DRAFT RED HERRING PROSPECTUS
Dated March 28, 2016
Please read section 32 of the Companies Act, 2013
(The Draft Red Herring Prospectus will be updated upon filing with the RoC)
Book Built Offer

SEAWAYS SHIPPING AND LOGISTICS LIMITED

Our Company was incorporated as Seaways Shipping Services Private Limited on December 1, 1989, at Hyderabad, Andhra Pradesh (now Telangana) (the "**RoC**"), as a private limited company under the Companies Act, 1956. Our Company became a deemed public company under the Companies Act, 1956 with effect from February 24, 1995 and the term 'Private' was deleted from the name of our Company. The name of our Company was changed from Seaways Shipping Services Limited to Seaways Shipping Limited and a fresh certificate of incorporation dated October 12, 1995 consequent on change of name was issued by the RoC. Thereafter, our Company was converted into a public limited company and a fresh certificate of incorporation dated October 16, 1995 consequent upon conversion under Section 31/44 of the Companies Act, 1956 was issued by the RoC. The name of our Company was changed from Seaways Shipping Limited to Seaways Shipping and Logistics Limited and a fresh certificate of incorporation dated June 17, 2010 consequent upon change of name was issued by the RoC. For details of changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 155.

Registered and Corporate Office: Seaways Pride, Plot No.731, Road No. 36, Jubilee Hills, Hyderabad 500 034, Telangana, India
Contact Person: T. V. Satish Babu, Company Secretary and Compliance Officer
Tel: (+91 40) 66447000; **Fax**: (+91 40) 66102040, **Email:** satishbabu@seawaysindia.com; **Website:** www.seawaysindia.com; **Corporate Identity Number**: U63010TG1989PLC010716

Promoters of our Company: Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF SEAWAYS SHIPPING AND LOGISTICS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") CONSISTING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 800 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 6,445,224 EQUITY SHARES BY PARVATANENI VIVEK ANAND, PARVATANENI SUDHA MOHAN, PARVATANENI PRASANTHI, PARVATHANENI VISHWA RATAN, PARVATHANENI DIVYA, RATAKONDLA RAMESH AND IDFC PRIVATE EQUITY FUND II, (THE "SELLING SHAREHOLDERS") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"). THE OFFER COMPRISES A NET OFFER TO THE PUBLIC OF UP TO [●] EQUITY SHARES (THE "NET OFFER") AND A RESERVATION OF UP TO 400,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER WOULD CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL AND THE NET OFFER WOULD CONSTITUTE [●] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (THE "BRLMS") AND WILL BE ADVERTISED IN [●] EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [●], [●] EDITIONS OF THE HINDI NATIONAL NEWSPAPER [●] AND [●] EDITIONS OF THE TELUGU NEWSPAPER [●] (TELUGU BEING THE REGIONAL LANGUAGE OF TELANGANA WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE REFERRED TO AS THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITES.

In case of any revisions in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the BRLMs and the terminals ofthe Syndicate Members.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), this is an Offer for at least 25% of Equity Shares of the post-Offer paid-up Equity Share Capital of our Company. The Offer is being made through the Book Building Process in compliance with the provisions of Regulation 26(2) of the SEBI ICDR Regulations, wherein at least 75% of the Net Offer shall be Allotted on a proportionate basis to Qualified Institutional Buyers ("**QIB Portion**"), provided that our Company and the Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Net Offer cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. For details in relation to allocation to Retail Individual Investors, specific attention of the investors is invited to "*Offer Procedure – Basis of Allotment*" on page 289. Further, up to 400,000 Equity Shares will be available for allocation on a proportionate basis to Eligible Employees subject to valid Bids being received from them at or above Offer Price. All Bidders (other than Anchor Investors) shall mandatorily participate in this Offer only through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amounts will be blocked by the SCSBs. For further details, see"*Offer Procedure*" on page 253.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Offer Price (determined and justified by our Company and the Selling Shareholders, in consultation with the BRLMs as stated in "*Basis for Offer Price*" on page 99) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 17.

COMPANY AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

Each of the Selling Shareholders accepts responsibility only for statements in this Draft Red Herring Prospectus in relation to itself and the Equity Shares being sold by it through the Offer for Sale and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. Each of the Selling Shareholders does not assume any responsibility for any other statements made in this Draft Red Herring Prospectus, including without limitation, any statements made by or relating to our Company, other Selling Shareholders or their respective businesses.

