implement fuel-saving initiatives, and explore alternative energy sources to reduce our reliance on fossil fuels.

### Opportunities

**Growing Global Trade:** The continued growth of global trade offers significant opportunities for Seacoast Shipping Services Limited. Emerging markets, the expansion of e-commerce, and evolving trade agreements contribute to increased demand for efficient and reliable shipping services. By capitalizing on these opportunities, we can expand our client base, forge strategic partnerships, and explore new markets to drive business growth and revenue generation.

**Environmental Sustainability:** The focus on environmental sustainability in the shipping industry presents opportunities for Seacoast Shipping Services Limited to demonstrate leadership in eco-friendly practices. By investing in fuel-efficient vessels, adopting green technologies, and implementing sustainable operational practices, we can position ourselves as an environmentally responsible shipping service provider. This opportunity allows us to attract environmentally conscious clients, comply with evolving regulations, and contribute to a more sustainable future.

**Emerging Technologies:** The rapid advancement of technology, such as blockchain, artificial intelligence, and Internet of Things (IoT), opens opportunities for innovation and operational optimization within the shipping

industry. Seacoast Shipping Services Limited can leverage these emerging technologies to streamline processes, improve transparency, enhance cargo tracking capabilities, and offer value-added services to clients. By staying at the forefront of technological advancements, we can gain a competitive advantage, improve operational efficiency, and deliver enhanced customer experiences.

**Strategic Partnerships:** Collaborating with strategic partners, including shipping lines, logistics providers, and technology companies, presents opportunities for Seacoast Shipping Services Limited. Through strategic partnerships, we can expand our service capabilities, tap into new markets, leverage complementary expertise, and access shared resources. These partnerships enable us to offer integrated solutions, improve operational efficiency, and enhance our competitive positioning in the market.

## **Threats**

**Intense Market Competition:** Seacoast Shipping Services Limited operates in a highly competitive shipping industry, with numerous global and regional players vying for market share. This threat is characterized by price competition, technological advancements by competitors, and the potential entry of new market players. To mitigate this threat, we continuously differentiate ourselves through superior customer service, innovative solutions, operational efficiency, and the establishment of long-term relationships with clients.

**Regulatory and Compliance Challenges:** Seacoast Shipping Services Limited faces ongoing challenges associated with regulatory compliance in the shipping industry. Compliance requirements include safety standards, security protocols, environmental regulations, trade policies, and customs procedures. Non-compliance or failure to adapt to evolving regulations poses reputational risks, legal liabilities, and potential disruptions to operations. We address this threat through robust compliance programs, regular training, and partnerships with industry organizations to stay abreast of regulatory changes and maintain a proactive approach to compliance.

## **FUTURE PROSPECTS**

### **Expansion into Emerging Markets**

Seacoast Shipping Services Limited aims to capitalize on the growth opportunities presented by emerging markets. With the increasing economic activities and trade volumes in these regions, we plan to expand our presence and strengthen our operations in key emerging markets. By establishing strategic partnerships, investing in local infrastructure, and leveraging our global network, we will position ourselves as a preferred shipping service provider in these high-potential markets.

### **Technological Advancements and Digital Transformation**

We are committed to continuous technological advancements and digital transformation to drive operational efficiency, improve customer experience, and enhance our competitive edge. Seacoast Shipping Services Limited will continue to invest in advanced technologies, such as artificial intelligence, machine learning, and data analytics, to streamline processes, optimize route planning, enhance cargo tracking capabilities, and provide real-time insights to clients. By harnessing the power of technology, we will transform our operations, deliver innovative solutions, and adapt to the evolving needs of the industry.

### **Focus on Environmental Sustainability**

Seacoast Shipping Services Limited recognizes the importance of environmental sustainability in the shipping industry. We are committed to reducing our carbon footprint and promoting eco-friendly practices. Moving forward, we will invest in fuel-efficient vessels, explore alternative energy sources, and adopt green technologies to minimize our environmental impact. By aligning our operations with sustainable practices and complying with stringent environmental regulations, we will position ourselves as a responsible and environmentally conscious shipping service provider, attracting clients who prioritize sustainable transportation solutions.

### **Diversification of Service Offerings**

Seacoast Shipping Services Limited aims to diversify its service offerings to meet the evolving needs of clients and capture additional revenue streams. We will explore opportunities to expand our specialized cargo handling capabilities, offer value-added services such as warehousing and distribution, and provide customized logistics



solutions. By diversifying our service portfolio, we will enhance our market competitiveness, strengthen client relationships, and create new avenues for growth.

### **Strengthening Customer Relationships**

We place utmost importance on building and maintaining strong customer relationships. Seacoast Shipping Services Limited will continue to focus on understanding our clients' unique requirements, providing personalized solutions, and delivering exceptional customer service. We will leverage technology to enhance communication channels, establish customer feedback mechanisms, and proactively address client needs. By prioritizing customer satisfaction and loyalty, we aim to foster long-term partnerships, secure repeat business, and expand our client base.

### **Strategic Acquisitions and Partnerships**

Seacoast Shipping Services Limited will actively explore strategic acquisitions and partnerships to accelerate our growth, expand our service capabilities, and enter new markets. We will seek opportunities to collaborate with like-minded industry players, shipping lines, logistics providers, and technology companies to leverage their expertise, access shared resources, and tap into new client segments. Through strategic acquisitions and partnerships, we will enhance our market position, diversify our offerings, and create synergies that drive sustainable growth.

## **MARKETING STRATEGY**

At Seacoast Shipping Services Limited, we have developed a comprehensive marketing strategy to promote our services, build brand awareness, and attract a diverse clientele. Our marketing efforts are guided by a customer-centric approach, aiming to understand and meet the unique needs of our target audience. By leveraging a mix of traditional and digital marketing channels, we strive to position ourselves as a trusted and reliable shipping service provider.

We begin by conducting market research to identify key industry trends, customer preferences, and competitive landscape. This research allows us to gain insights into the evolving market dynamics and tailor our marketing messages accordingly. With a deep understanding of our target markets, we develop targeted marketing campaigns that resonate with our potential clients.

Our marketing strategy emphasizes the importance of building strong brand equity. We invest in brand-building activities that highlight our commitment to excellence, reliability, and customer satisfaction. Through consistent messaging, visual identity, and brand guidelines, we ensure that our brand is recognized and trusted by both existing and prospective clients. We strive to differentiate ourselves by showcasing our extensive global network, diverse service portfolio, technological advancements, and industry expertise.

In line with the digital age, we prioritize digital marketing channels to expand our reach and engage with a wider audience. Our website serves as a hub of information, providing detailed descriptions of our services, case studies, testimonials, and industry insights. We optimize our website for search engines to improve organic visibility and invest in paid search advertising to drive targeted traffic. Social media platforms are leveraged to share industry updates, success stories, and thought leadership content to establish ourselves as a credible and authoritative voice in the shipping industry.

We understand the power of content marketing in establishing thought leadership and building trust. We produce valuable and informative content, such as blog articles, whitepapers, and guides, that address the challenges and opportunities faced by our target audience. Through content distribution and promotion, we position ourselves as industry experts, offering practical solutions and insights to our clients' shipping and logistics needs.

Additionally, we actively participate in industry conferences, trade shows, and networking events to showcase our expertise, forge new partnerships, and connect with potential clients. By engaging in face-to-face interactions, we strengthen relationships, gain industry visibility, and generate leads for future business opportunities.

Our marketing strategy also emphasizes the importance of customer relationship management (CRM). We prioritize customer satisfaction, ensuring timely and effective communication throughout the engagement process. Our dedicated customer support team is readily available to address queries, provide assistance, and handle any

concerns raised by our clients. We utilize CRM systems to manage customer interactions, track customer preferences, and personalize our services based on their specific needs.

As part of our marketing strategy, we continuously monitor and analyze key performance indicators (KPIs) to assess the effectiveness of our marketing campaigns. By measuring metrics such as website traffic, lead generation, conversion rates, and customer feedback, we gain valuable insights into the success of our marketing efforts. This data-driven approach enables us to make informed decisions, optimize our marketing strategies, and allocate resources effectively.

## **COLLABORATIONS**

Company has no collaborations as on this date of Letter of Offer. For further details kindly refer to the section titled '*Our Subsidiaries*' on page 94 of this Letter of Offer.

## **HEALTH SAFETY AND ENVIRONMENT**

We aim to comply with applicable health and safety regulations and other requirements in our business. We have implemented work safety measures to ensure a safe working environment, such measures include general guidelines for health and safety at our offices and maintaining clean and orderly work locations. Our health, safety and environment policy are to:

- Manage and maintain health, safety and ergonomics at the workplace.
- To ensure upkeep and proper housekeeping.
- To review and revise policy regularly.

## **UTILITIES & INFRASTRUCTURE FACILITIES**

### **Registered Office**

The registered office of our company is located at D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054, which is taken on lease by the Company.

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

### **POWER**

Our Company meets its power requirements at our registered office from Uttar Gujarat Vij Company Limited and the same is sufficient for our day-to-day functioning.

### **WATER**

Our registered office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

## **OUR PROPERTIES**

Our Registered Office from where we operate is located on premises which has been taken on lease by us. Further, there are various land parcels that are held by us on leasehold/ rental basis for the smooth functioning and operation of our Subsidiaries, the details of which are tabled hereunder:

Sr. No.	Particulars of Property	Address	Lessee	Lessor	Rental Per month (₹ in Lakhs)	Validity of Agreement
1.	Registered Office of our Company	D-1202, Swati and Crimson Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054.	Seacoast Shipping Services Limited	Batukbhai Kansara	₹0.246 Lakhs p.m.	11 months and 29 Days beginning April 18, 2023, Further extended at the option of Licensee for more 11 months 29 days on if agreed

Further, kindly refer to the risk factor described ‘The Registered Office of our Company are located/ carried on land parcels that are not owned by us and are held by us on a leasehold/ rental basis. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.’ on page 23 of this Letter of Offer.

## HUMAN RESOURCES

Throughout the year under review, the Company continues to make strides towards improving HR processes and practices to build the organisation for long-term sustainability. The Company emphasises on fostering personal growth and development within an environment that promotes professionalism and excellent performance. The Company has focused on developing staff capabilities as this will enable it to achieve higher operational standards.

Following is a department wise employee break-up:

Category	Total
Directors	2
Senior Managerial	1
Marketing	2
Admin and Accounts	2
<b>Total</b>	<b>7</b>


## INSURANCE

Policies have been taken by Seacoast Shipping Services Limited to insure our building, furniture, fittings, office equipment, any other office contents from earthquake, fire, Terrorism Damage Cover Endorsement (Material Damage only) etc. Although, we will take appropriate insurance cover, there can be no assurance that our insurance policies will be adequate to cover the losses which we may incur due to the occurrence of an accident or a mishap. We maintain insurance coverage under various insurance policies for, among other things, our furniture & fixtures, commercial vehicle and employees, as may be required. We believe that we maintain all material insurance policies that are customary for companies operating in our industry. The insurance policies are reviewed periodically to ensure that the coverage is adequate. Although we attempt to limit and mitigate our liability for damages our insurance may not be enforceable in all instances or the limitations of liability may not protect us from entire liability for damages. For further details, please refer to ‘*Risk Factors*’ beginning on page 22 of this Letter of Offer.

## INTELLECTUAL PROPERTY

We regard our intellectual property as one of the most important factors in contributing to our success, and our intellectual property rights include trademarks associated with our businesses.

Our Company conducts its operations under the “Seacoast Shipping Services” brand name. Our Company uses logo owned by one of our promoter Mr. Manish Raichand Shah. The details of trademark accepted and advertised are as follows.

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of Application	Status
1		39	Device	Manish Raichand Shah	4504751	19/05/2020	Accepted & Advertised

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Our Articles of Association provide that our Board shall consist of minimum 3 (Three) Directors and not more than 15 (Fifteen) Directors, unless otherwise determined by our Company in a general meeting.

As on date of this Letter of Offer, our Company currently has 6 (Six) directors on its Board, 1 (One) Managing Director, 1 (One) Executive Director and 1 (One) Director and 3 (Three) Independent Directors. The present composition of our Board of Directors and its committees are in accordance with the corporate governance requirements provided under the Companies Act and SEBI (LODR) Regulations, to the extent applicable.

The following table sets forth details regarding our Board of Directors as on the date of this Letter of Offer:

<b>Manishkumar Raichand Shah</b>	
<i>DIN</i>	01936791
<i>Date of Birth</i>	June 21, 1969
<i>Age</i>	53 years
<i>Address</i>	A-46, Aryaman Bunglow, Nr. Shilaj Over Bridge, Thaltej Shilaj Road, Shilaj, Ahmedabad-380059
<i>Nationality</i>	Indian
<i>Designation</i>	Managing Director Cum Chairman
<i>Term</i>	Liabile to retire by rotation
<i>Period of Directorship</i>	May 04, 2020- till date
<i>Other Directorship</i>	Sherman Shipping Services Private Limited
<i>Qualification</i>	Graduate
<i>Experience</i>	Mr. Manish R. Shah is key & Family of Seacoast Group and where he holds position of MD and CFO of M/s Seacoast shipping services Limited, a BSE Listed Company and is having vast experience of more than 25 years into the logistic and shipping industries. He has travelled almost all countries across the globe connected to international bulk shipping business. Focused in global transportation of dry bulk cargo using ocean bulk carriers with the vision of becoming the leader in each of vessels segments. His strength and successful achievement of developing strong network across the globe through his vast experience and skills in the business.
<i>Occupation</i>	Business

<b>Sameer Amit Shah</b>	
<i>DIN</i>	08712851
<i>Date of Birth</i>	October 09, 1992
<i>Age</i>	30 years
<i>Address</i>	Street No. 4, Oswal Colony, Summair Club Road, Digvijay Plot, Jamnagar, Gujarat – 361005, India
<i>Nationality</i>	Indian
<i>Designation</i>	Executive Director
<i>Term</i>	Liabile to retire by rotation
<i>Period of Directorship</i>	May 04, 2020 - till date
<i>Other Directorship</i>	1. None
<i>Qualification</i>	MBA in marketing
<i>Experience</i>	5 years experience of working has been remarkably contributing in the area of fund management, accounts & finance, budgeting, forecasting, data analyzing, day to day monitoring of business.
<i>Occupation</i>	Business

<b>Cheryl Manish Shah</b>	
<i>DIN</i>	08810628
<i>Date of Birth</i>	October 23, 1975
<i>Age</i>	47 years
<i>Address</i>	A-46, Aryaman Bunglow, Nr. Shilaj Over Bridge, Thaltej Shilaj Road, Shilaj, Ahmedabad-380059
<i>Nationality</i>	Indian
<i>Designation</i>	Non-Executive Non-Independent Director
<i>Term</i>	Liabile to retire by rotation
<i>Period of Directorship</i>	July 27, 2020 - till date
<i>Other Directorship</i>	1. None
<i>Qualification</i>	Graduate, B-Ed
<i>Experience</i>	Mrs. Cheryl Manish Shah having more than 18 years of experience as a coordinator in Asia International School, Ahmedabad. She has a wide experience of Management and coordination.
<i>Occupation</i>	Service

<b>Jaydeep Bakul Shah</b>	
<i>DIN</i>	09535615
<i>Date of Birth</i>	September 12, 1989
<i>Age</i>	33 years
<i>Address</i>	A/3, Ramankala Flat, Near Sanghvi Railway Crossing, Naranpura, Ahmedabad, Gujarat – 380013, India
<i>Nationality</i>	Indian
<i>Designation</i>	Independent Director
<i>Term</i>	5 Years
<i>Period of Directorship</i>	June 02, 2022 – June 01, 2027
<i>Other Directorship</i>	None
<i>Qualification</i>	Graduate
<i>Experience</i>	More than 7 years of experience in the field of logistic business
<i>Occupation</i>	Service

<b>Viren Makwana</b>	
<i>DIN</i>	09007676
<i>Date of Birth</i>	July 10, 1988
<i>Age</i>	34 years
<i>Address</i>	A-8, Nilkamal Society, Dholka, Gujarat – 387810, India
<i>Nationality</i>	Indian
<i>Designation</i>	Independent Director
<i>Term</i>	5 years
<i>Period of Directorship</i>	April 04, 2023 – April 03, 2028
<i>Other Directorship</i>	1. Padmanabh Industries Limited 2. Bright Solar Limited 3. Franklin Industries Limited
<i>Qualification</i>	Company Secretary, Master of Law (LLM)
<i>Experience</i>	Mr. Viren Makwana has an experience of more than 6 years in the field of Corporate Law, Companies Act and Other Law related matters.
<i>Occupation</i>	Service

<b>Shivangi Bipinchandra Gajjar</b>	
<i>DIN</i>	07243790
<i>Date of Birth</i>	October 18, 1991
<i>Age</i>	31 years
<i>Address</i>	A/1/60, Radhavallabh Park, Near Nigam Society, Ghodasar, Ahmedabad, Gujarat – 380050, India
<i>Nationality</i>	Indian
<i>Designation</i>	Independent Director

<b>Term</b>	5 years
<b>Period of Directorship</b>	April 14, 2023 – April 13, 2028
<b>Other Directorship</b>	<ol style="list-style-type: none"> <li>1. Tine Agro Limited</li> <li>2. TTL Enterprises Limited</li> <li>3. Bright Solar Limited</li> <li>4. Franklin Industries Limited</li> <li>5. Releak Agriventures Limited</li> <li>6. Kenrik Industries Limited</li> <li>7. City Crops Agro Limited</li> </ol>
<b>Qualification</b>	Company Secretary, MBA and LLB ,
<b>Experience</b>	Ms. Shivangi Bipinchandra Gajjar has an experience in the Company Law and other secretarial matters for more than 5 years.
<b>Occupation</b>	Service

#### **Past Directorships in suspended companies**

None of our Directors are, or were a director of any listed company, whose shares have been, or were suspended from being traded on any of the Stock Exchanges during the term of their directorships in such companies during the last 5 (Five) years preceding the date of this Letter of Offer.

#### **Past Directorships in delisted companies**

Further, none of our Directors are or were a director of any listed company, which has been, or was delisted from any stock exchange during the term of their directorship in such Company during the last 10 (Ten) years preceding the date of this Letter of Offer.

#### **Relationship between Directors**

Except for the Directors stated below none of the other Directors are not related to each other, as on the date of this Letter of Offer:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Relationship</b>	<b>Name of the Person</b>
1.	Manishkumar Raichand Shah	Nephew	Sameer Amit Shah
2.	Manishkumar Raichand Shah	Wife	Mrs. Cheryl Manish Shah

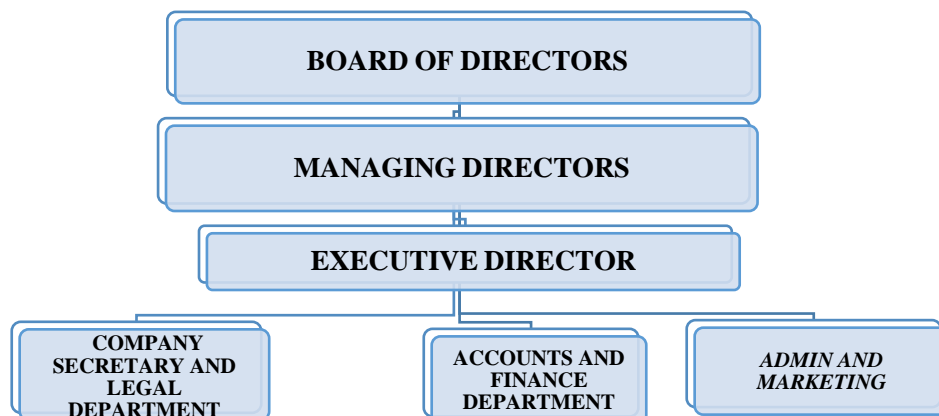
#### **Arrangement or understanding with major Shareholders, customers, suppliers or others**

Our Company has not entered any arrangement or understanding with major shareholders, customers, suppliers, or others pursuant to which any of the above-mentioned directors have been appointed in the Board.

#### **Details of service contracts entered with Directors**

Our Company has not entered any service contracts with the present Board of Directors for providing benefits upon termination of employment.

## Management Organizational Structure



## CORPORATE GOVERNANCE

The provisions of the SEBI (LODR) Regulations with respect to corporate governance are applicable to us. We are in compliance with the requirements of the Companies Act, 2013, in respect of corporate governance including in respect of the constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations. Our Board functions either as a full board or through various committees constituted to oversee specific functions.

### Committees of our Board

In addition to the committees of our Board detailed below, our Board may, from time to time constitute committees for various functions.