LISTING

The Equity Shares offered in the Offer through the Red Herring Prospectus are proposed to be listed on BSE and NSE. In-principle approvals of BSE and NSE for listing the Equity Shares have been received pursuant to letter dated [●] and dated [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
ICICI Securities Limited ICICI Center, H.T. Parekh Marg, Churchgate, Mumbai-400 020. Tel: (+91 22) 2288 2460 Fax: (+91 22) 2282 6580 E-mail: ssll.ipo@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Rupesh Khant SEBI Registration No.: MB/ INM000011179	**IDFC Bank Limited^** Naman Chambers, C-32, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051. Tel : (+91 22) 6622 2600 Fax : (+91 22) 6622 2501 Email: seaways.ipo@idfcbank.com Website: www.idfcbank.com Investor Grievance E-mail: mb.ig@idfcbank.com Contact Person: Mayuri Arya SEBI Registration No.: MB/ INM000012250	**Karvy Investor Services Limited*** Karvy House, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad-500 034. Tel:(+91 40) 2342 8774/ 2331 2454 Fax:(+91 40) 2337 4714/ 2331 1968 E-mail: cmg@karvy.com Investor grievance e-mail: igmbd@karvy.com Website: www.karvyinvestmentbanking.com Contact Person: P. Balraj / Rohan Menon SEBI Registration No.: MB/ INM000008365	**Karvy Computershare Private Limited** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032. Tel: (+91 40) 6716 2222/ 1800 3454 001 (toll free) Fax: (+91 40) 2343 1551 E-mail: einward.ris@karvy.com Investor Grievance E-mail: ssll.ipo@karvy.com Website: www.karisma.karvy.com Contact Person: M Murali Krishna SEBI Registration No.: INR000000221

BID/ OFFER PROGRAMME(1) (2)	
BID/OFFER OPENS ON: [●]	**BID/OFFER CLOSES ON (FOR QIBs): [●](2)**
	BID/OFFER CLOSES ON (FOR ALL OTHER BIDDERS): [●]

(1) *Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*

(2) *Our Company and the Selling Shareholders, in consultation with the BRLMs, maydecide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

^ In compliance with the proviso to regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to regulation 5(3) of the SEBI ICDR Regulations, IDFC Bank Limited would be involved only in the marketing of the Offer.

** The BRLMs have confirmed that KISL shall not be involved in any of the post-Offer activities as it is an affiliate of the Registrar to the Offer, Karvy Computershare Private Limited.*

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SECTION I: GENERAL
DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, enactment or regulation shall be to such legislation, enactment or regulation as amended from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

General Terms

Term	Description
"Our Company", the "Company", the "Issuer" or the "Holding Company"	Seaways Shipping and Logistics Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at Seaways Pride, Plot No. 731, Road No. 36, Jubilee Hills, Hyderabad 500 034, Telangana, India
"We", "our", "us" or "Group"	Unless the context otherwise indicates or implies, refers to our Company together with its Subsidiaries and Joint Venture

Company Related Terms and Selling Shareholder Related Terms

Term	Description
Articles/ Articles of Association	Articles of association of our Company, as amended from time to time
Audit Committee	Audit committee of our Company constituted in accordance with the Listing Regulations and Companies Act, 2013
Board/ Board of Directors	Board of directors of our Company or a duly constituted committee thereof
Corporate Office	The corporate office of our Company, which is located at Seaways Pride, Plot No. 731, Road No. 36, Jubilee Hills, Hyderabad – 500 034, Telangana, India
Director(s)	Director(s) on the Board of Directors
Equity Shares	Equity shares of our Company of face value of ₹ 10 each fully paid-up
Equity Share Capital	The equity shares capital of our Company consisting of 21,484,086 issued, subscribed and fully paid up Equity Shares
Group Companies	Group companies of our Company as defined in "*Group Companies*" on page 191
IDFC PE	IDFC Private Equity Fund II, a unit scheme of the IDFC Infrastructure Fund II, which is a venture capital fund registered under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, represented by its trustee, IDFC Trustee Company Limited, whose registered office is at 201, Naman Chambers, C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 and acting through its investment manager IDFC Alternatives Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 201, Naman Chambers, C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 and place of business is at 7th floor, Tower 1C, One IndiaBulls Centre Jupiter Mills Compound 841, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013
Investor Selling Shareholder	IDFC PE
Joint Venture	Joint venture of our Company, being Global Shipping Corporation, USA. For details, see "*Subsidiaries and Joint Venture*" on page 163.
Key Management Personnel/KMPs	Key management personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations and as disclosed in "*Management*" on page 170
Maxicon Singapore	Maxicon Container Line Pte Ltd, Singapore
Memorandum of Association	Memorandum of association of our Company, as amended from time to time
Promoters	Promoters of our Company, namely Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand. For details, see "*Promoters and Promoter Group*" on page 188
Promoter Group	Persons and entities constituting the promoter group of our Company as disclosed in "*Promoters and Promoter Group*" on page 188
Registered Office	The registered office of our Company, which is located at Seaways Pride, Plot