Audit Committee		
Sr. No.	Name of the Director	Committee Designation
1.	Jaydeep Bakul Shah	Member/Chairman
2.	Shivangi Gajjar	Member
3.	Viren Makwana	Member

Our Company has constituted an audit committee ("Audit Committee"), The scope and functions of the Audit Committee and its terms of reference are in accordance with Section 177 of the Companies Act, 2013 and the SEBI (LODR) Regulations and inter alia, include:

- a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- b) Recommending to the Board the appointment, remuneration and terms of appointment of the statutory auditor of the Company;
- c) Reviewing and monitoring the statutory auditor's independence and performance , and effectiveness of audit process;
- d) Approving payments to statutory auditors for any other services rendered by the statutory auditors;
- e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i. 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;



- ii. Changes, if any, in accounting policies and practices and reasons for the same;
- iii. Major accounting entries involving estimates based on the exercise of judgment by management;
- iv. Significant adjustments made in the financial statements arising out of audit findings;
- v. Compliance with listing and other legal requirements relating to financial statements;
- vi. Disclosure of any related party transactions; and
- vii. Modified opinion(s) in the draft audit report.
- f) Reviewing, with the management, the quarterly, half -yearly and annual financial statements before submission to the Board for approval;
- g) 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 authorized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the authorized of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- h) Approval or any subsequent modifications of transactions of the Company with related parties;
- i) Scrutinising of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the Company, wherever it is necessary;
- k) Evaluating of internal financial controls and risk management systems;
- l) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances
- m) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- n) 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;
- o) Discussing with internal auditors on any significant findings and follow up thereon;
- p) 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;
- q) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- r) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
- s) Reviewing the functioning of the whistle blower mechanism;
- t) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and
- u) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority.
- v) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per applicable law.
- w) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee has the following powers:

- 1) to investigate any activity within its terms of reference;
- 2) to seek information from any employee;
- 3) to obtain outside legal or other professional advice; and
- 4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- 1) Management's discussion and analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- 3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) Internal audit reports relating to internal control weaknesses;
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) Statement of deviations:

- a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and
- b) annual statement of funds utilised for purposes other than those stated in the document/prospectus/notice in terms of the Listing Regulations.

The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the Listing Regulations.

The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two-third independent directors.

#### **Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Committee Designation</b>
1.	Jaydeep Bakul Shah	Chairman
2.	Shivangi Gajjar	Member
3.	Viren Makwana	Member

Our Company has constituted a Nomination and Remuneration Committee. The scope and functions of the Nomination and Remuneration Committee and its terms of reference are in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations and inter alia, include:

- 1) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulating of criteria for evaluation of the performance of the independent directors and the Board;
- 3) Devising a policy on Board diversity;
- 4) Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
- 5) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 6) Analysing, monitoring and reviewing various human resource and compensation matters;
- 7) Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- 8) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- 9) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 10) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended;
- 11) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
- 12) Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority'; and
- 13) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the Listing Regulations.

The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

#### **Stakeholders' Relationship Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Committee Designation</b>
1.	Viren Makwana	Chairman
2.	Jaydeep Bakul Shah	Member
3.	Shivangi Gajjar	Member

Our Company has constituted Stakeholders' Relationship Committee. The scope and functions of the Stakeholders' Relationship Committee and its terms of reference are in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations and inter alia, include:

- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- 3) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- 4) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 5) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 6) To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
- 7) Allotment and listing of shares;
- 8) To authorize affixation of common seal of the Company;
- 9) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 10) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 11) To dematerialize or rematerialize the issued shares;
- 12) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 13) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- 14) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s)

## KEY MANAGERIAL PERSONNEL

<b>Manishkumar Raichand Shah</b>	
<b>Designation</b>	Managing Director Cum Chairman
<b>Date of Joining</b>	May 4, 2020
<b>Qualification</b>	Graduate
<b>Term</b>	LIABLE to retire by rotation
<b>Period of Directorship</b>	May 04, 2020- till date
<b>Service Contracts</b>	Appointment for 5 years
<b>Previous Employment</b>	Indian
<b>Business Experience</b>	Mr. Manish R. Shah is key & Family of Seacoast Group and where he holds position of MD and CFO of M/s Seacoast shipping services Limited, a BSE Listed Company and is having vast experience of more than 25 years into the logistic and shipping industries. He has travelled almost all countries across the globe connected to international bulk shipping business. Focused in global transportation of dry bulk cargo using ocean bulk carriers with the vision of becoming the leader in each of vessels segments. His strength and successful achievement of developing strong network across the globe through his vast experience and skills in the business.
<b>Description of the Functional Role in the Company</b>	Managing Director Cum Chief Financial Officer
<b>Area of experience and expertise in the Company</b>	Mr. Manish R. Shah is having vast experience of more than 25 years into the logistic and shipping industries.
<b>Family Relationship</b>	Uncle of Mr. Sameer Amit Shah and Husband of Cheryl Manish Shah
<b>Employment Status</b>	Business

<b>Mr. Sameer Amit Shah</b>	
<b>Designation</b>	Executive Director
<b>Date of Joining</b>	May 4, 2020
<b>Qualification</b>	MBA in marketing.
<b>Term</b>	Liabile to retire by rotation
<b>Period of Directorship</b>	May 04, 2020 - till date
<b>Service Contracts</b>	No
<b>Business Experience</b>	5 years experience of working has been remarkably contributing in the area of fund management, accounts & finance, budgeting, forecasting, data analyzing, day to day monitoring of business.
<b>Description of the Functional Role in the Company</b>	Management of day to day affairs of the company
<b>Area of experience and expertise in the Company</b>	Fund Management, Accounts & Finance, Budgeting, Forecasting, Data Analyzing, Day To Day Monitoring Of Business.
<b>Family Relationship/ Relationship with any Director or Key Managerial Personnel</b>	Nephew of Mr. Manish Shah
<b>Employment Status</b>	Business

## OUR PROMOTER

The Promoters of our Company is Mr. Manishkumar Raichand Shah and Mr. Sameer Amit Shah. As on the date of this Letter of Offer, our Promoters, holds 15,00,01,230 (Fifteen Crores One Thousand Two Hundred and Thirty) Equity Shares in our Company, representing 44.55% (Forty-Four point Five-Five Percent) of the voting share capital of our Company.

Mr. Manishkumar Raichand Shah, aged about 50 years is residing at A-46, Aryaman Bunglow, Nr. Shilaj Over Bridge, Thaltej Shilaj Road, Shilaj, Ahmedabad-380059, Gujarat, India. He has promoted Seacoast Shipping and Marine Services, a Partnership Firm which provides logistic services to importers and exporters. He has around 25 years experience in this line of business. Mr. Manishkumar Raichand Shah is SSC pass from Gujarat Secondary and Higher Secondary Education Board.

As on date of this Letter of Offer, he is acting in the capacity of a director at Sherman Shipping Services Private Limited.

Mr. Sameer Amit Shah, aged about 30 years is residing at Street No. 4, Oswal Colony, Summar Club Road, Digvijay Plot, Jamnagar-361005, Gujarat, India. He has around 5 years experience in the business operations of the company. Mr. Sameer Amit Shah holds a Post Graduate Diploma in Management from Indira School of Business Studies, Pune.

As on date of this Letter of Offer, he is not acting in the capacity of a director at any of the company.

For details of the educational qualifications, experience, other directorships, positions / posts held by our Promoter, please see the chapter titled '*Our Management*' on page 85 of this Letter of Offer.

### CONFIRMATIONS

Our Promoter has hereby confirmed, warranted, and stated that:

1. He has not been declared as a wilful or fraudulent borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against him.
2. Our Promoter has not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offender's Act, 2018.
3. Our Promoter has not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
4. Our Promoter has never been the promoter, director or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
5. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoter.

## **OUR SUBSIDIARIES**

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As on the date of this Letter of Offer, our Company has no subsidiaries and also the joint venture and associate companies.

## **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 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.

The Company has only one class of Equity Shares having a par value of Rs. 1/- per share. Each holder of Equity Share is entitled to one vote per share,

## SECTION VII – FINANCIAL INFORMATION

### RESTATED STANDALONE FINANCIAL STATEMENTS

#### INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL INFORMATION OF "SEACOAST SHIPPING SERVICES LIMITED"

To,  
**The Board of Directors,**  
Seacoast Shipping Services Limited  
D-1202, Swati Crimson and Clover Shilaj Circle,  
Sardar Patel Ring Road,  
Ahmedabad- 380054

1. We have examined the attached Restated Financial Information along with the significant accounting policies and related notes of SEACOAST SHIPPING SERVICES LIMITED (the "Company"), comprising the Restated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Statement of Profit and Loss, the Restated Cash Flow Statement for the period / year ended March 31, 2023, March 31, 2022 and March 31, 2021, the 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 May 26, 2023 for the purpose of inclusion in the Draft Letter Of Offer ("DLOF") or Letter Of Offer ("LOF") prepared by the Company in connection with its proposed Right Issue of equity shares ("IPO") on the BSE Limited prepared in terms of the requirements of:
  - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the 'Act');
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'); and
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ('ICAI'), as amended from time to time (the 'Guidance Note').
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DLOF /LOF to be filed with Securities and Exchange Board of India, BSE and Registrar of Companies, Mumbai in connection with the proposed right issue. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors of the company 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..
3. We have examined such Restated Financial Information taking into consideration:
  - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 18, 2022 in connection with the proposed Right Issue of equity shares of the Company;
  - b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Right Issue.



4. These Restated Financial Information have been compiled by the management from:

The Audited Financial Statements of the Company for the period ended on March 31, 2023, March 31, 2022, and March 31, 2021 which were prepared in accordance with Indian accounting standards as prescribed under section 133 of the companies Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended, and other accounting Principles generally accepted in India ( referred to as “Ind AS”) which have been approved by the Board of Directors at their meeting held on April 18, 2023, May 25, 2022, and May 21, 2021 respectively.

5. For the purpose of our examination, we have relied on:

- a) Auditor’s report issued by Company’s previous auditor dated April 18, 2023, May 25, 2022, and May 21, 2021 respectively.

The Audit for the financial year ended March 31, 2023 and March 31, 2022 was conducted by the Company’s previous auditors, V S S B & Associates and M/S Gopal C. Shah & Co. respectively, (the “Previous Auditors”), and Audit for the financial year ended March 31, 2021 was conducted by the Company’s previous auditors, M/s. Pankaj R. Shah & Associates, (the “Previous Auditors”), accordingly reliance has been placed on the statement of assets and liabilities and the statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively the Audited Financial statements) examined by them for the said years. The examination report included for the said year is based solely on the report submitted by the Previous Auditors:

6. Based on our examination and according to the information and explanations given to us, and also as per the reliance placed on the audited report submitted by the previous Auditors, we report that:

- a. The “Restated Statement of Assets and Liabilities” as set out in Annexure I to this report, of the Company as at March 31, 2023, March 31, 2022 and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities, have been arrived at after making such adjustments (if any) 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 IV to this Report.

- b. The ‘Restated Statement of Profit and Loss’ as set out in Annexure II to this report, of the Company for the period ended Dec 31, 2022, March 31, 2022, March 31, 2021 and March 31, 2020 is prepared by the Company and approved by the Board of Directors. These Restated Statement of profit and Loss, have been arrived at after making such adjustments (if any) 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 IV to this Report.

- c. The ‘Restated Statement of Cash Flows’ as set out in Annexure III to this report of the Company for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Cash Flow have been arrived at after making such adjustments (if any) 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 IV to this Report.

- d. The Restated 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 prior period and other material amounts in the respective financial years/period to which they relate, if any and after adjustments for the audit qualifications issued by the Statutory Auditors for the year ended 31st March, 2023 and 31st March, 2022, if any;

7. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein

8. We have no responsibility to update our report for events and circumstances occurring after the date of the

report.

9. Our report is intended solely for use of the Board of Directors for inclusion in the DLOF/ LOF to be filed with Securities and Exchange Board of India, BSE Limited and Registrar of Companies, Mumbai in connection with the proposed right issue. 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..

As Per Our Attached Report of Even Date

**For Jigar Shah & Associates**

Chartered Accountants

Firm's registration number: 116627W

**Jigar Shah**

**Partner**

**Membership number: 075778**

**Place: Mumbai**

**Date:**

**UDIN:**

**ANNEXURE - I**  
**STATEMENT OF STANDALONE ASSETS & LIABILITIES, AS RESTATED**

(Rs. In Lakhs)

Particulars	Note No.	As on		
		31 <sup>st</sup> March2023	31 <sup>st</sup> March2022	31 <sup>st</sup> March2021
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property Plant and Equipments	I.1	4.34	0.05	5.73
(b) Other Intangible Assets		(0.00)	0.13	0.36
(c) Capital Work-In-Progress		0.00	0.00	0.00
d) Non - current Investments	I.2	0.00	0.00	0.00
e) Deferred Tax Assets (Net)	I.3	0.00	0.04	0.00
f) Financial Assets	I.4	0.00	0.00	0.00
g) Other Non- current Assets	I.5	0.00	0.00	5.40
<b>Total Non Current Assets</b>		<b>4.34</b>	<b>0.22</b>	<b>11.49</b>
<b>Current assets</b>				
a) Inventories	I.6	0.00	0.00	0.00
b) Financial Assets				
- Trade Receivables	I.7	15026.57	19453.65	9330.62
- Cash and Cash Equivalents balances	I.8	1.42	5.07	6.98
- Short Term Loans and advances	I.9	173.25	78.13	77.39
c) Other Current Assets	I.10	80.64	5225.29	5454.24
<b>Total Current Assets</b>		<b>15281.87</b>	<b>24762.15</b>	<b>14869.23</b>
<b>Total Assets</b>		<b>15286.22</b>	<b>24762.36</b>	<b>14880.72</b>
<b>EQUITY &amp; LIABILITIES</b>				
<b>1. Equity</b>				
a) Equity Share capital	I.11	3366.75	3366.75	3366.75
b) Other Equity	I.12	2865.85	1427.82	1088.61
<b>Total Shareholder's Fund</b>		<b>6232.60</b>	<b>4794.57</b>	<b>4455.36</b>
<b>2. Non Current Liabilities</b>				
a) Financial Liability				
- Long Term Borrowings	I.13	0.00	0.00	55.50
b) Deferred Tax Liability	I.3	0.11	0.00	0.02
c) Other long Term Liability	I.14	0.00	0.00	0.00
<b>Total Non Current Liabilities</b>		<b>0.11</b>	<b>0.00</b>	<b>55.52</b>
<b>3. Current Liabilities</b>				
a) Financial Liability				
- Short Term Borrowings	I.15	2837.58	2250.63	1999.11
- Trade Payables	I.16	4720.72	16993.85	7857.75
- Other Financial Liabilities	I.17	152.50	18.58	81.14
b) Short Term Provisions	I.18	1342.70	704.72	431.84
<b>Total Current Liabilities</b>		<b>9053.50</b>	<b>19967.79</b>	<b>10369.83</b>
<b>Total Equity &amp; Liability</b>		<b>15286.22</b>	<b>24762.36</b>	<b>14880.72</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

For Jigar Shah & Associates  
Chartered Accountants

Firm's registration number: 116627W

For and Behalf of Board Seacoast Shipping Service Limited

Jigar Shah

Partner

Membership number: 075778

Place: Mumbai

Date:

UDIN:

Manish R shah

Manging Director

(DIN: 01936791)

Sameer Amit Shah

Director

(DIN: 08712851)

**ANNEXURE – II:  
RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs in lakhs)

Particulars	Note No.	For the Year ended on		
		31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Income</b>				
Revenue from Operations	II.1	42957.77	12780.48	24315.50
Other Income	II.2	4.58	0.08	6.22
<b>Total Revenue</b>		<b>42962.35</b>	<b>12780.56</b>	<b>24321.72</b>
<b>Expenditure</b>				
Cost of Material Consumed	II.3	0.00	0.00	0.00
Purchases	II.4	39632.43	11681.77	22479.14
Change in Inventories	II.4	0.00	0.00	0.00
Employee Benefit Expenses	II.5	172.84	180.77	117.68
Other Expenses	II.6	61.64	114.81	143.42
<b>Total Expenses</b>		<b>39866.90</b>	<b>11977.35</b>	<b>22740.25</b>
<b>Profit Before Interest, Depreciation and Tax</b>		<b>3095.45</b>	<b>803.21</b>	<b>1581.47</b>
Depreciation & Amortisation Expenses	I.1	0.78	0.25	0.39
<b>Profit Before Interest and Tax</b>		<b>3094.67</b>	<b>802.96</b>	<b>1581.08</b>
Financial Charges	II.7	205.19	200.24	92.22
<b>Profit before Exceptional Items and Taxation</b>		<b>2889.48</b>	<b>602.72</b>	<b>1488.87</b>
Exceptional Items		804.30	0.00	0.00
<b>Profit Before Tax</b>		<b>2085.18</b>	<b>602.72</b>	<b>1488.87</b>
Provision for Taxation	II.8	647.00	263.57	433.57
Provision for Deferred Tax		0.14	(0.06)	(0.30)
<b>Total</b>		<b>647.15</b>	<b>263.51</b>	<b>433.27</b>
<b>Profit After Tax (A)</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>
<b>Other comprehensive income</b>				
<i>Items that will not be reclassified to profit or loss</i>				
Remeasurement of post-employment benefit obligations		0.00	0.00	0.00
Income Tax relating to these items		0.00	0.00	0.00
<b>Other Comprehensive Income for the Period, Net of tax (B)</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Comprehensive Income for the Period (A+B)</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>
<b>Net Profit after adjustments</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>
<b>Net Profit Transferred to Balance Sheet</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

For Jigar Shah & Associates  
Chartered Accountants

Firm's registration number: 116627W

For and Behalf of Board Seacoast Shipping Service Limited

Jigar Shah

Partner

Membership number: 075778

Place: Mumbai

Date:

UDIN:

Manish R shah

Manging Director

(DIN: 01936791)

Sameer Amit Shah

Director

(DIN: 08712851)

**ANNEXURE – III:  
RESTATED STATEMENT OF CASH FLOWS**

(Rs in lakhs)

PARTICULARS	For the Year ended on		
	31 <sup>st</sup> March-2023	31 <sup>st</sup> March2022	31 <sup>st</sup> March2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax as per Profit & Loss A/c	2085.18	602.72	1488.87
Adjusted for :			
a. Depreciation	0.78	0.25	0.39
b. Interest Expenses & Finance Cost	205.19	200.24	92.22
c. Interest Income	0.00	0.00	0.04
d. Loss on Sale of Fixed Assets	0.00	0.20	0.00
<b>Operating profit before working capital changes</b>			
Adjusted for :			
a. Decrease /(Increase) in Inventories	0.00	0.00	0.00
b. Decrease / ( Increase ) in trade receivable	4427.08	(10123.03)	(9266.26)
b. Decrease / ( Increase ) in Current Investments	0.00	0.00	0.00
c. ( Increase ) / Decrease in short term loans and advances	(95.11)	(0.74)	206.32
d. Increase / ( Decrease ) in Trade Payables	(12273.13)	9136.10	7851.96
e. Increase / (Decrease) in short term provisions	637.98	210.73	(1.97)
f. Increase / ( Decrease ) in other current liabilities	133.92	(62.56)	73.06
g. ( Increase ) / Decrease in Other Current Assets	5144.65	228.95	(5450.87)
<b>Cash generated from operations</b>	266.54	192.87	(5006.24)
Net Income Tax (Paid)/Refund	(647.00)	(201.41)	(2.08)
<b>Net Cash Generated/(Used) From Operating Activities (A)</b>	<b>(380.46)</b>	<b>(8.55)</b>	<b>(5008.33)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITES</b>			
a. (Purchase) Sale of Fixed Assets	(4.95)	5.45	(6.32)
b.( Purchase) / Sale of non-current investment	0.00	0.00	0.00
c. ( Increase ) / Decrease in Long term loans and advances	0.00	0.00	0.02
d. Increase / ( Decrease ) in Long Term Provisions	0.00	0.00	0.00
e. ( Increase ) / Decrease in Other Non Current Assets	0.00	5.40	(5.40)
e. Interest Income	0.00	0.00	(0.04)
<b>Net Cash Generated/(Used) From Investing Activities (B)</b>	<b>(4.95)</b>	<b>10.85</b>	<b>(11.74)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITES</b>			
a. Interest & Finance Cost	(205.19)	(200.24)	(92.22)
b. Proceeds from share issued including Premium	0.00	0.00	3060.30
c. ( Repayments ) / proceeds of long term borrowings	0.00	(55.50)	55.50
d. ( Repayments ) / proceeds of short term borrowings	586.95	251.53	1999.11
e. ( Repayments ) / proceeds of other long term liability	0.00	0.00	0.00
<b>Net Cash Generated/(Used) From Financing Activities (C)</b>	<b>381.76</b>	<b>(4.21)</b>	<b>5022.69</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>(3.66)</b>	<b>(1.90)</b>	<b>2.62</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>5.07</b>	<b>6.98</b>	<b>4.35</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1.42</b>	<b>5.07</b>	<b>6.98</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

For Jigar Shah & Associates

For and Behalf of Board Seacoast Shipping Service Limited

Chartered Accountants

Firm's registration number: 116627W

Jigar Shah

Manish R shah

Sameer Amit Shah

Partner

Manging Director

Membership number: 075778

(DIN: 01936791)

(DIN: 08712851)

Place: Mumbai

Date:

UDIN:

#### ANNEXURE IV

### ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS

#### A. BACKGROUND

The Seacoast Shipping Services Limited is a Public Company domiciled in India having CIN: L61100GJ1982PLC105654. The registered office of the company is located at D-1202, Swati Crimson and Clover Shilaj Circle, Sardar Patel Ring Road, Ahmedabad GJ 380054. The Company is engaged in the business of Shipping and Logistics supplies and Agriculture commodities during the year.

#### B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

##### 1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Restated Summary Statement of Assets and Liabilities of the Company as on March 31, 2023, March 31, 2022 and March 31, 2021 and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the period/year ended on March 31, 2023, March 31, 2022 and March 31, 2021 and the annexure thereto (collectively, the "Restated Financial Statements" or "Restated Summary Statements") have been extracted by the management from the Audited Financial Statements of the Company for the period/year ended on March 31, 2023, March 31, 2022 and March 31, 2021.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with Indian accounting standards as prescribed under section 133 of the companies Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended, and other accounting Principles generally accepted in India (referred to as "Ind AS"), read with Rule 7 of Companies (Accounts) Rules, 2014.

##### 2. USE OF ESTIMATES

Use of estimates and judgment

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates, judgments and assumptions.

These estimates, judgments and assumptions 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 revenues and expenses for the year. These 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 future periods are affected. Although these estimates are based on the management's best knowledge of current events



and actions, uncertainty about these estimates, judgments and assumptions may result in the outcome that may require material adjustment in the carrying amounts of assets and liabilities in future period.

Estimations which may cause material adjustment to the carrying amounts of assets and liabilities within next financial year is in respect of useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below

### **3. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment loss, if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'.

Subsequent expenditures related to property, plant and equipment is capitalized only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs of items of property, plant and equipment are recognized in the statement of profit and loss when incurred.

Gains or losses arising from of fixed assets are measured as the difference between the net proceeds and carrying amount of the asset and are recognized in the statement of profit and loss when the asset is recognized.

### **4. DEPRECIATION**

Depreciation has been provided on Written Dawn Value method on all assets as per Useful lives prescribed under Schedule II of Companies Act 2013. Depreciation on assets added during the year has been provided on pro-rata basis from the date of addition. Depreciation on deductions during the year is provided on pro-rata basis up to the date of sale.

### **5. BORROWING COSTS**

Borrowing costs are capitalized that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which it is incurred.

### **6. IMPAIRMENT OF ASSETS**

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

### **7. INVENTORIES**

Inventories are valued at the lower of cost or net realizable value. Cost includes purchase price, duties, transport, handing costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

The basis of determination of cost is as follows:

- Stores and spares and consumables valued on cost
- Finished goods valued at lower of cost or net realizable value. Cost is determined on FIFO basis.

8. **INTANGIBLE ASSETS:**

Intangible assets including software licenses of enduring nature and acquired contractual rights separately are measured on initial recognition, at cost. Intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Cost of internally generated intangible assets comprises all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by management.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is recognized.

Capitalized development cost is carried at cost less accumulated amortization and impairment losses, if any. Intangibles under development include cost of intangibles that are not ready to be put to use.

9. **REVENUE RECOGNITION**

Revenue is Recognized Limited to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and it is reasonable to expect ultimate collection.

**Sale of Goods**

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

**Revenue from Investment**

Dividend income is Recognised when the company's right to receive is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when shareholders approve the dividend.

**Interest**

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

10. **FAIR VALUE MEASUREMENT:**

The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 standalone financial statements are categorized 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:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**11. CASH AND CASH EQUIVALENT:**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts and cash credit facilities as they are considered an integral part of the Company's cash management.

**12. INVESTMENTS:**

Investment that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. The investments have been valued at fair value in compliance with the Indian Accounting Standards

**13. EMPLOYEE BENEFITS:**

**(i) Gratuity**

The Company provides for Gratuity, covering eligible employees under Company Gratuity Scheme. On reporting date, liabilities with respect to gratuity plan as determined by an independent actuarial valuation and actuarial gains/losses are charged to the Statement of Profit and Loss Account. The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as liability and as per the requirements of Ind AS19.

**(ii) Short-term Employee Benefits**

All employee benefits payable within twelve months of rendering the service are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. in the period in which the employee renders the related service. A liability is recognized for the amount expected to be paid when there is a present obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(iii) Compensated absences**

The Company provides accumulating and non-accumulating paid absences such as annual leave, sick leave and casual leave. Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the

period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date

#### 14. **FINANCIAL LIABILITIES:**

All Financial liabilities are measured at amortized cost using effective interest method or fair value through profit and loss. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

##### **Financial liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

##### **A financial liability is classified as held for trading if:**

It has been incurred principally for the purpose of repurchasing it in the near term; or on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or It is a derivative that is not designated and effective as a hedging instrument

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if: Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

The financial liability forms part of a Company of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Company is provided internally on that basis; or

It forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item. However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in Statement of Profit and Loss.

The remaining amount of change in the fair value of liability is always recognised in Statement of Profit and Loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to Statement of Profit and Loss. Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in Statement of Profit and Loss.

##### **Financial liabilities subsequently measured at amortised cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating

interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### **Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

## **15. INVESTMENTS AND OTHER FINANCIAL ASSETS:**

### **(i) Classification**

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of both:

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The company reclassifies debt investments when and only when its business model for managing those assets changes.

### **(ii) Measurement**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not carried at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

### **Debt instruments**

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

- **Amortised cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Fair value through other comprehensive income (FVOCI):**

Assets that 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, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are

recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **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 a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

### **Equity instruments**

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

## **16. IMPAIRMENT OF FINANCIAL ASSETS**

At amortised cost and FVOCI debt instruments. The impairment methodology applied depends on The company assesses on a forward looking basis the expected credit losses associated with its assets carried whether there has been a significant increase in credit risk. For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

## **17. PROVISIONS AND CONTINGENT LIABILITY:**

Provisions are recognized when the Company has a present, legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are determined based on the best estimate required to settle the obligation at the Balance Sheet date. Provisions are reviewed at each Balance Sheet date and adjusted to reflect current best estimates.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre- tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense. 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 because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. A disclosure for a contingent liability is made where there is a possible obligation arising out of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising out of a past event where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

## **18. EARNINGS PER SHARE:**

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings

per share is the weighted average number of shares outstanding during the period. Split in face value of equity share of company has been considered as if it took place at the beginning of Restatement period.

**19. CASH FLOW:**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

**20. ACCOUNTING FOR TAXES ON INCOME**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

- (i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.
- (ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

**C. ANNEXURE- V**

**NOTES TO THE RE STATED FINANCIAL STATEMENTS**

**I. Non-adjustment Items:**

Audit Qualification in report issued by Statutory Auditor: Qualifications included by the Statutory Auditor in the financial year 31st March, 2023 and 31st March, 2022 in their audit reports states as under:

“Refer to standalone financial statements, all the value with regards to financial assets and financial liabilities in the financial statements has been stated at historical cost only irrespective of the fair value of the same which is departure from requirement of Ind AS 113 (Fair Value Measurement) and Ind AS 109 (Financial Instruments)”

Impact of qualification on the restated financial statements:

The above qualification has been given effect in this restated financial statements, as per INDAS 113, the fair value of financial asset or financial liability which is repayable on demand is not discounted on initial recognition and subsequent measurement.

Hence the financial assets and financial liabilities has been disclosed at the amount receivable or payable respectively. Accordingly, as per Ind AS 109, these amounts have been measured at fair value, computed as per the principles of Ind AS 113, Fair Value Measurement. Accordingly, the disclosure requirements have been met and there is no Material impact on the Restated Financial Statements of the company.

## II. Material Regroupings:

Appropriate adjustments, as shown in Annexure –V.1, 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. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises.

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on as on 31st March, 2023, 31st March, 2022 and 31st March, 2021 as Micro, Small or Medium enterprises. Consequently, the amount paid/payable to these parties could not be ascertainable.

There are no micro and small enterprises, as defined in the micro and small enterprises development act, 2006, to whom the company owes dues on account of principal amount together with the interest and accordingly no additional disclosures have been made. The above information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

- IV. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.
- V. The balance of Sundry Creditors, Sundry Debtors, Loans and Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.
- VI. 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 at after such deductions.
- VII. Expenditure and Earnings in Foreign Currency

Particulars	31 <sup>st</sup> March2023	31 <sup>st</sup> March2022	31 <sup>st</sup> March2021
Foreign Currency Earning	0	0	8135.09
Foreign Currency Outgo	0	74.81	7427.83

## VIII. Leave Encashment

The company has not made provision for leave encashment benefit on retirement of employee as the quantum of liability is not ascertainable due to the availability of leave encashment benefit and availment of leave any time during the service period.

## IX. Re-grouping/re-classification of amounts

The figures have been grouped and classified wherever they were necessary and have been rounded off to the nearest rupee.

## X. 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 assessed at the time of audit.



## XI. 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.

## XII. Deferred Tax Asset / Liability: [INDAS-12]

The company has created Deferred Tax Asset / Liability as required by Indian Accounting Standard (INDAS) - 12.

### Annexure –II.1 Restated Statement of Revenue from operations

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Sales & Services	-	-	-
Sales	42957.77	12780.48	24315.50
<b>Total</b>	<b>42957.77</b>	<b>12780.48</b>	<b>24315.50</b>

### Annexure –II.2 Restated Statement of Revenue from Other Income

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Any Other Income	4.58	0.08	6.22
<b>Total</b>	<b>4.58</b>	<b>0.08</b>	<b>6.22</b>

### Annexure-II.3 Restated Statement of Cost of Materials Consumed

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
NIL	-	-	-

### Annexure –II.4 Restated Statement of Purchases

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Stock Purchase during the Years	-	-	-
Purchases	39632.43	11681.77	22479.14
<b>Total</b>	<b>39632.43</b>	<b>11681.77</b>	<b>22479.14</b>

### Annexure –II.4 Restated Statement of Change in Inventory

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
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<u>Inventories at the end of the year:</u>	-	-	-
Raw Material	0.00	0.00	0.00
<u>Inventories at the beginning of the year:</u>			
Raw Material	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### Annexure –II.5

#### Restated Statement of Employees Benefit Expenses

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Salaries, Wages & Bonus	16.84	24.77	15.68
Directors Remuneration	156.00	156.00	102.00
<b>Total</b>	<b>172.84</b>	<b>180.77</b>	<b>117.68</b>

#### Annexure –II.6

#### Restated Statement of Other Expenses

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Accounting Fees	0.25	1.20	0.00
AMC Property Tax	0.00	0.68	0.00
Audit Fees	1.00	0.40	1.81
Bank Charges	0.00	0.04	0.00
CSR Expense	13.00	9.93	0.00
CDSL/NSDL Charges	2.91	2.92	0.00
Consultancy Expense	15.05	15.73	0.00
Courier Expense	0.00	0.00	0.00
Debtors w/off	0.00	52.36	0.00
Director-Sitting Fees	0.00	4.40	18.00
Electricity Charges	0.17	1.86	0.00
Empanelment Fee	0.00	0.05	0.00
E-Voting Charges	1.35	0.25	0.00
Interest & Penalty of taxes	0.00	0.00	0.93
GST expense	5.12	0.00	0.00
Interest on GST	0.00	0.27	0.00
Late Fee on GST	0.00	0.05	0.00
Listing fees & Exchange related Expense	3.40	3.00	39.70
Penalty from BSE	11.10	0.00	0.00
Loss on Sale of Asset	0.00	0.20	0.00
MCA Charges	0.37	0.13	0.00
Office Expense	1.88	1.27	0.00
Other Expenses	0.01	0.00	29.80
Other professional fees	0.00	0.00	5.70

Penalty on TDS Late Payment	0.00	0.00	0.00
Petrol Expense	0.00	0.16	0.00
Pooja Expense	0.00	0.37	0.00
Printing & Stationery Expense	0.33	0.03	0.00
Professional Expense	0.63	2.36	39.57
Renewal Fees	0.00	0.03	0.00
Rent Expense	4.14	16.45	7.90
Repair & Maintenance Expense	0.00	0.05	0.00
Round off	0.00	0.00	0.00
Staff Welfare Expense	0.00	0.01	0.00
Telephone Expense	0.49	0.62	0.00
Website Development Expense	0.45	0.00	0.00
<b>Total</b>	<b>61.64</b>	<b>114.81</b>	<b>143.42</b>

#### Annexure –II.7

##### Restated Statement of Financial Charges

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Interest Expense	205.19	200.24	60.46
Other Finance Charges	0.00	0.00	31.75
<b>Total</b>	<b>205.19</b>	<b>200.24</b>	<b>92.22</b>

#### Annexure –II.8

##### Restated Statement of Provision For Taxation

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Current Tax	647.00	263.57	433.57
Deferred Tax	0.14	(0.06)	(0.30)

#### Annexure – I.1

##### Restated Statement of Fixed Assets

(Rs. In Lakhs)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>A) Tangible Assets</b>			
<i>Furniture &amp; Fixtures</i>			
Gross Block - Opening Balance	0.21	5.87	0.00
Addition/Sale during the year	0.69	(5.66)	5.87
<b>Gross Block - Closing Balance</b>	<b>0.90</b>	<b>0.21</b>	<b>5.87</b>
Accumulated Depreciation - Opening Balance	0.21	0.21	0.00
Depreciation during the year / Adjustment	0.04	0.00	0.21
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.26</b>	<b>0.21</b>	<b>0.21</b>
<b>Net Block</b>	<b>0.65</b>	<b>(0.00)</b>	<b>5.66</b>

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>IT Equipments</b>			
Gross Block - Opening Balance	0.24	0.24	0.24
Addition/Sale during the year	0.00	0.00	0.00
<b>Gross Block - Closing Balance</b>	<b>0.24</b>	<b>0.24</b>	<b>0.24</b>
Accumulated Depreciation - Opening Balance	0.22	0.22	0.08
Depreciation during the year	0.00	0.00	0.15
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.22</b>	<b>0.22</b>	<b>0.22</b>
<b>Net Block</b>	<b>0.01</b>	<b>0.01</b>	<b>0.01</b>
<b>Office Equipment</b>			
Gross Block - Opening Balance	0.07	0.07	0.00
Addition/Sale during the year	0.00	0.00	0.07
<b>Gross Block - Closing Balance</b>	<b>0.07</b>	<b>0.07</b>	<b>0.07</b>
Accumulated Depreciation - Opening Balance	0.04	0.01	0.00
Depreciation during the year	0.00	0.03	0.01
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.04</b>	<b>0.04</b>	<b>0.01</b>
<b>Net Block</b>	<b>0.03</b>	<b>0.03</b>	<b>0.06</b>
<b>Plant and Machinery (Laptop &amp; Printer)</b>			
Gross Block - Opening Balance	0.00	0.00	0.00
Addition/Sale during the year	4.26	0.00	0.00
<b>Gross Block - Closing Balance</b>	<b>4.26</b>	<b>0.00</b>	<b>0.00</b>
Accumulated Depreciation - Opening Balance	0.00	0.00	0.00
Depreciation during the year	0.61	0.00	0.00
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.61</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Block</b>	<b>3.65</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Accumulated Depreciation - Closing Balance</b>	<b>0.65</b>	<b>0.03</b>	<b>0.37</b>
<b>Total Net Block of Tangible Assets</b>	<b>4.34</b>	<b>0.05</b>	<b>5.73</b>
<b>B) Intangible Assets</b>			
<b>Software</b>			
Gross Block - Opening Balance	0.38	0.38	0.00
Addition/Sale during the year	0.00	0.00	0.38
<b>Gross Block - Closing Balance</b>	<b>0.38</b>	<b>0.38</b>	<b>0.38</b>
Accumulated Depreciation - Opening Balance	0.24	0.02	0.00
Depreciation during the year	0.13	0.23	0.02
<b>Accumulated Depreciation - Closing Balance</b>	<b>0.38</b>	<b>0.24</b>	<b>0.02</b>
<b>Net Block</b>	<b>(0.00)</b>	<b>0.13</b>	<b>0.36</b>
<b>C) Work-In-Progress</b>			
Gross Block - Opening Balance			
Addition/Sale during the year			
<b>Gross Block - Closing Balance</b>			

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Annexure – I.2**  
**Restated Statement of Non - current**  
**Investments**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Nil			
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Annexure – I.4**  
**Restated Statement of Financial Assets**

*(Rs. In Lakhs )*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Loans & Advances (Unsecured)	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Annexure – I.5**  
**Restated Statement of Other Non-current**  
**Assets**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Security Deposits Unsecured Considered good	0.00	0.00	5.40
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>5.40</b>

**Annexure – I.6**  
**Restated Statement of Inventories**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Raw Material	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Annexure – I.7**  
**Restated Statement of Trade Receivables**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Debts outstanding for a period exceeding six months from the date they became due for payment</b>			
Secured & Considered Good			
Unsecured & Considered Good	986.84	15235.17	57.17
<b>Other Receivables</b>			
Unsecured & Considered Good	14039.73	4218.48	9273.45

Unsecured & Considered Good	0.00	0.00	0.00
<b>Total</b>	<b>15026.57</b>	<b>19453.65</b>	<b>9330.62</b>

**Annexure – I.8**  
**Restated Statement of Cash and Cash**  
**Equivalents**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Cash In Hand	1.42	5.07	5.41
Balance With Bank (Bank Accounts)	0.00	0.00	1.57
Cheques & Drafts on-hand	0.00	0.00	0.00
<b>Total</b>	<b>1.42</b>	<b>5.07</b>	<b>6.98</b>

**Annexure – I.9**  
**Restated Statement of Short Term**  
**Loans and Advances**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Advance income tax and TDS -</b> <b>Unsecured, considered good</b>			
TDS Receivable	19.67	1.20	0.00
<b>Loans and Advances to others</b> <b>Unsecured, Considered good</b>			
Other Loans and Advances	153.58	76.93	77.39
<b>Total</b>	<b>173.25</b>	<b>78.13</b>	<b>77.39</b>

**Annexure – I.10**  
**Restated Statement of Other Current**  
**Assets**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Balance with Government Authorities	29.11	0.00	75.16
Advance to Creditors	50.61	5225.29	5379.08
Security Deposit	0.92	0.00	0.00
<b>Total</b>	<b>80.64</b>	<b>5225.29</b>	<b>5454.24</b>

**Annexure – I.11**  
**Restated Statement of Equity Share**  
**Capital**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Authorised Capital</b>			
68,00,00,000 Equity shares of ₹1/- each	6800.00	3800.00	3800.00
<b>Issued, Subscribed &amp; Fully Paid-up</b>			
33,66,75,000 Equity shares of ₹1/- each	3366.75	3366.75	3366.75

**Note:** The Company has only one class of equity shares of par value ₹1/- each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.

**Reconciliation of No. of Shares Outstanding at the end of the year**

*(No. of Equity Shares)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Shares outstanding at the beginning of the year	336675000	33667500	2245000
Shares issued during the year	0	0	20200000
Split of Shares (face Value from Rs.10/- to Rs.1/-)	0	303007500	0
Bonus Issued during the year	0	0	11222500
<b>Share outstanding at the end of the year</b>	<b>336675000</b>	<b>336675000</b>	<b>33667500</b>

Company has split the Equity Shares from Face value of Rs. 10/- to Rs. 1/- in the financial year 2021-22, hence Equity shares have been increased to 10 times compared to financial year 2020-21.