Term	Description
	No. 731, Road No. 36, Jubilee Hills, Hyderabad – 500 034, Telangana, India
Registrar of Companies/RoC	Registrar of Companies, Andhra Pradesh and Telangana
Restated Consolidated Summary Statements	Restated consolidated summary statements of assets and liabilities as at March 31, 2011, March 31, 2012, March 31, 2013, March 31, 2014 and March 31 2015 and September 30, 2015, restated consolidated summary statements of profits and losses and restated consolidated summary statements of cash flows for the years ended March 31, 2011, March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015 and for the six months period ended September 30, 2015 of our Company, Subsidiaries and Joint Venture, together with annexures thereto disclosed in "*Financial Statements*" on page 195
Restated Standalone Summary Statements	Restated standalone summary statements of assets and liabilities as at March 31, 2011, March 31, 2012, March 31, 2013, March 31, 2014 and March 31 2015 and September 30, 2015, restated standalone summary statements of profits and losses and restated standalone summary statements of cash flows for the years ended March 31, 2011, March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015 and for the six months period ended September 30, 2015 of our Company, together with annexures thereto disclosed in "*Financial Statements*" on page 195
Restated Summary Statements	Collectively, the Restated Consolidated Summary Statements and the Restated Standalone Summary Statements
Selling Shareholders	Parvataneni Sudha Mohan, Parvataneni Prasanthi, Parvathaneni Vishwa Ratan, Parvataneni Vivek Anand, Parvathaneni Divya, Ratakondla Ramesh and IDFC PE
Shareholders	Shareholders of our Company
Statutory Auditors	B S R & Associates LLP, Chartered Accountants
Subsidiaries	(i) Maxicon Container Line Pte Ltd, Singapore; (ii) Maxicon Shipping Agencies Pte Ltd, Singapore; (iii) Maxicon Container Line LLC, UAE; (iv) Maxicont Shipping Agencies SDN BHD, Malaysia; (v) Proline Container SDN BHD, Malaysia; (vi) Seaways Shipping Line Pte Ltd, Singapore; (vii) Seaways Hong Kong Limited, Hong Kong; (viii) Seaways Worldwide Logistics LLC, USA; (ix) Seaways Liner Agencies Private Limited; and (x) Seamaster Sea and Air Logistics Private Limited. For details, see "*Subsidiaries and Joint Ventures*" on page 163.

Offer Related Terms

Term	Description
Allot/Allotment/ Allotted	Unless the context otherwise requires, the allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to successful Bidders.
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder after the Basis of Allotment has been approved by the Designated Stock Exchange
Anchor Escrow Account(s)	Account(s) opened with the Anchor Escrow Collection Bank and in which Anchor Investors shall deposit the Bid Amount
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations
Anchor Investor Bid/ Offer Period	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted
Anchor Investor Allocation Price	The price within the Price Band at which allocation to Anchor Investors will be made, by our Company and the Selling Shareholders in consultation with the BRLMs
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price, but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and Selling Shareholders in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company and