**Details of Shareholding more than 5% of the aggregate shares in the company**

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b><i>Manish R Shah</i></b>			
No. of Shares	15,00,00,955	17,46,03,000	1,89,20,300
% Holding	44.55%	51.86%	56.20%

**Details of Promoters Shareholding**

<b><i>Manish R Shah</i></b>			
No. of Shares	15,00,00,955	17,46,03,000	1,89,20,300
% Holding	44.55%	51.86%	56.20%

<b><i>Sameer A Shah</i></b>			
No. of Shares	275	34,22,500	3,62,250
% Holding	0.00%	1.02%	1.08%

**Annexure – I.12**  
**Restated Statement of Other Equity**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Statement of Profit &amp; Loss</b>			
Opening balance	1409.77	1070.56	14.97
Add: Profit for the year	1438.03	339.21	1055.59
<b>Total</b>	<b>2847.80</b>	<b>1409.77</b>	<b>1070.56</b>
Less: Utilised for Bonus Issue	0.00	0.00	0.00
<b>Balance as at the end of the year</b>	<b>2847.80</b>	<b>1409.77</b>	<b>1070.56</b>
<b>Securities premium account</b>			
Opening balance	18.05	18.05	100.00
Add : Premium on shares issued during the year	0.00	0.00	1040.30
Less : Utilised during the year	0.00	0.00	(1122.25)
<b>Balance as at the end of the year</b>	<b>18.05</b>	<b>18.05</b>	<b>18.05</b>
Revaluation Reserves	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Other Reserves, If Any	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Reserve &amp; Surplus</b>	<b>2865.85</b>	<b>1427.82</b>	<b>1088.61</b>

**Annexure – I.13**  
**Restated Statement of Long Term Borrowings**

*(Rs. In Lakhs,)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Loans from Related Parties	0.00	0.00	0.00
Loans from Others	0.00	0.00	55.50
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>55.50</b>

**Annexure – I.3**  
**Restated Statement of Deferred Tax Liabilities/Assets**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Deferred Tax Assets/Liabilities Provision</b>			
<b>(A) Fixed Assets</b>			
WDV As Per Companies Act 2013	4.34	0.18	6.09
WDV As Per Income tax Act	3.94	0.33	6.01
Difference in WDV	<b>0.41</b>	<b>(0.15)</b>	<b>0.07</b>
<b>(DTA)/DTL (A)</b>	<b>0.11</b>	<b>(0.04)</b>	<b>0.02</b>
<b>Deferred Tax Assets Provision</b>			
Opening Balance of (DTA)/DTL	<b>(0.04)</b>	<b>0.02</b>	<b>0.32</b>
Less: Provision for the year	(0.14)	0.06	0.30
<b>Closing Balance of (DTA)/DTL</b>	<b>0.11</b>	<b>(0.04)</b>	<b>0.02</b>



**Annexure – I.14**  
**Restated Statement of other long term liability**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
NIL	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Annexure – I.15**  
**Restated Statement of Short Term Borrowings**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Secured Loan from Bank (Repayable on demand)	1829.15	2015.72	1999.11
Unsecured Loans from Related Parties	1008.43	234.91	0.00
<b>Total</b>	<b>2837.58</b>	<b>2250.63</b>	<b>1999.11</b>

**Annexure – I.16**  
**Restated Statement of Trade Payables**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
MSME Creditors	0.00	0.00	0.00
Other Creditors	4720.72	16993.85	7857.75
<b>Total</b>	<b>4720.72</b>	<b>16993.85</b>	<b>7857.75</b>

**Annexure – I.17**  
**Restated Statement of Other Financial Liabilities**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Outstanding Expenses	28.80	0.00	0.00
Duties & Taxes	123.70	18.58	81.14
<b>Total</b>	<b>152.50</b>	<b>18.58</b>	<b>81.14</b>

**Annexure – I.18**  
**Restated Statement of Short Term Provision**

*(Rs. In Lakhs)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Provision for Income Tax	1341.44	694.44	431.84
Provision for CSR Expenses	0.00	9.93	0.00
Audit Fees Payable	1.26	0.36	0.00
<b>Total</b>	<b>1342.70</b>	<b>704.72</b>	<b>431.84</b>

**Annexure –V**  
**Restated Statement of Revenue from**  
**operations**

*(Rs. In Lakhs)*

**Material Adjustments**

**In Profit and Loss Account**

Particulars	For the period ended		
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Profit After Tax as per Books of Accounts</b>	<b>1428.13</b>	<b>255.49</b>	<b>1109.55</b>
Adjustment for provision of Depreciation	0.00	0.00	0.00
Adjustment for provision of Income Tax	0.00	(62.15)	(60.33)
Adjustment for effect of taxes of earlier years	0.00	155.77	0.20
Adjustment for provision of Deferred Tax	(0.03)	0.02	0.01
Adjustment for provision of CSR Expenses	9.93	(9.93)	0.00
Prior Period Income	0.00	0.00	6.17
<b>Profit After Tax as per Restated</b>	<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>

The impact of the above has been suitably incorporated in the restated balance sheet.

**Material Regrouping**

Particulars	For the Financial Year Ended		
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Reserve &amp; Surplus as per Books of Accounts</b>	<b>2832.56</b>	<b>1404.43</b>	<b>1142.76</b>
Adjustment in Profit & Loss Accounts	9.90	83.71	(53.95)
Prior Period Income	0.00	(6.17)	0.00
Adjustment in opening Balance	23.39	(54.15)	(0.20)
<b>Reserve &amp; Surplus as per Restated</b>	<b>2865.85</b>	<b>1427.82</b>	<b>1088.61</b>
<b>Short Term Provision as per Books of Accounts</b>	<b>1376.00</b>	<b>728.09</b>	<b>371.51</b>
Adjustment for (Excess) / Shortfall in provision	0.00	62.15	60.33
Adjustment for tax effect of earlier years	0.00	(155.77)	(0.20)
Adjustment for Provision for CSR Expenses	(9.93)	9.93	0.00
Adjustment in Opening Balance	(23.37)	60.33	0.20
<b>Income Tax Provision as per Restated</b>	<b>1342.70</b>	<b>704.72</b>	<b>431.84</b>

**ANNEXURE –VI**  
**Statement of Accounting & Other**  
**Ratios, As Restated**

*(Rs. In Lakhs,)*

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Net Profit as Restated	1438.03	339.21	1055.59
Add: Depreciation	0.78	0.25	0.39
Add: Interest	205.19	200.24	92.22

Add: Tax Expense	647.15	263.51	433.27
<b>EBITDA</b>	2291.15	803.21	1581.47
<b>EBITDA Margin (%)</b>	5.33%	6.28%	6.50%
Net Worth as Restated	6232.60	4794.57	4455.36
<b>Return on Net worth (%) as Restated</b>	23.07%	7.07%	23.69%
Equity Share at the end of period (in Nos.)	33,66,75,000	33,66,75,000	3,36,67,500
Weighted No. of Equity Shares (in Nos.)	33,66,75,000	33,66,75,000	2,61,96,267
Face Value	1	1	10
<b>Basic &amp; Diluted Earnings (Rs.) per Equity Share as Restated for the period</b>	0.43	0.10	4.03
<b>Net Asset Value per Equity share as Restated</b>	1.85	1.42	13.23
<b>Other Accounting Ratios</b>			
Current Assets (a)	15281.87	24762.15	14869.23
Current Liabilities (b)	9053.50	19967.79	10369.83
<b>Current Ratio (a/b)</b>	<b>1.69</b>	<b>1.24</b>	<b>1.43</b>
<b>Debt-Equity Ratio (Total debt / Shareholders Equity)</b>	<b>0.46</b>	<b>0.47</b>	<b>0.46</b>
<b>Debt Service Coverage Ratio (Earning Available to Debt / Debt Service)</b>	<b>11.17</b>	<b>4.01</b>	<b>17.15</b>
<b>Return on equity ratio (Net Profit after Tax / Average Shareholders Equity)</b>	<b>26.08%</b>	<b>7.33%</b>	<b>44.03%</b>
<b>Trade Receivables Turnover Ratio (Sales / Average Trade Receivable)</b>	<b>2.49</b>	<b>0.89</b>	<b>5.18</b>
<b>Trade Payables Turnover Ratio (Purchase / Average Trade Payables)</b>	<b>3.65</b>	<b>0.94</b>	<b>5.72</b>
<b>Net Capital Turnover Ratio (Net Sales / Average working capital)</b>	<b>7.79</b>	<b>2.75</b>	<b>10.05</b>
<b>Net Profit Ratio (Net Profit after Tax / Net Sales)</b>	<b>3.35%</b>	<b>2.65%</b>	<b>4.34%</b>
<b>Return on Capital Employed (EBIT / Capital Employed)</b>	<b>36.75%</b>	<b>16.75%</b>	<b>35.05%</b>

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.

#### ANNEXURE –VIII

##### Statement of Tax Shelter, As Restated

Rs. In Lakhs

Particulars	As At		
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
<b>Profit Before Tax as per books of accounts (A)</b>	<b>2075.25</b>	<b>456.87</b>	<b>1482.70</b>
-- Normal Tax rate	29.12%	27.82%	29.12%

-- Minimum Alternative Tax rate	15.60%	15.60%	19.24%
<b>Permanent differences</b>			
Disallowed expenses	147.15	276.58	0.03
Other Adjustment	0.00	0.00	6.17
<b>Total (B)</b>	<b>147.15</b>	<b>276.58</b>	<b>6.20</b>
<b>Timing Differences</b>			
Depreciation as per Books of Accounts	0.78	0.25	0.39
Depreciation as per Income Tax	1.34	0.11	0.37
Difference between tax depreciation and book depreciation	(0.56)	0.15	0.01
Other adjustments	0.00	0.05	0.00
Foreign income included in the statement	0.00	0.00	0.00
<b>Total (C)</b>	<b>(0.56)</b>	<b>0.20</b>	<b>0.01</b>
<b>Net Adjustments (D = B+C)</b>	<b>146.60</b>	<b>276.77</b>	<b>6.22</b>
<b>Total Income (E = A+D)</b>	<b>2221.85</b>	<b>733.64</b>	<b>1488.91</b>
Brought forward losses and unabsorbed depreciation set off	0.00	0.00	0.00
Tax effect on the above (F)	0.00	0.00	0.00
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>2221.85</b>	<b>733.64</b>	<b>1488.91</b>
Tax Payable for the year/period (Incl Additional tax)	647.00	263.57	433.57
Tax payable as per MAT	0.00	0.00	0.00
Tax expense recognised	<b>647.00</b>	<b>263.57</b>	<b>433.57</b>
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>

## ANNEXURE –IX

### Statement of Related Parties & Transactions

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per IND AS 24 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel/Entity	Relationship	Join Date	End Date
Manish R Shah	Managing Director & CFO	04.05.2020	
Parin N. Shah	Company Secretary	01.10.2017	12.01.2021
Ankita Dineshbhai Soni	Independent Director	12.11.2019	10.05.2021
Parth Patel	Company Secretary	11.03.2021	20.10.2021
Pratikkumar N. Ghoda	CFO	16.03.2020	18.08.2020
Sushil Ramkumar Sanjot	Independent Director	04.05.2020	14.04.2023
Sameer Amit Shah	Director	04.05.2020	
Vipul Sharadchandra Momaya	Independent Director	04.05.2020	23.08.2021

Cheryl Manish Shah	Director	04.05.2020	-
Jaydeep Bakul Shah	Independent Director	02.06.2022	-
Apurv Kumar Pankajbhai Patel	Independent Director	02.06.2022	04.04.2023
Dhruvalkumar N Patel	CFO	02.06.2022	03.03.2023
Shivangi Gajjar	Independent Director	14.04.2023	-
Pawansut Swami	Company Secretary	22.03.2022	01.05.2023
Vinay Kumar Jain	Company Secretary	02.05.2023	-
Starchart Shipping and Marine Services Pvt Ltd	Sameer A Shah & Manish R Shah were Director of the company.	-	-
Sherman Shipping Services Pvt Ltd	Manish R Shah is a Director of the company.	-	-
Torextron Ventures Pvt Ltd	Manish R Shah was a Director of the company.	-	-
Seacoast Shipping Services	Proprietor Manish R. Shah HUF	-	-

#### Transactions with Related Parties:

Particulars	31-03-2023	31-03-2022	31-03-2021
<b>Remuneration paid</b>			
Manish R Shah	144.00	144.00	91.00
Sameer Amit Shah	12.00	12.00	11.00
<b>Total</b>	<b>156.00</b>	<b>156.00</b>	<b>102.00</b>
<b>Bonus Shares Issued</b>			
Manish R Shah	0.00	0.00	818.01
Sameer Amit Shah	0.00	0.00	12.08
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>830.09</b>
<b>Consideration (Shares Issued) paid on business takeover</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	2272.50
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>2272.50</b>
<b>Advance to Creditors</b>			
Starchart Shipping and Marine Services Pvt Ltd	0.00	10.50	165.50
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	140.19	0.00
<b>Total</b>	<b>0.00</b>	<b>150.69</b>	<b>165.50</b>
<b>Sales</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	14923.49
Torextron Ventures Pvt Ltd	0.00	25.00	0.00
<b>Total</b>	<b>0.00</b>	<b>25.00</b>	<b>14923.49</b>
<b>Purchase</b>			
Seacoast Shipping Services HUF - Prop. Manish R. Shah	0.00	0.00	13430.84
Starchart Shipping and Marine Services Pvt Ltd	0.00	0.00	402.60
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>13430.84</b>
<b>Loans Received</b>			
Manish R Shah	91.26	234.91	0.00

Seacoast Shipping and Marine Services HUF - Manish R. Shah	682.26	0.00	0.00
<b>Total</b>	<b>773.51</b>	<b>234.91</b>	<b>0.00</b>
<b>YEAR END BALANCES</b>			
<b>Unsecured Loans</b>			
Seacoast Shipping and Marine Services HUF - Manish R. Shah	682.26	0.00	0.00
Manish R Shah	326.17	234.91	0.00
<b>Total</b>	<b>1008.43</b>	<b>234.91</b>	<b>0.00</b>
<b>Advance to Creditors</b>			
Seacoast Shipping and Marine Services HUF - Manish R. Shah	0.00	4963.98	5104.18
Starchart Shipping and Marine Services Pvt Ltd	81.86	176.00	165.50
<b>Total</b>	<b>81.86</b>	<b>5139.98</b>	<b>5269.68</b>

#### ANNEXURE –X

##### Statement of Dividends

No Dividend Paid till Date

#### ANNEXURE –XI

##### 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 –XII

##### Contingent Liabilities:

There have been no any Contingent Liabilities as on date.

Name of Party	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
NIL	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### ANNEXURE –XIII

##### Audit Qualification in report issued by Statutory Auditor:

Qualifications included by the Statutory Auditor in the financial year 31st March, 2023 and 31st March, 2022 in their audit reports states as under:

“Refer to standalone financial statements, all the value with regards to financial assets and financial liabilities in the financial statements has been stated at historical cost only irrespective of the fair value of the same which is departure from requirement of Ind AS 113 (Fair Value Measurement) and Ind AS 109 (Financial Instruments)”

##### Impact of qualification on the restated financial statements:

The above qualification has been given effect in these restated financial statements, As per INDAS 113, the fair value of financial asset or financial liability which is repayable on demand is not discounted on initial recognition and subsequent measurement.

Hence the financial assets and financial liabilities has been disclosed at the amount receivable or payable respectively. Accordingly, as per Ind AS 109, these amounts have been measured at fair value, computed as per the principles of Ind AS 113, Fair Value Measurement. Accordingly, the disclosure requirements have been met and there is no Material impact on the Restated Financial Statements of the company.

## CAPITALISATION STATEMENT

The following table sets forth our capitalization and total debt as of March 31, 2023 (based on our Restated Financial Statements) and as adjusted to give effect to the Issue. This table should be read in conjunction with the section titled '*Restated Financial Statements*', '*Risk Factors*', '*Management's Discussion and Analysis of Financial Position and Results of Operations*' and '*Other Financial Information*'.

(Rs in Lakhs)

Particulars	PRE ISSUE 31 <sup>st</sup> March 2023	POST ISSUE
<b>Borrowings:</b>		
Short term Debt (A)	2837.58	2837.58
Long-term Debt (B)	0.00	0.00
<b>Total debts (C)</b>	<b>2837.58</b>	2837.58
<b>Shareholders' funds</b>		
Equity Share capital	3366.75	5386.80
Reserve and surplus	2865.85	5693.92
<b>Total shareholders' funds (D)</b>	<b>6232.60</b>	11080.72
<b>Long term debt / shareholders' funds (B/D)</b>	-	-
<b>Total debt / shareholders' funds (C/D)</b>	<b>0.46</b>	0.26

# Assuming full subscription



## OTHER FINANCIAL INFORMATION

Based on Restated Financial Statement of our Company:

(Rs in Lakhs)

Ratio	As at March 31, 2022	As at March	As at March
		31, 2022	31, 2021
Restated PAT as per statement of profit and loss (A)	1438.03	339.21	1055.59
No. of Equity Shares at the beginning of the year /period (B)	3366.750	336.675	22.450
Weighted average number of equity shares at the end of the year before bonus issue	3366.750	336.675	224.450
Equivalent Weighted average Number of Equity Shares at the end of the year	3366.75	3366.75	261.963
No of equity shares at the end of the year (C)	3366.75	3366.75	336.675
Net Worth, as Restated (D)	6232.60	4794.57	4455.36
Current Assets	15281.87	24762.15	14869.23
Current Liabilities	9053.50	19967.79	10369.83
<b>Earnings Per Share</b>	0.43	0.10	4.03
Return on net worth (%) (A/D)	23.07%	7.07%	23.69%
Net Asset value per Equity Share—After Bonus & Right Issue (D/C)	1.85	1.42	13.23
Current Ratio	1.69	1.24	1.43
EBITDA	2291.15	803.21	1581.47
Nominal value per equity share (Rs.)	1	1	10

The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earning per share of the company remain the same.

1. The ratios have been calculated as below:
  - a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/Weighted Average Number of Equity Shares outstanding during the year;
  - b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/Weighted Average Number of Diluted Potential Equity Shares outstanding during the year;
  - c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/Net Worth X 100;
  - d) Restated Net Assets Value Per Equity Share (Rs.) = Restated Net Worth as at the end of the Year/Total Number of Equity Share outstanding during the Year;
2. Weighted Average Number of Equity is the number of Equity Share of Company calculated after adjusting for changes in the share capital over the reporting period;
3. Net Worth = Equity Share Capital + Reserves & Surplus (including surplus in the Statement of Profit & Loss and adjusted for losses, if any);
4. The figures disclosed above are based on the Restated Financial Statements of the Company.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations should be read in conjunction with the "Restated Financial Statements" beginning on page 96 of this Letter of Offer.*

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on pages 22 and 16 respectively of this Letter of Offer, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.*

*Our financial statements included in this Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2023, 2022 and 2021 included herein is based on the Restated Financial Statements, included in this Letter of Offer. For further information, see "Restated Financial Statements" beginning on page 96 of this Letter of Offer.*

*Neither we, any of their affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see "Presentation of Financial and other Information" beginning on page 15 of this Letter of Offer.*

### OVERVIEW OF OUR BUSINESS

Seacoast Shipping Services Limited (CIN: L61100GJ1982PLC105654) was originally incorporated on October 15, 1982, under the Companies Act, 1956 in the name and style as "Mahaan Impex Limited" as a Public Limited company in the State of West Bengal at Calcutta. The Company obtained the Certificate of Commencement of Business on November 16, 1982 from the Registrar of Companies, West Bengal at Calcutta. The Company changed its name from "Mahaan Impex Limited" to "Seacoast Shipping Services Limited" and a fresh Certificate Incorporation was issued by the Registrar of Companies on July 11, 2020. Our Company focuses on the all-size dry bulk vessels segments such as Handy vessel (5000-40000 MT), Supramax (40000-55000MT), Ultramax (60000-70000MT), Panamax (70000-80000 MT) wherein Supramax & Ultramax vessels are considered to be the most versatile amongst the various dry bulk ship types due to both their size and specifications. Seacoast provides transportation solutions to a diverse group of customers, including miners, producers, traders, and end users. Typical cargoes carried include both major bulk cargoes (coal, grain, and iron ore) and minor bulk (fertilizer, steel products, petcoke, cement, forest products, and more). Further, Seacoast is managed by a team of experienced professionals from the shipping industry. Whereas, all key processes -operations, accounts, and documentation are computerized and are manned by a highly qualified, skilled workforce and managers.

Seacoast has a strong network & presence amongst all ship owners and agents globally, which is adequate for our fleet strength to meet the demands of shippers.

The company offers various services starting with dry bulk into various areas such as chartering, hiring of vessels, operations, etc., and developing business by entering into aggregates business in Bangladesh and handling Persian Gulf cargoes, south Asian coal from Indonesia and etc.

With a strong foundation in the shipping industry, Seacoast Shipping Services Limited have leveraged our expertise and resources to seize new opportunities and diversify our operations. Presently, Seacoast Shipping Services Limited engages in the trading of agricultural commodities. The company deals in products such as wheat, rice, tomatoes, onions, chana dal, masur dal and various other products. Recognizing the prevailing economic uncertainties and the potential risks associated with the shipping industry the company has strategically shifted its focus towards agricultural trading. This move has proven to be highly profitable and has positioned us as a key player in the agricultural market. By capitalizing on our deep understanding of logistics, supply chain management, and international trade, we have established a strong network of suppliers and customers, ensuring the seamless flow of agricultural products across markets. The trading business aims to source high-quality agricultural products from trusted suppliers and sell them to customers at competitive prices. With a strong foothold in the market, the company has established itself as a reliable partner for producers and consumers alike. The company has steadily grown and diversified its operations to become a key player in the

agriculture commodity trading industry. It has built a strong reputation for reliability, quality, and customer service.

While our current focus lies in agricultural trading, we remain committed to our roots in the shipping industry. As the management carefully monitors market conditions, we are poised to reenter the shipping logistics sector when profitability is evident. Drawing upon our rich experience and comprehensive understanding of the shipping industry, we are confident in our ability to adapt and succeed when the time is right.

Our total income for the Fiscal ended March 31, 2023, 2022, and 2021 was Rs. 42962.35 Lakhs, Rs. 12780.56 Lakhs and Rs. 24321.72 Lakhs respectively. Our restated profit after tax for the Fiscal ended March 31, 2023, 2022 and 2021 respectively was Rs. 1438.03 Lakhs, Rs. 339.21 Lakhs and Rs. 1055.59 Lakhs.

For further details, please refer to the chapter titled 'Business Overview' beginning on page 70 of this Letter of Offer.

### **SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2023 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS**

To the knowledge of our Company and except as disclosed herein, since the date of the last financial statements contained in this Letter of Offer, no other circumstances have arisen which would materially and adversely affect or which would be likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 (twelve) months.

1. Board of Directors of our Company has, at its meeting held on April 18, 2023, approved the audited financial statements for the year ended March 31, 2023.
2. The Board of Directors of our Company has approved to raise funds through Rights Issue in the board meeting held on June 12, 2023.
3. The Board of Directors of our Company has, at its meeting held on June 12, 2023, approved the constitution of Right Issue Committee

### **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF THE OPERATIONS**

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section entitled 'Risk Factors' on page 22 of this Letter of Offer. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Any adverse changes in central or state government policies;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Rapid Technological advancement and inability to keep pace with the change;
- Our ability to successfully execute our expansion strategy in a timely manner.
- Any qualifications made by our statutory auditors which may affect our results of operations;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Our reliance on third party suppliers for our products;
- Our dependence on few clients for a significant portion of our revenues
- Loss of one or more of our key customers and/or suppliers;
- Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the regulatory proceedings in which we are involved;
- Our ability to retain and hire key employees or maintain good relations with our workforce
- Market fluctuations and industry dynamics beyond our control;
- An increase in the productivity and overall efficiency of our competitors;

- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in foreign exchange rates or other rates or prices;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry and,
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

#### **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies have been applied consistently to the periods presented in the Audited and Restated Financial Statements. For details of our significant accounting policies, please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

#### **CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS**

There has been no change in accounting policies for the period which has been included in this Letter of Offer. For further details of our significant accounting policies, please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

#### **RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS**

For details, please refer section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

#### **DISCUSSION ON RESULT OF OPERATION**

The following discussion on results of operations should be read in conjunction with the restated financial statement of our company for the financial years ended 31<sup>st</sup> March, 2023, March 31, 2022, and March 31, 2021.

#### **OVERVIEW OF REVENUE & EXPENDITURE**

**STATEMENT OF STANDALONE PROFIT & LOSS, AS RESTATED**

(Rs. In Lakhs)

Particulars	Note No.	For the Year ended on		
		31-03-2023	31-03-2022	31-03-2021
<b>Income</b>				
Revenue from Operations	II.1	42957.77	12780.48	24315.50
Other Income	II.2	4.58	0.08	6.22
<b>Total Revenue</b>		<b>42962.35</b>	<b>12780.56</b>	<b>24321.72</b>
<b>Expenditure</b>				
Cost of Material Consumed	II.3	0.00	0.00	0.00
Purchases	II.4	39632.43	11681.77	22479.14
Change in Inventories	II.4	0.00	0.00	0.00
Employee Benefit Expenses	II.5	172.84	180.77	117.68
Other Expenses	II.6	61.64	114.81	143.42
<b>Total Expenses</b>		<b>39866.90</b>	<b>11977.35</b>	<b>22740.25</b>
<b>Profit Before Interest, Depreciation and Tax</b>		<b>3095.45</b>	<b>803.21</b>	<b>1581.47</b>
Depreciation & Amortisation Expenses	I.1	0.78	0.25	0.39
<b>Profit Before Interest and Tax</b>		<b>3094.67</b>	<b>802.96</b>	<b>1581.08</b>
Financial Charges	II.7	205.19	200.24	92.22
<b>Profit before Exceptional Items and Taxation</b>		<b>2889.48</b>	<b>602.72</b>	<b>1488.87</b>
Exceptional Items		804.30	0.00	0.00
<b>Profit Before Tax</b>		<b>2085.18</b>	<b>602.72</b>	<b>1488.87</b>
Provision for Taxation	II.8	647.00	263.57	433.57
Provision for Deferred Tax		0.14	(0.06)	(0.30)
<b>Total</b>		<b>647.15</b>	<b>263.51</b>	<b>433.27</b>
<b>Profit After Tax (A)</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>
<b>Other comprehensive income</b>				
<i>Items that will not be reclassified to profit or loss</i>				
Remeasurement of post-employment benefit obligations		0.00	0.00	0.00
Income Tax relating to these items		0.00	0.00	0.00
<b>Other Comprehensive Income for the Period, Net of tax (B)</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Comprehensive Income for the Period (A+B)</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>
<b>Net Profit after adjustments</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>
<b>Net Profit Transferred to Balance Sheet</b>		<b>1438.03</b>	<b>339.21</b>	<b>1055.59</b>

The following table sets forth, for the fiscal years ended 31<sup>st</sup> March, 2023, March 31, 2022, and March 31, 2021 derived from our Company's Restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	For the year ended					
	31-03-2023	% of Total Revenue	31-03-2022	% of Total Revenue	31-03-2021	% of Total Revenue
<b>(1) Revenue</b>						
(a) Revenue from Operations	42,957.77	99.99%	12,780.48	100.00%	24,315.50	99.97%
(b) Other Income	4.58	0.01%	0.08	0.00%	6.22	0.03%
<b>Total Revenue (1)</b>	<b>42,962.35</b>	<b>100.00%</b>	<b>12,780.56</b>	<b>100.00%</b>	<b>24,321.72</b>	<b>100.00%</b>
<b>(2) Expenses</b>						
Purchases	39,632.43	92.25%	11,681.77	91.40%	22,479.14	92.42%
Change in Inventories	-	0.00%	-	0.00%	-	0.00%
Employee Benefit Expenses	172.84	0.40%	180.77	1.41%	117.68	0.48%
Other Expenses	61.64	0.14%	114.81	0.90%	143.42	0.59%
<b>Total Expenses (2)</b>	<b>39,866.90</b>	<b>92.79%</b>	<b>11,977.35</b>	<b>93.72%</b>	<b>22,740.25</b>	<b>93.50%</b>
<b>(3) Profit/(Loss) before Interest, Depreciation and Tax (1-2)</b>	<b>3,095.45</b>	<b>7.21%</b>	<b>803.21</b>	<b>6.28%</b>	<b>1,581.47</b>	<b>6.50%</b>
Depreciation & Amortisation Expenses	0.78	0.00%	0.25	0.00%	0.39	0.00%
<b>(4) Profit/(Loss) before Interest and Tax</b>	<b>3,094.67</b>	<b>7.20%</b>	<b>802.96</b>	<b>6.28%</b>	<b>1,581.08</b>	<b>6.50%</b>
Financial Charges	205.19	0.48%	200.24	1.57%	92.22	0.38%
<b>(5) Profit/(Loss) before exception items and Tax</b>	<b>2,889.48</b>	<b>6.73%</b>	<b>602.72</b>	<b>4.72%</b>	<b>1,488.87</b>	<b>6.12%</b>
Exceptional Items	804.30	1.87%	-	0.00%	-	0.00%
<b>(6) Profit/(Loss) before Tax</b>	<b>2,085.18</b>	<b>4.85%</b>	<b>602.72</b>	<b>4.72%</b>	<b>1,488.87</b>	<b>6.12%</b>
Tax Expenses	647.15	1.51%	263.51	2.06%	433.27	1.78%
<b>(7) Profit/(Loss) for the period/year</b>	<b>1,438.03</b>	<b>3.35%</b>	<b>339.21</b>	<b>2.65%</b>	<b>1,055.59</b>	<b>4.34%</b>

#### COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2023 WITH FINANCIAL YEAR ENDED MARCH 31, 2022

The total Income for FY 2022-23 has increased by 236.15% from Rs. 12,780.56 lakhs for FY 2021-22 to Rs. 42,962.35 lakhs for FY 2022-23 mainly due to increase in revenue from operations as detailed below.

##### *Revenue from Operations*

Revenue from operations has increased by 236.12% from Rs. 12,780.48 lakhs for FY 2021-22 to Rs. 42,957.77 lakhs for FY 2022-23. The Increase was mainly due to increase in trading business during the year.

### *Purchases*

Purchases of Materials increased by 239.27% from Rs. 11,681.77 lakhs for FY 2021-22 to Rs.39,632.43 lakhs for FY 2022-23. The substantial increase in the cost of materials consumed was due to increase in the purchases for the year on account of increase in volume of business during the year.

### *Employee Benefit Expenses*

Employee Benefit Expense has been decreased by 4.39% from Rs. 180.77 lakhs for FY 2021-22 to Rs. 172.84 lakhs for FY 2022-23 mainly due to decrease in Salary, wages & Bonuses.

### *Other Expenses*

Other Expenses has been decreased by 46.31% from Rs.114.81 lakhs for FY 2021-22 to Rs. 61.64 lakhs for FY 2022-23 primarily due to write off of debtors amounting to 52.36 lakhs during the FY 2021-22.

### *Depreciation & Amortisation*

Depreciation & Amortisation expense has increased from Rs. 0.25 lakhs in the FY 2021-22 to Rs.0.78 lakhs in the FY 2022-23. The Increase was primarily due to increase in investment in fixed assets.

### *Financial Charges*

Finance Cost has been increased by 2.47% from Rs.200.24 lakhs in the FY 2021-22 to Rs. 205.19 lakhs in the FY 2022-23 as a result of increase in interest cost on secured borrowings availed by the company..

### *Profit before tax*

Profit before tax has increased by 245.96% from Rs. 602.72 lakhs for FY 2021-22 to Rs.2085.18 lakhs for FY 2022-23 on account of increase in volume of operation during the FY 2022-23.

### *Tax Expense*

Tax Expense has increased by Rs. 383.64 lakhs from Rs. 263.51 lakhs for FY 2021-22 to Rs. 647.15 lakhs for FY 2022-23. The increase was primarily due to increase in taxable profit during the FY 2022-23.

### *Profit after tax*

Due to all the combined reasons stated above the Profit after tax has increased by 323.94% from Rs.339.21 lakhs for FY 2021-22 to Rs. 1438.03 lakhs for FY 2022-23.

## **COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2022 WITH FINANCIAL YEAR ENDED MARCH 31, 2021**

The total Income for FY 2021-22 has decreased by 47.45% from Rs. 24,321.72 lakhs for FY 2020-21 to Rs. 12,780.56 lakhs for FY 2021-22 mainly due to decrease in revenue from operations as detailed below.

### *Revenue from Operations*

Revenue from operations has decreased by 47.44% from Rs. 24,315.50 lakhs for FY 2020-21 to Rs. 12,780.48 lakhs for FY 2021-22. The Increase was mainly due to decline in revenue from shipping and logistics business during the year 2021-22 on account of lower margins earned from the business.

### *Purchases*

Purchases of Materials decreased by 48.03% from Rs. 22479.14 lakhs for FY 2020-21 to Rs. 11681.77 lakhs for FY 2021-22. The decrease in the materials purchased was due to decrease in business operation during the year.

### *Employee Benefit Expenses*

Employee Benefit Expense has been increased by 53.61% from Rs. 117.68 lakhs for FY 2020-21 to Rs. 180.77 lakhs for FY 2021-22 mainly due to increase in directors remuneration and increase in other Salary, wages & Bonuses.

### *Other Expenses*

Other Expenses has been decreased by 19.95% from Rs.143.42 lakhs for FY 2020-21 to Rs. 114.81 lakhs for FY 2021-22 primarily due to decrease in listing fees and other issue related expenses incurred in the financial year 2020-21.

### *Depreciation & Amortisation*

Depreciation & Amortisation expense has decreased from Rs. 0.39 lakhs in the FY 2020-21 to Rs. 0.25 lakhs in the FY 2021-22. The decrease was due to decrease in fixed assets of the company.

### *Financial Charges*

Finance Cost has been increased by 117.14% from Rs. 92.22 lakhs in the FY 2020-21 to Rs. 200.24 lakhs in the FY 2021-22 as a result of increase in interest cost on secured borrowings availed by the company.

### *Profit before tax*

Profit before tax has increased by 59.52 % from Rs. 1488.87 lakhs for FY 2020-21 to Rs. 602.72 lakhs for FY 2021-22 on account of reduction in volume of operation during the FY 2021-22.

### *Tax Expense*

Tax Expense has decrease by Rs. 169.77 lakhs from Rs. 433.27 lakhs for FY 2020-21 to Rs. 263.51 lakhs for FY 2021-22. The decrease was due to decrease in taxable profit during the FY 2021-22.

### *Profit after tax*

Due to all the combined reasons stated above the Profit after tax has decrease by 67.87% from Rs. 1055.59 lakhs for FY 2020-21 to Rs. 339.21 lakhs for FY 2021-22.

### **Summary of cash Flows**

Particulars	(Rs In Lakhs)		
	As at March 31		
	2023	2022	2021
Net Cash flow (used in)/ from operating activities:	(380.46)	(8.55)	(5008.33)
Net Cash flow (used in)/ from Investing Activities:	(4.95)	10.85	(11.74)
Net Cash flow (used in)/ from Financing Activities:	381.76	(4.21)	5022.69
Net Increase/ (decrease) in cash/ cash equivalents	(3.66)	(1.90)	(2.62)
Cash and Cash equivalents at the beginning	5.07	6.98	4.35
Cash and Cash equivalents at the end	1.42	5.07	6.98

### *Cash Flows from Operating Activities*

#### **Financial Year 2022-2023**

Our net cash received from operating activities for the financial year ended March 31, 20223 was negative 380.46. lakhs as compared to the net profit before income tax was 2085.18 lakhs for the same period. The primary contributors to this difference are decrease in trade receivables, decrease in other current assets and decrease in trade payables.



### **Financial Year 2021-2022**

Our net cash received from operating activities for the financial year ended March 31, 2022 was negative 8.55 lakhs as compared to the net profit before income tax was 602.72 lakhs for the same period. The primary contributors to this difference are an increase in trade receivables and increase in trade payables.

### **Financial Year 2020 -2021**

Our net cash received from operating activities for the financial year ended March 31, 2021 was negative 5008.33 lakhs as compared to the net profit before income tax 1488.87 lakhs for the same period. The primary contributors to this difference are increase in trade receivables, increase in other current assets and increase in trade payables.

The increase in receivables reflects the growth in outstanding customer payments owed to us during the period. This increase indicates higher sales and the extension of credit terms to our customers. While an increase in receivables can be a sign of business expansion, it also presents a challenge in managing working capital and cash flow. It is important for us to effectively manage our receivables to ensure timely collections and maintain a healthy cash position. On the contrary a decrease in receivables indicates payment to debtors and decrease in credit terms offered to our customers.

The increase in payables reflects the growth in outstanding suppliers payments owed by us during the period. This increase indicates higher purchase and the extension of credit terms by our suppliers. On the contrary a decrease in payables indicates payments made to creditors and decrease in credit terms offered by our suppliers.

It is important to note that net cash from operating activities is a comprehensive measure that reflects the actual cash generated or used by our core business operations. While the net profit before tax is a fundamental indicator of our financial performance, it does not provide a complete picture of our cash flow dynamics. Various non-cash items, such as depreciation, amortization, and changes in working capital, can significantly impact the cash flow from operating activities.

### ***Cash Flows from Investing Activities***

#### **Financial Year 2022-2023**

Our net cash used in investing activities for the financial year ended March 31, 2023 was negative 4.95 lakhs.

#### **Financial Year 2021-2022**

Our net cash used in investing activities for the financial year ended March 31, 2022 was 10.85 lakhs.

#### **Financial Year 2020-2021**

Our net cash used in investing activities for the financial year ended March 31,2020 was negative 11.74 lakhs.

The changes in cashflows from investing activities was predominantly on account of inflow and outflow on sale and purchase of fixed assets by the company during the respective years.

### ***Cash Flows from Financing Activities***

#### **Financial Year 2022-2023**

Our Net cash used in financing activities for the financial year ended March 31, 2023 was 381.76lakhs..

#### **Financial Year 2021-2022**

Our Net cash used in financing activities for the financial year ended March 31, 2022 was negative 4.21lakhs..

#### **Financial Year 2021-2020**

Our Net cash used in financing activities for the financial year ended March 31, 202 was 5022.69 Lakhs.

The cash outflow in financing activities predominantly represents finance cost incurred by the company and cash inflow represents proceeds from short term borrowings of the company in all the financial years ending on March 31, 2023 , March31, 2022 and March 31, 2021. The material increases in cashflow from financing activity in the financial year 2020-21 is predominantly due to proceeds from shares issued during that year.

## ACCOUNTING RATIOS

The following tables present certain accounting and other ratios derived from the Audited Financial Information for the Financial Years ended on March 31, 2023 and March 31, 2022, and March 30, 2021. For further details please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

### ACCOUNTING RATIOS

Particulars	Based on Restated Financial Statements for the Financial Year ended on March 31,		
	2023	2022	2021
Basic earnings per Equity Share (₹)	0.43	0.10	4.03
Diluted earnings per Equity Share (₹)	0.43	0.10	4.03
Return on Net Worth (%)	23.07	7.07	23.69
Net Asset Value per Equity Share (₹)	1.85	1.42	13.23
EBITDA (₹)	2291.15	803.21	1581.47

The formula used in the computation of the above ratios are as follows:

Particular	Computation of Formulas
Basic earnings per Equity Share (₹)	(Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders after exceptional item, as applicable) / (Weighted Average number of Equity Shares);
Diluted earnings per Equity Share (₹)	(Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders after exceptional item, as applicable) / (Weighted Average number of Equity Shares (including convertible securities));
Return on Net Worth (%)	(Profit for the Year as per Statement of Profit and Loss attributable to Equity Shareholders (prior to other comprehensive income)) / (Net worth at the end of the year);
Net Asset Value per Equity Share (₹)	(Net Worth) / (Number of Equity Shares outstanding for the year);
EBITDA (₹)	Profit for the year before finance costs, tax, depreciation and amortization as presented in the statement of profit and loss

### Calculation of Return on Net Worth (%)

Particulars	Based on Restated Financial Statements for the Financial Year ending March 31,		
	2023	2022	2021
Profit for the Year as per Statement of Profit and Loss attributable to Equity Shareholders (₹) (A)	143803.15	33920.81	105559.29
Net worth at the end of the year (₹) (B)	623260.46	479457.30	445536.49
<b>Return on Net Worth (%) [(A)/(B)]</b>	<b>23.07</b>	<b>7.07</b>	<b>23.69</b>

### Calculation of Net asset value per Equity Share

Particulars	Based on Restated Financial Statements for the Financial Year ending March 31,		
	2023	2022	2021
Net Worth (₹) (A)	6232.60	4794.57	4455.36
Number of issued, subscribed and fully paid-up Equity Shares outstanding as at the year ended (Numbers) (B)	336675000	336675000	336675000
<b>Net Asset Value per Equity Share (₹) [(A)/(B)]</b>	<b>1.85</b>	<b>1.42</b>	<b>13.23</b>

### Calculation of Net Worth

Particulars	Based on Restated Financial Statements for the Financial Year ending March 31,		
	2023	2022	2021
Equity Share capital (₹) (A)	3366.75	3366.75	3366.75
Reserves and Surplus (₹) (B)	2865.85	1427.82	1088.61
<b>Net Worth (₹) [(A)+(B)]</b>	<b>6232.60</b>	<b>4794.57</b>	<b>4455.36</b>

### Calculation of EBITDA

Particulars	Based on Restated Financial Statements for the Financial Year ending March 31,		
	2023	2022	2021
Net Profit/ (loss) after tax (₹) (A)	1438.03	339.21	1055.59
Income tax expenses (₹) (B)	647.00	263.57	433.27
Finance Cost (₹) (C)	205.19	200.24	92.22
Depreciation and amortization expense (₹) (D)	0.78	0.25	0.39
<b>EBITDA (₹) (A+B+C+D)</b>	<b>2291.15</b>	<b>803.21</b>	<b>1581.47</b>

## STOCK MARKET DATA FOR EQUITY SHARES OF OUR COMPANY

Our Company's Equity Shares are listed on BSE Limited and The Calcutta Stock Exchange, and the Rights Shares issued pursuant to this Issue will be listed on the said Stock Exchange. For further details, please refer to the section titled '*Terms of the Issue*' on page 160 of this Letter of Offer.

Our Company shall make an application for being in receipt of the in-principle approval for listing of the Rights Shares on BSE Limited and The Calcutta Stock Exchange to be issued pursuant to this Issue. In pursuance of which, our Company is in receipt of in-principle approval from the Stock Exchange vide its letter bearing reference number LOD/RIGHT/CP/292/2023-24 dated 03 July, 2023. Our Company shall also make applications to the Stock Exchange to obtain trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

For the purpose of this section, unless otherwise specified:

- i. Year is a Financial Year;
- ii. Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
- iii. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and
- iv. In case of two days with the same high / low / closing price, the date with higher volume has been considered.