Term	Description
	the Selling Shareholders, in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Offer Price
Application Supported by Blocked Amount/ASBA	The process of submitting the Bid cum Application Form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid authorizing an SCSB to block the Bid Amount in the ASBA Account. ASBA is mandatory for all Bidders (other than Anchor Investors)
ASBA Account	Account maintained with an SCSB and specified in the Bid cum Application Form submitted by the Bidders (other than the Anchor Investors) for blocking the Bid Amount mentioned in the Bid cum Application Form
Banker(s) to the Offer /Anchor Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an offer and with whom the Anchor Escrow Account(s), Refund Account and/or Public Offer Account will be opened, in this case being [●]
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders in the Offer as described in "Offer Procedure – Basis of Allotment" on page 289
Bid(s)	An indication to make an offer by a Bidder (other than Anchor Investor) during the Bid/ Offer Period or by an Anchor Investor during the Anchor Investor Bid/ Offer Period pursuant to submission of the Bid cum Application Form to subscribe to the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. Term "Bidding" shall be construed accordingly
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form blocked in the ASBA Account or Amount deposited by Anchor Investor(s) in Anchor Investor Escrow Account on submission of a Bid in the Offer.
Bid cum Application Form	The form used by a Bidder to make a Bid and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bid/ Offer Closing Date	Except in relation to Bids received from Anchor Investors, the date after which the Syndicate, the Designated Branches, the Registered Brokers, Collecting DPs and Collecting RTAs will not accept any Bids for the Offer, which shall be published in one English national newspaper, one Hindi national newspaper and one Telugu newspaper, each with wide circulation. Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
Bid/ Offer Opening Date	Except in relation to Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches, the Registered Brokers, Collecting DPs and Collecting RTAs will not accept any Bids for the Offer, which shall be notified in one English national newspaper, one Hindi national newspaper and one Telugu newspaper, each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof. Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bidding by QIB Bidders one Working Day prior to the Bid/ Offer Closing Date, which shall be notified in an advertisement in same newspapers in which the Bid/ Offer Opening advertisement was published and in such a case the Bid/ Offer Period for the QIBs shall be determined accordingly
Bid Lot	[●] Equity Shares
Bidder(s)	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, including an Anchor Investor

Term	Description
Book Building Process	The book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which this Offer is being made
BRLMs /Book Running Lead Managers	The book running lead managers to the Offer, being ICICI Securities, IDFC Bank and KISL
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective website of the Stock Exchanges
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Offer Period
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price will not be finalised and above which no Bids will be accepted
Collecting Depository Participant or Collecting DP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and have furnished their details to the stock exchanges for acting in such capacity. A list of Collecting DPs are available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
Collecting RTAs	Entities registered with SEBI as “Registrar to an Offer and share transfer agent” which are eligible to procure Bids in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and have furnished their details to the stock exchanges for acting in such capacity A list of Collecting RTAs are available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
Companies Act, 1956	The Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act/ Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
Compliance Officer	The company secretary who has been appointed as compliance officer of our Company
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Offer with the BRLMs, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at http://www.sebi.gov.in
Cut-off Price	The Offer Price, finalised by our Company and the Selling Shareholders in consultation with BRLMs. Only Eligible Employees Bidding in the Employee Reservation Portion and Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders, including address, name of the Bidder’s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which shall collect Bid cum Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in
Designated CDP Locations	Such centres of the Collecting DPs where Bidders (other than Anchor Investors) can submit Bid cum Application Forms. The details of Designated CDP Locations, along with names and contact details of the Collecting DPs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and as updated from time to time
Designated Date	The date on which the (i) Anchor Escrow Collection Banks transfer funds from the Anchor Escrow Accounts to the Public Offer Account or the Refund

Term	Description
	Account, as the case may be and (ii) instructions are issued to the SCSBs for transfer of funds from the ASBA Accounts, to the Public Offer Account or unblock such amount, in terms of the Red Herring Prospectus
Designated RTA Locations	Such centres of the Collecting RTAs where Bidders can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with names and contact details of the Collecting RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and as updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated March 28, 2016 filed with SEBI in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the Offer Size, including any addendum or corrigendum thereto
Eligible Employees	All or any of the following: (a) permanent and full time employee of our Company or its Subsidiaries, (excluding such employees who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines and the Promoters and their immediate relatives) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company or a Subsidiary, as the case may be, until the submission of the Bid cum Application Form and is based and working in India as on the date of submission of the Bid cum Application Form; and (b) a Director of our Company, whether a whole time Director or otherwise, (excluding such Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines and the Promoters and their immediate relatives) as of the date of filing the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until the submission of the Bid cum Application Form and is based in India as on the date of submission of the Bid cum Application Form. An employee of our Company or of Subsidiaries, who is recruited against a regular vacancy but is on probation as on the date of submission of the Bid cum Application Form will also be deemed a ‘permanent and a full time employee’ The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 200,000.
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares
Employee Reservation Portion	Portion of the Offer being up to 400,000 Equity Shares aggregating up to ₹ [●] million available for allocation to Eligible Employees, on a proportionate basis
Engagement Letter	The engagement letter dated March 23, 2016 between our Company, the Selling Shareholders and the BRLMs
Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, being [●]
Escrow Agreement	Agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Anchor Escrow Collection Bank(s), Public Offer Account Bank and the Refund Bank(s) for collection of the Bid Amounts and where applicable, refunds of