## STOCK MARKET DATA OF THE EQUITY SHARES

1. The following tables set out the reported high, low, and average of the closing prices of our Equity Shares on the BSE Limited and number of Equity Shares traded on the days on which such high and low prices were recorded for, and the volume of Equity Shares traded in the preceding 3 (Three) Financial Years:

Financial Year ending on March 31	High (₹)	Date of High	Number of Equity Shares traded on date of High	Total turnover of Equity Shares traded on date of High (₹)	Low (₹)	Date of Low	Number of Equity Shares traded on date of Low	Total turnover of Equity Shares traded on date of Low (₹)	Average Market Price for the Year (₹)	Total volume of Equity Shares traded in the Financial Year (in number)	
										(in number)	(₹ in Lakhs)
2023	₹13.35/-	1 <sup>st</sup> April,2022	2455222	31984655	₹2.1/-	29 <sup>th</sup> July,2022	3046092	6483046	₹4.662/-	583558599	₹2674.51
2022	₹252.45/-	14 <sup>th</sup> July,2022	22692	5784023	₹12.77/-	23 <sup>rd</sup> March,2022	1156680	14924816	₹148.63/-	145213257	₹36662.73
2021	₹143.7/-	16 <sup>th</sup> March,2021	3524	508929	₹19.65/-	13 <sup>th</sup> April, 2020	12200	239640	₹85.499/-	145213257	₹6850.04

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

2. The following tables set out the reported high, low, and average of the closing prices of our Equity Shares on BSE and number of Equity Shares traded on the days on which such high and low prices were recorded for, and the volume of Equity Shares traded in each of the last 6 (Six) Months:

Month	High (₹)	Date of High	Number of Equity Shares traded on date of High	Total turnover of Equity Shares traded on date of High (₹ in Lakhs)	Low (₹)	Date of Low	Number of Equity Shares traded on date of Low	Total turnover of Equity Shares traded on date of Low (₹ in Lakhs)	Average Market Price in the Month (₹)	No. of trading days in the period	Total volume of Equity Shares traded in the Month (in number)	
											(in number)	(₹ in Lakhs)
June 2023	₹5.12/-	June 12, 2023	1935534	94.19	₹3.43/-	June 02, 2023	851641	29.45	₹4.07473473/-	21	56418053	₹2414.99
May 2023	₹3.55/-	May 29, 2023	1451065	50.20	₹3.07/-	May 19, 2023	902476	28.31	₹3.257555428/-	22	25844546	₹.852.72
April 2023	₹3.65/-	April 12, 2023	1567933	57.20	₹2.5/-	April03,2023	1705180	41.81	₹3.315294118/-	17	33390263	₹1119.23
March 2023	₹3.06/-	March10, 2023	3493200	106.48	₹2.28/-	March 31, 2023	2397202	55.58	₹2.758571429/-	21	34731254	₹976.53
February 2023	₹3.99/-	February 3, 2023	2348993	93.16	₹2.98/-	February 24, 2023	18575937	567.58	₹3.525/-	20	150456871	₹5258.73
January 2022	₹4.1/-	January 03, 2023	947046	38.76	₹3.85/-	January 27, 2023	1674711	64.09	₹3.98047619/-	21	19475360	₹776.48

3. The Board has approved the Issue at their meeting held on June 12, 2023. The following table sets forth the market prices of our Equity Shares on the BSE on June 09, 2023, the first working day immediately preceding the date of the Board meeting

Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Turnover (₹ in Lakhs)
₹4.95/-	₹5.08/-	₹4.8/-	₹5.08/-	12194370	₹61.67

4. The high, low and average prices recorded on BSE, during the last 4 (Four) weeks and the number of the Equity Shares traded on the days of the high and low prices were recorded are as stated below:

<b>Week ended on</b>	<b>Closing Price (₹)</b>	<b>High Price (₹)</b>	<b>Date of High</b>	<b>Low Price (₹)</b>	<b>Date of Low</b>
Friday, July 07, 2023	₹4.03/-	₹4.06/-	Friday, July 07, 2023	₹3.75/-	Monday, July 03, 2023
Friday, June 30, 2023	₹3.92/-	₹4.20/-	Wednesday, June 28, 2023	₹3.50/-	Monday, June 26, 2023
Friday, June 23, 2023	₹3.65/-	₹4.15/-	Monday, June 19, 2023	₹3.60/-	Friday, June 23, 2023
Friday, June 16, 2023	₹4.36/-	₹5.12/-	Monday, June 12, 2023	₹3.96/-	Friday, June 16, 2023

The Issue Price of ₹ 2.40/- per Equity Share has been determined by the Board of Directors of our Company.

## SECTION VIII- OTHER INFORMATION

### OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

Except as disclosed below, there are no outstanding litigations involving our Company whose financial statements are included in the Letter of Offer, in a Standalone form including, suits, criminal or civil proceedings and taxation related proceedings that would have a material adverse effect on our operations, financial position or future revenues. In this regard, please note the following:

In determining whether any outstanding litigation against our Company, other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings relating to economic offences against our Company, would have a material adverse effect on our operations or financial position or impact our future revenues, we have considered all pending litigations involving our Company, including criminal proceedings, statutory or regulatory actions as 'Material' in the opinion of the Board of directors under Regulation 30 of the SEBI Listing Regulations for the purpose of litigation disclosure in this Letter of Offer:

Unless stated to the contrary, the information provided below is as of the date of this Letter of Offer.

#### CONTINGENT LIABILITIES OF OUR COMPANY

As on date of this Letter of Offer, there are no contingent liabilities as per Ind AS – 37 Provisions and contingent liabilities of our Company.

For details of the contingent liabilities, as reported in the Restated Standalone Financial Statements, please refer to the section titled '*Financial Information*' beginning on page 96 of this Letter of Offer.

#### LITIGATION INVOLVING OUR COMPANY

##### A. Litigations Against Our Company

As on date of the Letter of Offer, there are no proceedings filed against our Company.

##### B. Litigations Filed by Our Company

As on date of the Letter of Offer, there are no proceedings filed by our Company.

##### C. Actions taken by Statutory/Regulatory Authorities

- i. Our Company has received email dated December 23, 2022 from the Assistant General Manager, Investigation Department, Securities and Exchange Board of India, in respect of an investigation initiated against our Company. The AGM had sought certain documents and details relating to the off market transactions undertaken by our promoter during the period January 01, 2021 to December 31, 2021. Against which, our Company has vide an email dated January 2, 2023 provided the documents and information sought by the AGM. Thereafter our company has received further email dated 03 January 2023, 13<sup>th</sup> January 2023 for further information and clarifications against which our company has replied to the same on 06 January 2023 and 13 January 2023. Further, our company had received summons for personal appearance of Mr. Manish Shah before the Investigating Authority on February 23, 2023. In this regard Manish Shah appeared on February 28, 2023 and provided the details sought by the department. After which our Company has not received any further correspondence from SEBI in this regard.
- ii. Our Company has received email dated June 22, 2022 from The Manager, Surveillance, BSE Limited regarding surprise site inspection of our company. The Exchange sought clarification regarding shifting of the registered office of the company. Our company has vide email dated June 22, 2022 replied to the email and has also provided the documents sought by The Manager, Surveillance, BSE Limited. Further our company received emails on June 23, July 4, and September 02 against which our company has responded with information and clarifications sought by the department on June 28, August 18, and September 12. After which, our Company has not received any further correspondence from BSE Limited.
- iii. The BSE Limited Financial Surveillance, Associate Manager mailed regarding examination in the matter of our company on 24th August 2022. The AM in the email had sought certain documents and details relating



to the financial of the company. Our company vide email dated 31st August 2022 replied to the email and has also provided the documents sought by AM. Thereafter our company has received emails dated 02nd September, 30th September and 01st June 2023 against which our company has provided the information and clarifications sought vide emails dated 13th September, 12th October and 6th June 2023. Further our company received email on 8th June 2023 and replied the same on 12th June 2023.

- iv. NSDL had frozen the De-mat account of one of our Promoter Mr. Sameer Amit Shah on 20<sup>th</sup> June, 2022 as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (SEBI SOP Circular). The company had non-complied/not paid fines in accordance with the provision of SEBI (LODR) Regulations, 2015, However the account was unfrozen later on after payment of the fine levied by the stock exchange.
- v. The following fines/ penalties have been levied by BSE Limited on account of failure of our Company to comply with certain provisions of the SEBI Listing Regulations:

S. No.	Quarter Ending	Nature of Non-Compliance	Amount of Penalty/Fine	Date of Payment
1	Sep. 2021	<b>Regulation 33</b> Non Submission of Consolidated Financial Results within the periods provided under this regulation.	20,000	13/01/2023
2	March 2022	<b>Regulation 17(1)</b> Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director.	4,50,000	30/12/2022
		<b>Regulation 18(1)</b> Non-compliance with the constitution of audit committee.	1,42,000	13/01/2023
		<b>Regulation 19(1)/19(2)</b> Non-compliance with the constitution of nomination and remuneration committee.	1,42,000	13/01/2023
3	June 2022	<b>Regulation 31</b> Non submission of Shareholding Pattern within the periods provided under this regulation.	1,08,000	13/01/2023
		<b>Regulation 18(1)</b> Non-compliance with the constitution of audit committee.	1,24,000	13/01/2023
		<b>Regulation 19(1)/19(2)</b> Non-compliance with the constitution of nomination and remuneration committee.	1,24,000	13/01/2023
3	Sep. 2022	<b>Regulation 23(9)</b> Late submission of related party transaction for the half year ended September 2022.	45,000	13/01/2023
4	Dec. 2022	<b>Regulation 29 (2)/ 29(3)</b> Delay in furnishing prior intimation about the meeting of the board of directors	10,000	13/04/2023

#### D. Matters of Moral Turpitude or Criminal Liability on the Part of Our Company

As on date of this Letter of Offer, there are no proceedings involving issues of Moral Turpitude or Criminal Liability on our Company.

**E. Proceedings involving Material Violations of Statutory Regulations by our Company**

As on date of this Letter of Offer, there are no proceedings involving issues of material violations of statutory regulations our Company.

**F. Matters involving economic offences where proceedings have been initiated against our Company**

As on date of this Letter of Offer, there are no matters involving economic offences where proceedings have been initiated against our Company;

**G. Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company**

As on date of this Letter of Offer, there are no proceedings involving our Company which involve an amount, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;

**LITIGATION INVOLVING OUR DIRECTORS, PROMOTERS AND PROMOTER GROUP**

As on date of this Letter of Offer, there are no subsisting litigation filed by or against on our Directors and Promoter.

**LITIGATION INVOLVING OUR GROUP COMPANIES**

**1) Litigation involving our Group Companies**

As on date of this Letter of Offer, there are no group company.

**DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoter or any of our Directors are or have been categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

**DETAILS OF MATERIAL DEVELOPMENTS AFTER THE DATE OF LAST BALANCE SHEET FOR THE FINANCIAL YEAR ENDING MARCH 31, 2023**

Except as mentioned in this Letter of Offer, no material circumstances have arisen since the date of last financial statement until the date of filing the Letter of Offer, which adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next 12 (Twelve) months to our knowledge.

## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government of India and various governmental agencies required by us to undertake this Issue and for our present business and except as mentioned below, no further material approvals are required for carrying on our present business operations. Unless otherwise stated, these approvals are valid as on the date of this Letter of Offer.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.*

### I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. The Board of Directors in its meeting held on June 12, 2023 has approved / authorized the issue.;
- b. In-principle approval from Bombay Stock Exchange Limited dated 03 July,2023, to use their name for listing of Equity Shares issued by our Company.
- c. The ISIN of the Company is INE277T01024;

### II. Approvals Related to Incorporation of Company

Sr. No.	Description	CIN/Registration No.	Registrar	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation in the name of Mahaan Impex Limited	L61100GJ1982PLC105654 /35341of 1982	Registrar of Companies, West Bangal	October 15, 1982	Valid until Cancelled
2.	Certificate of commencement of Business in the Mahaan Impex Limited	L61100GJ1982PLC105654/ 35341of 1982	Registrar of Companies, West Bangal	October 15 , 1982	Valid until Cancelled
3.	Fresh Certificate of Incorporation in pursuant to change of name from Mahaan Impex Limited to Seacoast Shipping Services Limited	L61100GJ1982PLC105654 of 2020	Registrar of Companies, Gujarat at Ahmedabad	July11, 2020	Valid until Cancelled

### III. Tax Approvals in relation to our Company

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
a)	Permanent Account Number	Income Tax Department	AACCM2171R		Valid until cancelled
b)	Tax Deduction Account Number	Income Tax Department	AHMS38750F	September 29, 2020	Valid until cancelled
c)	Registration Certificate Amdavad State Tax on Professions, Trades, Callings and Employments Act, 1975	-	PEC010657087 093	-	Valid until cancelled
d)	Certificate of enrolment Amdavad State Tax on Professions, Trades, Callings and Employments Act, 1975	-	-	-	Valid until cancelled

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
e)	GST Registration of Registered office	Government of India	24AACCM2171 R2Z6	11/09/2022	Valid until cancelled


**IV. Approvals Obtained in relation to business operations**

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
a.	Shops and Establishment Registration Certificate	Amdavad Shops and Establishments (Regulation of Employment and Condition of Service) Act 2017	PII/SHILGA M/2900024/26 2930	4/01/2020	NA
b.	Udyam Registration Certificate	Ministry of Micro, small and medium enterprises	UDYAM-GJ-01-0077303	22/06/2021	NA
c.	Food Safety and Standards Authority of India License under FSS Act, 2006	Government of India Food Safety and Standards Authority of India License under FSS Act, 2006	107239990005 00	05/04/2023	04/04/2024

**V. Labour Related Approvals**

Sr. No.	Description	Authority	Registration Number	Date of Issue
a)	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	Employees Provident Fund Organisation, Ministry of Labour, Government of India	-	-
b)	Registration for Employees State Insurance (under Employees State Insurance Act, 1948)	Employees State Insurance Corporation	-	-

**VI. Intellectual property related approvals**

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of Application	Status
1		39	Device	Manish Raichand Shah	4504751	19/05/2020	Accepted & Advertised

**VII. Details of the domain name in the name of our Company**

Domain Name
seacoastltd.com

**VIII. Registration Certificate Yet to Receive**

Nil

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The Issue has been authorized by a resolution of the Board passed at its meeting held on 12<sup>th</sup> June, 2023, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions.

Our Board in its meeting held on 7<sup>th</sup> July, 2023, has resolved to issue Rights Equity Shares to the Eligible Equity Shareholders, at an issue price of ₹ 2.40/- per Rights Equity Shares. The Issue Price of ₹ 2.40/- per Rights Share has been arrived at, prior to determination of the Record Date.

This Letter of Offer has been approved by our Rights Issue Committee, at its meeting held on 12<sup>th</sup> July, 2023.

Investor has to pay full amount payable on Application i.e ₹2.40

Our Company has received 'in-principle' approvals from the BSE Limited vide its letter bearing reference number 'LOD/RIGHT/CP/292/2023-24' dated '03<sup>rd</sup> July, 2023', pursuant to Regulation 28 (1) of the SEBI (LODR) Regulations, for listing of the Rights Equity Shares to be Allotted pursuant to the Issue.

Our Company will also make applications to Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circular.

Our Company has been allotted the ISIN INE277T20016 for the Rights Entitlements to be credited to the respective demat accounts of the Eligible Equity Shareholders of our Company. Our Company has been allotted the ISIN INE277T20016 by the Depositories for the Rights Equity Shares to be issued pursuant to this Issue. For further details, kindly refer to the section titled '*Terms Of The Issue*' beginning on page 160 of this Letter of Offer.

### **PROHIBITION BY SEBI OR RBI OR OTHER GOVERNMENTAL AUTHORITIES**

Our Company, our Promoter, our Directors, and persons in control of our Company have not been and are not debarred and are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Letter of Offer.

None of the companies with which our Promoters or our Directors are associated with as promoters or directors have been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

Neither our Promoter nor any of our Directors, have been declared a Wilful Defaulter or Fraudulent Borrower or Fugitive Economic Offender as defined under SEBI (ICDR) Regulations.

### **DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET**

None of our Directors are, in any manner, associated with the securities market.

There are no outstanding action(s) initiated by SEBI against our Directors in the 5 (Five) years preceding the date of this Letter of Offer.

### **PROHIBITION BY RBI**

Neither our Company, nor our Promoter or any of our Directors, have been categorized or identified or declared as a Wilful Defaulter or Fraudulent Borrower.

## **CONFIRMATION UNDER COMPANIES (SIGNIFICANT BENEFICIAL OWNERS) RULES, 2018**

Our Company and our Promoter are in compliance with the requirements of the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Letter of Offer.

### **ELIGIBILITY FOR THE ISSUE**

Our Company is a listed company, incorporated under the Companies Act, 1956. The Equity Shares of our Company are currently listed on BSE Limited and The Calcutta Stock Exchange. Our Company is eligible to offer the Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI (ICDR) Regulations and other applicable provisions of the SEBI (ICDR) Regulations.

Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

### **COMPLIANCE WITH REGULATION 61 AND 62 OF THE SEBI (ICDR) REGULATIONS**

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI (ICDR) Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI (ICDR) Regulations, our Company undertakes to make an application to the Stock Exchange for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE is the Designated Stock Exchange for the Issue.

### **COMPLIANCE WITH CLAUSE (1) OF PART B OF SCHEDULE VI OF SEBI (ICDR) REGULATIONS**

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1. Our Company has been filing periodic reports, statements, and information in compliance with the Listing Agreement or the SEBI (LODR) Regulations, as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with the SEBI and until date;
2. The reports, statements and information referred to above in clause (1) are available on the website of BSE Limited;
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board our Directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

### **DISCLAIMER CLAUSE OF SEBI**

The Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is up to Rs. 4848.12 lakhs. The present Issue being of less than Rs. 5,000 lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e., [www.sebi.gov.in](http://www.sebi.gov.in).

### **DISCLAIMER CLAUSE OF BSE**

"BSE Limited ("the Exchange") has given vide its letter dated July 03, 2023, permission to this Company to use the Exchange's name in this Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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"

#### **DISCLAIMER CLAUSES FROM OUR COMPANY**

Our Company accepts no responsibility for statements made other than in this Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in this Issue will be deemed to have represented to our Company that they are eligible under all applicable law, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares, and are relying on independent advice/ evaluation as to their ability and quantum of investment in the Issue. Our Company accepts no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

#### **CAUTION**

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with the SEBI (ICDR) Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever, including at presentations, in research or sales reports, etc., after filing this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlements, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Letter of Offer is current only as at its date.

#### **DISCLAIMER WITH RESPECT TO JURISDICTION**

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Ahmedabad , India only.

#### **DESIGNATED STOCK EXCHANGE**

The Designated Stock Exchange for the purpose of this Issue will be BSE Limited.

#### **SELLING RESTRICTIONS**

The distribution of this Issue Documents and the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Materials may come, are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and in accordance with the SEBI (ICDR) Regulations, our Company will send / dispatch the Issue Materials only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlements and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

## **LISTING**

Our Company will apply to BSE Limited for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

## **CONSENTS**

Consents in writing of our Directors, Company Secretary, Compliance Officer, Chief Financial Officer, Statutory Auditors, Independent Chartered Accountant, Legal Counsels, the Registrar to the Issue, the Bankers to the Issue, and Experts to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Letter of Offer.

## **EXPERT OPINION**

Our Company has received written consent dated 06<sup>th</sup> June, 2023, from M/s.VSSB & ASSOCIATES, the Statutory Auditors of our Company, to include its name as an ‘expert’ as defined under Section 2(38) of the Companies Act, 2013 in this Letter of Offer to the extent and in their capacity as our Statutory Auditor in respect of their Statement of Special Tax Benefits available to our Company and its shareholders dated 06<sup>th</sup> June, 2023 included in this Letter of Offer and such consent has not been withdrawn as of the date of this Letter of Offer.

Further, Our Company has received written consent dated 03<sup>rd</sup> June, 2023, M/s. J Singh & Associates, to include its name as an ‘expert’ as defined under Section 2(38) of the Companies Act, 2013 in this Letter of Offer to the extent and in their capacity as our Independent Auditor in respect of their examination report Restated Financial Statements included in this Letter of Offer and such consent has not been withdrawn as of the date of this Letter of Offer.

The term ‘expert’ and ‘consent’ thereof shall not be construed to mean an ‘expert’ or ‘consent’ as defined under the U.S. Securities Act.

Except for the abovementioned documents, provided by our Statutory Auditors, our Company has not obtained any expert opinions.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC / RIGHTS ISSUE OF OUR COMPANY**

Our Company has not undertaken any rights issues or public issues during the 5 years immediately preceding the date of this Letter of Offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

## **STOCK MARKET DATA OF THE EQUITY SHARES**

Our Equity Shares are listed and traded on BSE. For details in connection with the stock market data of the Stock Exchanges, see ‘*Stock Market Data for equity shares of our Company*’ on page 141 of this Letter of Offer.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI (LODR) Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number ‘CIR/OIAE/2/2011 dated June 3, 2011’. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. KFin Technologies Limited is our Registrar to the Issue. All investor grievances received by us have been handled by the Registrar in consultation with the Company Secretary and Compliance Officer.



The Investor complaints received by our Company are generally disposed of within 7 (Seven) days from the date of receipt of the complaint.

The average time taken by the Registrar to the Issue, KFin Technologies Limited for attending to routine grievances will be within 30 (thirty) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavour of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

Investors may contact the Registrar to the Issue, or our Company Secretary, or our Compliance Officer for any Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole / first holder, folio number or demat account number, serial number of the Application Form, number of the Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled '*Terms of the Issue*' on page 160 of this Letter of Offer.

The contact details of the Registrar and the Company Secretary and Compliance Officer of our Company are as follows:

<b>Company Secretary and Compliance Officer</b>	<b>Registrar to the Issue</b>
<p><b>Vinay Kumar Jain</b>  <b>Address :</b> D-1202, Swati Crimson and Clover, Shilaj Circle, Sardar Patel Ring Road, Ahmedabad, Gujarat - 380054  <b>Contact Details:</b>            9904884444  <b>Email-ID:</b>            mahaanimpex@gmail.com</p>	<p><b>KFin Technologies Limited</b>            The Centrium, 3<sup>rd</sup> Floor 57, Lal Bahadur Shastri Road, Nav Pada, Kurla West, Mumbai, 400 070, Maharashtra, India <b>Contact Number:</b> 040-67162222;  <b>Website:</b> : <a href="http://www.kfintech.com">www.kfintech.com</a>; <b>Email Address/ Investor Grievance E-Mail Address:</b> sssl.rights@kfintech.com;  <b>Contact Person:</b> M Murali Krishna  <b>SEBI Registration Number:</b> INR000000221  <b>Validity:</b> Permanent;</p>

## **KEY INDUSTRY REGULATIONS AND POLICIES**

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an indicative summary of certain key industry laws, regulations and policies as notified by the Government of India or State Governments and other regulatory bodies, which are applicable to our Company. The information set below has been obtained from various legislations including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations set below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice.

Further, the statements below are based on the current provisions of Indian law and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Our Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled '*Government and Other Approvals*' beginning on page 147 of this Prospectus.

### **INDUSTRY SPECIFIC LAWS**

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (the 'MSME Act')**

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 The Micro, Small and Medium Enterprises Development Act, 2006 ('MSME Act'). In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951.

### **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED**

#### **Shops and Establishments Legislations**

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All industries have to be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

### **CORPORATE LAWS**

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

The Companies Act, 2013 came into existence by repealing the Companies Act, 1956 in a phased manner. It received the assent of the President on August 29, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act, 2013 deals with matters related to Incorporation of Companies, Prospectus and allotment of securities, share capital and Debentures, Acceptance of Deposits by Companies, Management and Administration, Appointment and Qualifications of Directors and other matters incidental thereto which are necessary for better Corporate Governance, bringing in more transparency in relation to Compliances and protection of shareholders & creditors.

The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

## **EMPLOYMENT AND LABOUR LAWS**

### **The Code on Wages, 2019**

The new Code replaces the following four laws: (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. Under the Act, the Central Government shall determine wage-related provisions in railways, mines, oil fields, etc., while the State Government is empowered to take such decisions in relation to other employments.

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

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. 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 Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers. In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

### **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.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Public Liability Insurance Act, 1991 ('PLI Act')
- Industrial (Development and Regulation) Act, 1951 ('IDRA')
- Industrial Disputes Act, 1947 ('ID Act')
- Payment of Bonus Act, 1965 ('POB Act')
- Payment of Gratuity Act, 1972.
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 ('ER Act')
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ('WCA')
- Maternity Benefit Act, 1961 ('Maternity Act')
- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 ('EC Act') and the rules framed thereunder
- Minimum Wages Act, 1948 ('MWA') and the rules framed thereunder

## **TAX RELATED LAWS**

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

The Income Tax Act deals with computation of tax liability of individuals, corporates, partnership firms and others. The Income-tax Act, 1961 ('IT Act') is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. As per the provisions of Income Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Income Tax Act. Filing of returns of income is compulsory for all assessee. Furthermore, it requires every taxpayer to apply to the assessing officer for a permanent account number.

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

GST is an Indirect Tax which has replaced many Indirect Taxes in India. The Goods and Service Tax Act was passed in the Parliament on 29th March 2017. The Act came into effect on 1st July 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. Goods & Services Tax Law in India is a comprehensive, multi-stage, destination-based tax that is levied on every value addition. GST has mainly removed the Cascading effect on the sale of goods and services. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

### **The Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975**

This act is also called as The Maharashtra State Tax on Professions, Trade, Callings and Employments Act, 1975. Profession Tax means the tax on Professions, Trades, Callings and Employments levied under this Act. Profession Tax is a Tax may be imposed on Professions and Employments even though the employee is already paying an income tax. It is a tax on Professions, Trades, Callings and Employments for raising the resources needed for implementing the Employment Guarantee Scheme of the Maharashtra State Govt. and to provide for establishment of the Employment Guarantee Fund.

## **INTELLECTUAL PROPERTY RELATED LAWS**

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

- The Patents Act, 1970
- The Trademarks Act, 1999; and
- Design Act, 2000.

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

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### **The Trademark Act, 1999**

The Trademark Act, 1999 was developed keeping in view the need for simplification of and harmonization of Trademarks system, registration and statutory protection for the purpose of prevention of the use of fraudulent marks in India. 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. An application for trade mark registration may be made by any person claiming to be the proprietor of a trade mark used or proposed to be used by him, who is desirous of registering it. Once granted, trade mark registration is valid for ten years unless cancelled, which may be renewed for similar periods on payment of a prescribed renewal fee. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

### **Designs Act, 2000 ('Designs Act')**

Industrial designs have been accorded protection under the Designs Act. A 'Design' means only the features of shape, configuration, pattern, ornament or composition of lines or color or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, Trademarks and Copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same under the Act before the Controller-General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration, but in cases where claim to priority has been allowed the duration is ten years from the priority date. No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

## **GENERAL LEGISLATIONS**

### **The Arbitration and Conciliation Act, 2015 ('Arbitration Act')**

The Arbitration Act was enacted to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration. The Act provides for the arbitral tribunal to give reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction and thus minimizing the supervisory role of courts in the arbitral process.

### **The 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 also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### **The Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates 'combinations' in India. The Competition Act also established the Competition Commission of India (the 'CCI') as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **Transfer of Property Act, 1882 ('TP Act')**

The Transfer of Property Act, 1882 (the 'TP Act') establishes the general principles relating to transfer of property in India. It forms a basis for 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 that purpose.

### **The Information Technology Act, 2000**

The Information Technology Act, 2000 (the IT Act) is an Act of the Indian Parliament notified on October 17, 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cyber-crimes, including unauthorized access to computer systems, unauthorized modification to the contents of computer systems, damaging computer systems, and the unauthorized disclosure of confidential Information and computer fraud.

### **The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

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

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

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

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. The Act provides effective legal provision to restrain people from issuing cheque without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheque on the ground of insufficiency of funds in the account maintained by a person with the banker.

### **Limitation Act, 1963**

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, 'period of limitation' means the period of limitation prescribed for any suit, appeal or application by the Schedule, and 'prescribed period' means the period of limitation computed in accordance with the provisions of this Act.

## **FOREIGN REGULATIONS**

### **Foreign Exchange Management Act, 1999**

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. Foreign Exchange Management Act, 1999 ('FEMA') was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

### **FEMA Regulations**

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ('FEMA Regulations') to prohibit, restrict or

regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India

## SECTION IX – ISSUE INFORMATION

### TERMS OF THE ISSUE

*This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained the Issue Materials, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.*

*Further, SEBI has pursuant to the SEBI Rights Issue Circular stated that in the event there are physical shareholders who have not been able to open a demat account pursuant to the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 or are unable to communicate their demat account details to our Company or the Registrar for credit of Rights Entitlements, such physical shareholders may be allowed to submit their Application. For more details, please see ‘**Application By Eligible Equity Shareholders Holding Equity Shares In Physical Form**’ on page 177 of this Letter of Offer.*

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

#### IMPORTANT

##### 1. Dispatch and availability of Issue materials

In accordance with the SEBI (ICDR) Regulations , ASBA Circular, SEBI Rights Issue Circulars , our Company will send/dispatch at least 3 (Three) days before the Issue Opening Date, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other applicable Issue Materials only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them. Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

Access of Documents on the website of	URL of websites
Company	<a href="http://www.seacoastltd.com">www.seacoastltd.com</a>
Registrar to the Issue	<a href="https://rights.kfintech.com">https://rights.kfintech.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
The Calcutta Stock Exchange/ CSE	<a href="http://www.cse-india.com">www.cse-india.com</a>



Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at <https://rights.kfintech.com> by entering their DP-ID, Client-ID, or Folio Number (for Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date) and PAN. The link for the same shall also be available on the website of our Company at [www.seacoastltd.com](http://www.seacoastltd.com).

Further, our Company will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible.

**Please note that, our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.**

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter, and the issue of Rights Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI, BSE Limited and The Calcutta Stock Exchange. Accordingly, the Rights Entitlements and Rights Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form (including by way of electronic means) will not constitute an offer, invitation to, or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form should not, in connection with the issue of the Rights Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Shares offered in the Issue will be deemed to have declared, represented, and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

## **2. Process of making an Application in this Issue**

**In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars, and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA detailed under the Paragraph titled 'Procedure for Application through the ASBA Process' on page 172 of this Letter of Offer.**

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number

CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, please see the section entitled '*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*' on page 162 of this Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

sq Entitlements by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

**Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see the paragraph titled 'Grounds for Technical Rejection' on page 180 of this Letter of Offer. Our Company, the Registrar to the Issue, and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI (ICDR) Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, please see the section entitled '*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*' on page 174 of Letter of Offer.

### **3. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

In accordance with Regulation 77A of the SEBI (ICDR) Regulations, read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

- (i) The demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and

- (ii) A demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to:
- (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
- (b) Equity Shares held in the account of IEPF authority; or
- (c) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
- (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or
- (e) Credit of the Rights Entitlements returned/reversed/failed; or
- (f) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable
- (g) Eligible Equity Shareholders who have not provided their Indian addresses.

Eligible Equity Shareholders, whose Rights Entitlements are credited in demat suspense escrow account opened by our Company, are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by 31<sup>st</sup> July, 2023 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar, to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e., <https://rights.kfintech.com> ). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e. <https://rights.kfintech.com> by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. [www.seacoastltd.com](http://www.seacoastltd.com) )

### Other important links and helpline

The Investors can visit following links for the below-mentioned purposes:

Particulars	Website Links
Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors	<a href="https://rights.kfintech.com">https://rights.kfintech.com</a>
Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders	
Updation of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar or our Company	sssl.rights@kfintech.com
Updation of demat account details by Eligible Equity Shareholders holding shares in physical form	

### Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

### Basis for this Issue

The Rights Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date, i.e. 13<sup>th</sup> July, 2023.

### **Rights Entitlements**

Eligible Equity Shareholders whose name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, i.e. 13<sup>th</sup> July, 2023 you may be entitled to subscribe to the number of Rights Shares as set out in the Rights Entitlement Letter.

The Registrar will send/dispatch a Rights Entitlement Letter along with the Abridged Letter of Offer and the Common Application Form to all Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlements or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions, which will contain details of their Rights Entitlements based on their shareholding as on the Record Date.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. <https://rights.kfintech.com>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. [www.seacoastltd.com](http://www.seacoastltd.com)).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. <https://rights.kfintech.com>). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send/ dispatch the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Common Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. For further details, please refer to the section titled '*Notice to Investors*' on page 13 of this Letter of Offer.

### **PRINCIPAL TERMS OF THIS ISSUE**

<b>Face Value</b>	Each Rights Equity Share will have the face value of ₹1.00/- (Rupees One Only).
<b>Issue Price</b>	The entire amount of the Issue Price of ₹ 2.40 /- per Rights Equity Share shall be payable at the time of Application.
<b>Rights Entitlements Ratio</b>	The Rights Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 3 (Three) Rights Shares for every 5 (Five) Equity Shares held by the Eligible Equity Shareholders as on the Record Date i.e., 13 <sup>th</sup> July, 2023.
<b>Renunciation of Rights Entitlements</b>	This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.  The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and <i>vice versa</i> shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA

	<p>Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.</p> <p>The renunciation of Rights Entitlements credited in your demat account can be made either by way of On Market or through off-market transfer. For details, see <b><i>‘Procedure for Renunciation of Rights Entitlements’</i></b> on page 173 of this Letter of Offer.</p> <p>In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.</p>
<p align="center"><b>Credit of Rights Entitlements in dematerialised account</b></p>	<p>In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company (namely, “SEACOAST SHIPPING SERVICES LIMITED-DEMAT SUSPENSE ACCOUNT”), for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date, i.e. 13<sup>th</sup> July 2023; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.</p> <p>In this regard, our Company has made necessary arrangements with NSDL and CDSL for the credit of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE277T20016. The said ISIN shall remain frozen (for debit) until the Issue Opening Date and shall be active for renouncement or transfer only during the Renunciation Period, i.e., from 21<sup>st</sup> July, 2023 to 27<sup>th</sup> July, 2023 (both days inclusive). It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.</p> <p>Eligible Equity Shareholders, whose Rights Entitlement are credited in demat suspense escrow account opened by our Company are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two (2) Working Days prior to the Issue Closing Date, i.e., by 31<sup>st</sup> July 2023 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e. <a href="https://rights.kfintech.com">https://rights.kfintech.com</a> ). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.</p> <p>Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to BSE Limited and The Calcutta Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the</p>

	<p>website of the Registrar after keying in their respective details along with other security control measures implemented thereat.</p> <p><b>PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, <i>PER SE</i>, ENTITLE THE INVESTORS TO THE RIGHTS SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS SHARES ON OR BEFORE THE ISSUE CLOSING DATE I.E., 02<sup>ND</sup> AUGUST, 2023 AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE ‘<i>PROCEDURE FOR APPLICATION</i>’ ON PAGE 170 OF THIS LETTER OF OFFER.</b></p>
<b>Trading of the Rights Entitlements</b>	<p>In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on BSE Limited under Rights Entitlement ISIN INE277T20016. Prior to the Issue Opening Date, our Company will obtain the approval from BSE Limited and Calcutta Stock Exchange for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.</p> <p>The On Market Renunciation shall take place electronically on the secondary market platform of Stock Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is One Rights Entitlement.</p> <p>The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, <i>i.e.</i>, from 21<sup>st</sup> July, 2023 to 27<sup>th</sup> July, 2023 (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, see ‘<i>Procedure for Renunciation of Rights Entitlements – On Market Renunciation</i>’ and ‘<i>Procedure for Renunciation of Rights Entitlements – Off Market Renunciation</i>’ on page 173 of this Letter of Offer. Once the Rights Entitlements are credited to the demat account of the Renouncees, application in the Issue could be made until the Issue Closing Date. For details, see ‘<i>Procedure for Application</i>’ on page 170 of this Letter of Offer.</p> <p><b>Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.</b></p>
<b>Terms of Payment</b>	<p>The entire amount of the Issue Price of ₹ 2.40 /- per Rights Equity Share shall be payable at the time of Application.</p>
<b>Fractional Entitlements</b>	<p>The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio 3 (Three) Rights Equity Share for every 5(Five) Equity Share(s) held on the Record Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement.</p> <p>For example, if an Eligible Equity Shareholder holds 2 Equity Share(s) or not in the multiple of 5 (five)), Equity Shares, such Shareholder will be entitled to 1 (one) Rights Equity Shares on a rights basis and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if the Shareholder has applied for additional Rights Equity Shares. Also, those Equity Shareholders holding less than 3 (Three) Equity Shares and therefore entitled to ‘Zero’ Rights Equity Share under this Issue shall be dispatched an Application Form with ‘Zero’ entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment</p>

	of 1 (One) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties. <u>Application Forms with zero entitlement will be non-negotiable/non-renounceable.</u>
<b>Credit Rating</b>	As this Issue is a rights issue of Rights Shares, there is no requirement of credit rating for this Issue.
<b>Ranking</b>	The Rights Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Common Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with BSE and Calcutta Stock Exchange(CSE) the terms and conditions as stipulated in the Allotment advice. The Rights Shares to be issued and allotted under this Issue shall, upon being fully paid up, rank <i>pari passu</i> with the existing Equity Shares, in all respects including dividends. In respect of the Rights Shares, Investors are entitled to dividend in proportion to the amount paid up and their voting rights exercisable on a poll shall also be proportional to their respective share of the paid up equity capital of our Company.
<b>Listing and trading of the Rights Shares to be issued pursuant to this Issue</b>	<p>Subject to receipt of the listing and trading approvals, the Rights Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE Limited Calcutta Stock Exchange(CSE). Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company has received in-principle approval from the BSE Limited and Calcutta Stock Exchange(CSE) vide its letter bearing reference number LOD/RIGHT/CP/FIP/292/2023-24 dated 03 July 2023 respectively. Our Company will apply to BSE Limited and Calcutta Stock Exchange(CSE) for final approvals for the listing and trading of the Rights Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Shares or the price at which the Rights Shares offered under this Issue will trade after the listing thereof.</p> <p>For an applicable period, the trading of the Rights Shares would be suspended under the applicable law. The process of corporate action for crediting the fully paid-up Rights Shares to the Investors' demat accounts may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount.</p> <p>The existing Equity Shares are listed and traded on BSE Limited (Scrip Code: 542753) (Symbol: SEACOAST ) under the ISIN: INE277T01024 and The Calcutta Stock Exchange Limited. The Rights Shares shall be credited to a temporary RE ISIN which will be frozen until the receipt of the final listing/ trading approvals from BSE Limited and Calcutta Stock Exchange Scrip Code: 023490. Upon receipt of such listing and trading approvals, the Rights Shares shall be debited from such temporary RE ISIN and credited to the new ISIN for the Rights Shares and thereafter be available for trading and the temporary RE ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.</p> <p>The listing and trading of the Rights Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.</p> <p>In case our Company fails to obtain listing or trading permission from BSE Limited and Calcutta Stock Exchange Limited, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/ blocked within four (4) days of receipt of intimation from Stock Exchanges , rejecting the application for listing of the Rights Shares, and if any such money is not refunded/ unblocked within four (4) days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.</p>

	For details of trading and listing of partly paid-up Rights Shares, please refer to the heading ' <b>Terms of Payment</b> ' at page 166 of this Letter of Offer.
<b>Subscription to this Issue by our Promoter</b>	For details of the intent and extent of subscription by our Promoter, please refer to the chapter titled ' <b>Capital Structure – Intention and extent of participation by our Promoters and Promoter Group</b> ' on page 48 of this Letter of Offer.
<b>Rights of Holders of Rights Shares of our Company</b>	<p>Subject to applicable laws, Rights Equity Shareholders shall have the following rights:</p> <ol style="list-style-type: none"> <li>The right to receive dividend, if declared;</li> <li>The right to vote in person, or by proxy;</li> <li>The right to receive surplus on liquidation;</li> <li>The right to free transferability of Rights Shares;</li> <li>The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law; and</li> <li>Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.</li> </ol> <p>Subject to applicable law and Articles of Association, holders of Rights Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Shares in this Issue</p>

#### GENERAL TERMS OF THE ISSUE

<b>Market Lot</b>	The Rights Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Shares in dematerialised mode is one (1) Equity Share.
<b>Joint Holders</b>	Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Rights Shares offered in this Issue.
<b>Nomination</b>	Nomination facility is available in respect of the Rights Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose. Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Shares to be Allotted in this Issue. Nominations registered with the respective Depository Participants of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.
<b>Arrangements for Disposal of Odd Lots</b>	The Rights Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be 1 (one) Rights Share and hence, no arrangements for disposal of odd lots are required.
<b>New Financial Instruments</b>	There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.
<b>Restrictions on transfer and transmission of shares and on their consolidation/splitting</b>	There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019 and as amended vide SEBI Notification bearing No. SEBI/LAD-NRO/GN/2022/66 on January 24, 2022, the request for transfer of securities shall not be effected unless the securities are held in the dematerialized form with a depository. Provided further that transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form.



<p style="text-align: center;"><b>Notices</b></p>	<p>In accordance with the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, our Company will send / dispatch the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter, Common Application Form and other issue materials (<b>‘Issue Materials’</b>) only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.</p> <p>Further, the Letter of Offer will be sent/ dispatched by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.</p> <p>All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in (i) one English language national daily newspaper with wide circulation; (ii) one Hindi language national daily newspaper with wide circulation; and (iii) one Gujarati language daily newspaper with wide circulation (Gujarati being the regional language of Gujarat , where our Registered Office is situated) and/or, will be sent by post or electronic transmission or other permissible mode to the addresses of the Eligible Equity Shareholders provided to our Company. This Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Common Application Form shall also be submitted with BSE Limited and The Calcutta Stock Exchange for making the same available on their websites.</p>
<p style="text-align: center;"><b>Offer to Non-Resident Eligible Equity Shareholders/Investors</b></p>	<p>As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights shares to non-resident shareholders including additional rights shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar by email on <a href="mailto:sssl.rights@kfintech.com">sssl.rights@kfintech.com</a> or physically/postal means at the address of the Registrar mentioned on the cover page of the Letter of Offer. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Company will not be responsible for any such allotments made by relying on such approvals.</p> <p>The Abridged Letter of Offer, the Rights Entitlement Letter and Common Application Form shall be sent/dispatched to the email addresses and Indian addresses of non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Common Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Shares under applicable securities laws) from the websites of the Registrar, our Company and Stock Exchanges. Our Board may at its absolute discretion, agree to such</p>

	<p>terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to their patriation as are applicable to the original Equity Shares against which Rights Shares are issued on rights basis.</p> <p>In case of change of status of holders, <i>i.e.</i>, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.</p>
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## PROCEDURE FOR APPLICATION

### How to Apply

**In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.**

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, *i.e.* 13<sup>th</sup> July, 2023 see '*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*' on page 177 of this Letter of Offer.

**The Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions *etc.* in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.**

### Common Application Form

The Common Application Form for the Rights Shares offered as part of this Issue would be sent/ dispatched (i) only to email address of the resident Eligible Equity Shareholders who have provided their email address; (ii) only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, who have not provided a valid email address to our Company; (iii) only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions. The Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent/ dispatched at least three days before the Issue Opening Date. The Renounees and Eligible Equity Shareholders who have not received the Common Application Form can download the same from the website of the Registrar, our Company or BSE Limited and The Calcutta Stock Exchange.

In case of non-resident Eligible Equity Shareholders, the Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions.

**Please note that neither our Company nor the Registrar to the Issue shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Common Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Common Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).**

To update the respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.kfintech.com> . Investors can access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Common Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Shares under applicable securities laws) from the websites of:

Access of Documents on the website of	URL of websites
Company	<a href="http://www.seacoastltd.com">www.seacoastltd.com</a>
Registrar to the Issue	<a href="https://rights.kfintech.com">https://rights.kfintech.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
The Calcutta Stock Exchange	<a href="http://www.cse-india.com">www.cse-india.com</a>

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, <https://rights.kfintech.com> ) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, [www.seacoastltd.com](http://www.seacoastltd.com)).

The Common Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue, based on the Rights Entitlement credited in their respective demat accounts. Please note that one single Common Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Common Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Shares by submitting the Common Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts

**Please note that Applications made with payment using third party bank accounts are liable to be rejected.**

Investors are also advised to ensure that the Common Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Common Application Form will be blocked by the SCSB.

**Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Common Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see ‘Grounds for Technical Rejection’ on page 180 of this Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see ‘*Application on Plain Paper under ASBA process*’ on page 174 of this Letter of Offer.

#### **Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Rights Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) Apply for its Rights Shares to the full extent of its Rights Entitlements; or
- (ii) Apply for its Rights Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) Apply for Rights Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) Apply for its Rights Shares to the full extent of its Rights Entitlements and apply for additional Rights Shares; or
- (v) Renounce its Rights Entitlements in full.

- (vi) In accordance with the SEBI Rights Issue Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e., 31<sup>st</sup> July 2023, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period through ASBA mode. Such resident Eligible Equity Shareholders must check the procedure for Application in ***'Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form'*** on page 177 of this Letter of Offer.

## **PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS**

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Common Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Common 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 Money mentioned in the Common Application Form, as the case may be, at the time of submission of the Application.

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

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Common Application Form, please refer the above-mentioned link.

**Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.**

The Company, its directors, employees, affiliates, associates and their respective directors and officers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

### **Acceptance of this Issue**

Investors may accept this Issue and apply for the Rights Shares (i) by submitting the Common Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Please note that on the Issue Closing Date for Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

**Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.**

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section ***'Application on Plain Paper under ASBA process'*** on page 174 of this Letter of Offer.

### **Additional Rights Shares**

Investors are eligible to apply for additional Rights Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Shares under applicable law and they have applied for all the Rights Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of

additional Rights Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section '*Basis of Allotment*' on page 185 of this Letter of Offer.

### **Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Shares**

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, Such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Shares while submitting the Application through ASBA process.

### **PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, , the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

### **On Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on BSE Limited and The Calcutta Stock Exchange under RE ISIN INE277T20016 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by BSE Limited and The Calcutta Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from 21<sup>st</sup> July, 2023 to 27<sup>th</sup> July, 2023(both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the RE ISIN INE277T20016 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of Stock Exchanges and SEBI.

### **Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the RE ISIN INE277T20016, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

### **APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS**

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper, in case of non-receipt of Common Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Common Application Form for any purpose including renunciation even if it is received subsequently. For details of the mode of payment, see "Modes of Payment" on page 176.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Seacoast Shipping Services Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number/ DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option – only dematerialised form;
6. Number of Rights Shares entitled to;
7. Number of Rights Shares applied for within the Rights Entitlements;
8. Number of additional Rights Shares applied for, if any;
9. Total number of Rights Shares applied for;
10. Total amount paid at the rate of ₹ 2.40 /- per Rights Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Shares applied for pursuant to this Issue;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

*I/ We understand that neither the Rights Entitlements nor the Rights Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the 'US Securities Act'), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the 'United States'), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ('Regulation S') to existing shareholders located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar to the Issue or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

*I/ We will not offer, sell or otherwise transfer any of the Rights Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting*

*satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.*

*I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer.*

*I/ We understand and agree that the Rights Entitlements and Rights Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/ We acknowledge that we, the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.'*

In cases where multiple Common Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Common Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com> .

Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

#### **MODE OF PAYMENT**

All payments against the Common Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Common Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the amount payable on Application with the submission of the Common Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Common Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Common Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Common Application Form.

The SCSB may reject the application at the time of acceptance of Common Application Form if the ASBA Account, details of which have been provided by the Investor in the Common Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Common Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.



## **APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company. In the event, the relevant details of the demat accounts of such Eligible Equity Shareholders are not received during the Issue Period, then their Rights Entitlements kept in the suspense escrow demat account shall lapse.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.kfintech.com> .

## **PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM**

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, i.e. 13<sup>th</sup> July, 2023 and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The Eligible Equity Shareholders can access the Common Application Form from:

<b>Access of Documents on the website of</b>	<b>URL of websites</b>
Company	<a href="http://www.seacoastltd.com">www.seacoastltd.com</a>
Registrar to the Issue	<a href="https://rights.kfintech.com">https://rights.kfintech.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
The Calcutta Stock Exchange	<a href="http://www.cse-india.com">www.cse-india.com</a>

- (d) Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, <https://rights.kfintech.com>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, [www.seacoastltd.com](http://www.seacoastltd.com));
- (e) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, submit the Common Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

**In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE, i.e. 13<sup>th</sup> July, 2023 AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

## ALLOTMENT OF THE RIGHTS SHARES IN DEMATERIALIZED FORM

**PLEASE NOTE THAT THE RIGHTS SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE.**

### GENERAL INSTRUCTIONS FOR INVESTORS

- (a) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
- (b) Please read the instructions on the Common Application Form sent to you.
- (c) The Common Application Form can be used by both the Eligible Equity Shareholders and the Renounees.
- (d) Application should be made only through the ASBA facility.
- (e) Application should be complete in all respects. The Common Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Common Application Form are liable to be rejected. The Common Application Form must be filled in English.
- (f) In case of non-receipt of Common Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section '*Application on Plain Paper under ASBA process*' on page 174 of this Letter of Offer.
- (g) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.
- (h) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- (i) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date for Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE Limited. Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- (j) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Common Application Form.
- (k) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be 'suspended for credit' and no Allotment and credit of Rights Shares pursuant to this Issue shall be made into the accounts of such Investors. Further, in case of Application in joint names, each of the joint Applicants should sign the Common Application Form.**
- (l) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- (m) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such

language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

- (n) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Common Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- (o) All communication in connection with Application for the Rights Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Common Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- (p) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.
- (q) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.
- (r) Investors are required to ensure that the number of Rights Shares applied for by them do not exceed the prescribed limits under the applicable law.
- (s) An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue.

***Do's:***

- (a) Ensure that the Common Application Form and necessary details are filled in.
- (b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.
- (c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (***'Demographic Details'***) are updated, true and correct, in all respects.
- (d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- (e) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Shares will be allotted in the dematerialized form only.
- (f) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- (g) Ensure that there are sufficient funds (equal to {number of Rights Shares (including additional Rights Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Common Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- (h) Ensure that you have authorised the SCSB for blocking funds equivalent to the amount payable on application mentioned in the Common Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.

- (i) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- (j) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Common Application Form in physical form or plain paper Application.
- (k) Ensure that the name(s) given in the Common Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Common Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Common Application Form and the Rights Entitlement Letter.

***Dont's:***

- (a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- (b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- (d) Do not pay the Application Money in cash, by money order, pay order or postal order.
- (e) Do not submit multiple Applications.
- (f) Do not submit the Common Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or *vice versa*.
- (g) Do not send your physical Application to the Registrar to the Issue, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- (h) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

**Grounds for Technical Rejection**

Applications made in this Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- (b) Sending an Application to the Registrar to the Issue and Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
- (c) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (d) Funds in the ASBA Account whose details are mentioned in the Common Application Form having been frozen pursuant to regulatory orders.
- (e) Account holder not signing the Application or declaration mentioned therein.
- (f) Submission of more than one Common Application Form for Rights Entitlements available in a particular demat account.
- (g) Multiple Common Application Forms, including cases where an Investor submits Common Application Forms along with a plain paper Application.
- (h) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (i) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.

- (j) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (k) Common Application Forms which are not submitted by the Investors within the time periods prescribed in the Common Application Form and the Letter of Offer.
- (l) Physical Common Application Forms not duly signed by the sole or joint Investors.
- (m) Common Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (n) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (o) Applications which: (i) does not include the certifications set out in the Common Application Form; (ii) appears to us or our agents to have been executed in or dispatched from a Restricted Jurisdiction; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Common Application Form is incomplete or acceptance of such Common Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Shares in respect of any such Common Application Form.
- (p) Applications which have evidence of being executed or made in contravention of applicable securities laws.

**Depository account and bank details for Investors holding Equity Shares in demat accounts and applying in this Issue**

**IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE COMMON APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE COMMON APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE COMMON APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE COMMON APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**

**Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Common Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.**

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Common Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Common Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

**The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or the Registrar to the Issue shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.**

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Common Application Forms are liable to be rejected.

## **MODES OF PAYMENT**

All payments against the Common Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Common Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the amount payable on Application with the submission of the Common Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Common Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Common Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Common Application Form.

The SCSB may reject the application at the time of acceptance of Common Application Form if the ASBA Account, details of which have been provided by the Investor in the Common Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Common Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

### ***Mode of payment for Resident Investors***

- (a) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Shares will be Allotted in the dematerialized form only.
- (b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- (c) Ensure that there are sufficient funds (equal to {number of Rights Shares (including additional Rights Shares) applied for} X {Application Money of Rights Shares}) available in ASBA Account mentioned in the Common Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- (d) Ensure that you have authorised the SCSB for blocking funds equivalent to the amount payable on application mentioned in the Common Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.
- (e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- (f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Common Application Form in physical form or plain paper Application.

Ensure that the name(s) given in the Common Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Common Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear

in the Common Application Form and the Rights Entitlement Letter. All payments on the Common Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

### ***Mode of payment for Non-Resident Investors***

As regards the Application by non-resident Investors, payment must be made only through the ASBA facility and using permissible accounts in accordance with the FEMA, FEMA Rules and requirements prescribed by the RBI and subject to the following conditions:

1. Individual non-resident Indian Applicants who are permitted to subscribe to Rights Shares by applicable local securities laws can obtain Common Application Forms on the websites of the Registrar, our Company.

*Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Common Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions (other than the United States and India) where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering such jurisdiction. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions and in each case who make a request in this regard.*

2. Common Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Shares may be restricted by applicable securities laws.
3. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

### **Notes:**

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act.
2. In case Rights Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Shares cannot be remitted outside India.
3. In case of a Common Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Common Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Shares.

### **Multiple Applications**

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see '**Procedure for Applications by Mutual Funds**' on page 189 of this Letter of Offer.

In cases where multiple Common Application Forms are submitted, including cases where an Investor submits Common Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected.

### **Last date for Application**

The last date for submission of the duly filled in the Common Application Form or a plain paper Application is 31<sup>st</sup> July, 2023, *i.e.*, Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Common Application Form is not submitted with an SCSB, uploaded with BSE Limited and The Calcutta Stock Exchange the Application Money is not blocked with the SCSB or not received by the Bankers to the Issue or the Registrar on or before, the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Shares hereby offered, as provided under the paragraph titled '*Basis of Allotment*' on page 185 of this Letter of Offer.

Please note that on the Issue Closing Date for Applications through ASBA process shall be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by Stock Exchanges.

Please ensure that the Common Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### **Withdrawal of Application**

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

### **Issue Schedule**

<b>LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS</b>	Thursday, 20 <sup>th</sup> July, 2023
<b>ISSUE OPENING DATE</b>	Friday, 21 <sup>st</sup> July, 2023
<b>LAST DATE FOR ON MARKET RENUNCIATION*</b>	Thursday, 27 <sup>th</sup> July, 2023
<b>ISSUE CLOSING DATE#</b>	Wednesday, 02 <sup>nd</sup> August, 2023
<b>FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)</b>	Tuesday, 8 <sup>th</sup> August, 2023
<b>DATE OF ALLOTMENT (ON OR ABOUT)</b>	Wednesday, 9 <sup>th</sup> August, 2023
<b>DATE OF CREDIT (ON OR ABOUT)</b>	Thursday, 10 <sup>th</sup> August, 2023
<b>DATE OF LISTING (ON OR ABOUT)</b>	Monday, 14 <sup>th</sup> August, 2023

\* *Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.*

# *Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date, i.e. 02<sup>nd</sup> August, 2023.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, i.e. 13<sup>th</sup> July, 2023, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two (2) Working Days prior to the Issue Closing Date, *i.e.*, 31<sup>st</sup> July 2023 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e. 01<sup>st</sup> August, 2023.

For details, please see the section titled '*General Information - Issue Schedule*' on page 44 of this Letter of Offer.



## **BASIS OF ALLOTMENT**

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Common Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board or duly authorized committee will proceed to Allot the Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part as adjusted for fractional entitlement.
- (b) As per SEBI Rights Issue Circular, Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, i.e. 13<sup>th</sup> July, 2023, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board or our duly authorized committee in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, that our Board or a duly authorized committee may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board or a duly authorized committee in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed' for the purpose of Regulation 3(1)(b) of the SEBI Takeover Regulations.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the ASBA Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

## **ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS**

Our Company will send/ dispatch Allotment advice, refund intimations (or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for

unblocking the funds in the respective ASBA Accounts, if any, within a period of on or before T+1 day (T: Basis of allotment day). In case of failure to do so, our Company shall pay interest at 15% p.a. or such other rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

## **PAYMENT OF REFUND**

### ***Mode of making refunds***

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

- (a) Unblocking amounts blocked using ASBA facility.
- (b) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
- (c) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

### ***Refund payment to non-residents***

The Application Money will be unblocked in the ASBA account of FCNR/NRE Account of the non-resident Applicants, details of which were provided in the Common Application Form.

## **Allotment Advice or Demat Credit of Securities**

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (in case of credit of the Rights Equity Shares returned/ reversed/ failed) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

### ***Receipt of the Rights Equity Shares in Dematerialized Form***

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS WHERE THE CREDIT OF THE RIGHTS EQUITY SHARES RETURNED/REVERSED/FAILED.**

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Common Application Form *vis-a-vis* such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Common Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Common Application Form, the Investor will not get any Rights Equity Shares and the Common Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Common Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, *etc.*). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

**Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue for further details, please refer to 'Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form' on page 177 of this Letter of Offer .**

**Procedure for Applications by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, 100%).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which maybe 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 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised

stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- (b) Prior consent of the FPI is obtained for such transfer, except when the persons to whom the off shore derivative instruments are to be transferred to are pre – approved by the FPI.

### **Procedure for Applications by AIFs, FVCIs and VCFs**

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

**As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.**

Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCsBs that are providing ASBA in cities / centers where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

### **Applications will not be accepted from FPIs in restricted jurisdictions.**

FPIs which are QIBs, Non-Institutional Investors or whose application amount exceeds ₹ 2 lacs can participate in the Rights Issue only through the ASBA process. Further, FPIs which are QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹ 2 lacs.

### **Procedure for Applications by NRIs**

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ('OCI') may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will 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 will 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. 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.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where 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 of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

### **Procedure for Applications by Mutual Funds**

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being 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

### **Procedure for Applications by Systemically Important Non-Banking Financial Companies ('NBFC-SI')**

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net worth certificates from its statutory auditors or any independent chartered accountant based on the last audited consolidated financial statements is required to be attached to the application.

### **Impersonation**

**As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:**

*'Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or 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 otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'*

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1 millions or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 5 million or with both.

### **Payment by stock invest**

In terms of the RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **DISPOSAL OF APPLICATION AND APPLICATION MONEY**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Common Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Common Application Form would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application.

Our Board or our duly authorized committee reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within

such time as specified under applicable law.

For further instructions, please read the Common Application Form carefully.

### **UTILISATION OF ISSUE PROCEEDS**

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilized; and
- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- 1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- 2) All steps for completion of the necessary formalities for listing and commencement of trading at BSE Limited and The Calcutta Stock Exchange will be taken within the time limit specified by SEBI.
- 3) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- 4) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 (Fifteen) days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- 6) Adequate arrangements shall be made to collect all ASBA Applications.
- 7) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.
- 8) Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

### **MINIMUM SUBSCRIPTION**

The objects of the Issue are meeting the Working Capital Requirements and General Corporate Purpose, and do not involve financing of capital expenditure for a project. However, our promoter has indicated that they will not subscribe fully to their portion of right entitlement. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirement of minimum subscription is applicable to the Issue.

If our Company does not receive the minimum subscription of 90% of the Issue Size, or the subscription level falls below 90% of the Issue Size our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number 45 SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period, at such rates as prescribed under the applicable laws.

If our Company does not receive the minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, of the Issue Size, or the subscription level falls below 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay

in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period, at such rates as prescribed under the applicable laws.”

### **IMPORTANT**

1. Please read the Letter of Offer carefully before taking any action. The instructions contained in the Common Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Common Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Common Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Common Application Form and super scribed ‘‘Seacoast Shipping Services Limited – Rights Issue’ on the envelope and postmarked in India or in the email) to the Registrar at the following address:

**KFin Technologies Limited**

Selenium Tower-B, Plot 31 & 32, Gachibowli,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad – 500 032, Telangana, India.

**Telephone:** +91 406 716 2222

**Toll Free number:** 1800 309 4001

**Email:** [sssl.rights@kfintech.com](mailto:sssl.rights@kfintech.com)

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

**Investor grievance e-mail:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Contact Person:** M Murali Krishna

**SEBI Registration No.:** INR000000221

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar ([www.mcsregistrars.com](http://www.mcsregistrars.com)). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are : 079-26580461,0462,0463
4. This Issue will remain open for a minimum 7 (Seven) days. However, our Board or our duly authorized committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

There are two routes through which foreign investors may invest in India. One is the 'automatic route', where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the 'government route', where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, 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 way such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ('**FDI Circular 2020**'), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that:

1. The activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI (SAST) Regulations;
2. The non- resident shareholding is within the sectoral limits under the FDI Policy; and
3. The pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid to make any investment in the Issue.

The Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.



The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors 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.

## **SECTION X – OTHER INFORMATION**

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialised form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed

## **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered more than 2 (Two) years prior to the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the aforementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. (Indian Standard Time) and 5 p.m. (Indian Standard Time) on all Working Days from the date of the Letter of Offer until the Issue Closing Date.

### **MATERIAL CONTRACTS FOR THE ISSUE**

1. Registrar Agreement dated 12<sup>th</sup> June, 2023 between our Company and the Registrar to the Issue;
2. Bankers to the Issue Agreement dated 12<sup>th</sup> July, 2023 among our Company, the Registrar to the Issue and the Bankers to the Issue;

### **MATERIAL DOCUMENTS IN RELATION TO THE ISSUE**

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company;
2. Certificate of incorporation and fresh certificate of incorporation pursuant to change of name of our Company;
3. Copies of annual reports for the preceding 5 (Five) Financial Years;
4. Copies of Restated Financial Statement for, an the last 3 (Three) Financial Years for the Financial Years ended on March 31, 2023, March 31, 2022, March 31, 2021;
5. Resolution of our Board of Directors dated 12<sup>th</sup> June, 2023, approving the Issue;
6. Resolution of our Board of Directors dated 12<sup>th</sup> June, 2023, approving the Draft Letter of Offer;
7. Resolution of our Board of Directors dated 07<sup>th</sup> July, 2023, finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio;
8. Resolution of our Board of Directors dated 12<sup>th</sup> July, 2023 approving the Letter of Offer;
9. Consents of our Directors, Bankers to our Company, Bankers to the Issue, and the Registrar to the Issue for inclusion of their names in the Letter of Offer to act in their respective capacities;
10. Report on Statement of Special Tax Benefits dated 06<sup>th</sup> June, 2023, for our Company from the Statutory Auditors of our Company;
11. In-principle approval issued by BSE Limited and The Calcutta Stock Exchange vide their letter bearing reference number 'LOD/RIGHT/CP/FIP/292/2023-24' dated 03 July, 2023;

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Eligible Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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## DECLARATION

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I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, and the regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Letter of Offer are true and correct.

**Signed by the Director of our Company**

Sd/-

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**Manishkumar Raichand Shah MD and CFODIN: 01936791**

**Place: Ahmedabad**

**Date: July 12 , 2023**

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, and the regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Letter of Offer are true and correct.

**Signed by the Director of our Company**

Sd/-

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**Shivangi Gajjar *Non-Executive Independent Director***  
***DIN: 07243790***

**Place: Ahmedabad**  
**Date: July 12 , 2023**

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, and the regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Letter of Offer are true and correct.

**Signed by the Director of our Company**

Sd/-

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**Sameer Amit Shah *Executive Director* DIN: 08712851**

**Place: Ahmedabad**

**Date: July 12, 2023**

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, and the regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Letter of Offer are true and correct.

**Signed by the Director of our Company**

**Sd/-**

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**Cheryl Manish Shah *Non-Executive - Non Independent Director DIN: 08810628***

**Place: Ahmedabad**

**Date: July 12, 2023**

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, and the regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Letter of Offer are true and correct.

**Signed by the Director of our Company**

**Sd/-**

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**Viren Makwana *Non-Executive Independent Director DIN: 09007676***

**Place: Ahmedabad**

**Date: July 12, 2023**



## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government, and the regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Letter of Offer are true and correct.

**Signed by the Director of our Company**

Sd/-

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**Jaydeep Bakul Shah *Non-Executive - Independent Director***  
***DIN: 09535615***

**Place: Ahmedabad**

**Date: July 12, 2023**