Term	Description
	the amounts collected to the Bidders
Fresh Issue	Fresh issue of up to [●] Equity Shares by our Company aggregating up to ₹ 800 million in the Offer
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted
ICICI Securities	ICICI Securities Limited
IDFC Bank	IDFC Bank Limited
KISL	Karvy Investor Services Limited
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only
Net Offer	Offer less the Employee Reservation Portion
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of Offer expenses. For further information about the Offer expenses, see "*Objects of the Offer*" on page 90
Net QIB Portion	The portion of the QIB Portion, less the number of the Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders / Non Institutional Investors	All Bidders that are not QIBs or Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Net Offer, or [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Offer	Public offer of up to [●] Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million including Fresh Issue and Offer for Sale, pursuant to the terms of the Red Herring Prospectus The Offer comprises of Net Offer to the public aggregating up to ₹ [●] million and the Employee Reservation Portion
Offer Agreement	The agreement dated March 28, 2016 amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	An offer for sale of up to 6,445,224 Equity Shares by the Selling Shareholders, in the Offer consisting of: (i) Offer for sale of up to 5,156,180 Equity Shares by IDFC PE; (ii) Offer for sale of up to 322,261 Equity Shares by Parvataneni Sudha Mohan; (iii) Offer for sale of up to 214,841 Equity Shares by Parvataneni Prasanthi; (iv) Offer for sale of up to 107,420 Equity Shares by Parvathaneni Vishwa Ratan; (v) Offer for sale of up to 107,420 Equity Shares by Parvataneni Vivek Anand; (vi) Offer for sale of up to 214,841 Equity Shares by Parvathaneni Divya; and (vii) Offer for sale of up to 322,261 Equity Shares by Ratakondla Ramesh.
Offer Price	The final price at which the Equity Shares will be Allotted in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Selling Shareholders in consultation with BRLMs on the Pricing Date. Unless otherwise stated or the context otherwise implies, the term Offer Price refers to the Offer Price applicable to investors other than Anchor Investors.

Term	Description
Offer Proceeds	The proceeds of the Offer available to our Company and the Selling Shareholders. For further information about use of Offer Proceeds, see "*Objects of the Offer*" on page 90
Other Selling Shareholders	Selling Shareholders, other than Parvataneni Vivek Anand and IDFC PE
Price Band	Price Band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price), including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs and advertised, at least five Working Days prior to the Bid/ Offer Opening Date, in the all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], each with wide circulation, and Hyderabad edition of the Telegu newspaper [●] (Telegu being the regional language of Telangana, the state where our Registered Office is located), a regional newspaper with wide circulation at the place where the Registered Office is located and which shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and the Selling Shareholders, in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Account opened with the Bankers to the Offer to receive monies from the Anchor Escrow Account and to which funds shall be transferred by the SCSBs from the ASBA Accounts, on or after the Designated Date
QIB Category / QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Allotted and which shall be filed with the RoC at least three days before the Bid/Offer Opening Date.
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount shall be made
Refund Bank(s)	[●]
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, RTGS or NEFT, as applicable
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
Registrar Agreement	The agreement dated March 23, 2016,amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer /Registrar	Registrar to the Offer, being Karvy Computershare Private Limited
Retail Individual Bidder(s) / Retail Individual Investor(s)	Individual Bidders, (other than Eligible Employees Bidding in the Employee Reservation Portion) who have Bid for Equity Shares for an amount not more than ₹ 200,000 in any of the Bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Offer being not more than 10% of the Net Offer, or [●] Equity Shares which shall be available for allocation to Retail Individual Bidder(s) in accordance with SEBI ICDR Regulations subject to valid Bids being received at or above the Offer Price

Term	Description
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). Kindly note that QIB Bidders and Non-Institutional Bidders for Bid Amount above ₹ 200,000 are not allowed to withdraw or lower their Bid (in terms of number of Equity Shares or the Bid Amount) at any stage
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in, updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agreement	Agreement to be entered into between the Selling Shareholders, our Company, the Escrow Agent and the BRLMs in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available at the website of the SEBI (www.sebi.gov.in) and updated from time to time
Stock Exchanges	BSE and NSE
Syndicate Agreement	The agreement to be entered into amongst the BRLMs, the Syndicate Members, the Selling Shareholders and our Company in relation to the collection of Bids in this Offer (excluding Bids submitted to SCSBs at designated branches, Registered Brokers at the Broker Centres, Collecting DPs at the Designated CDP Locations and Collecting RTAs at the Designated RTA Locations)
Syndicate Bidding Centres	Syndicate and Sub Syndicate centres established for acceptance of the Bid cum Application Forms and Revision Forms
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, the BRLMs
Syndicate/ members of the Syndicate	BRLMs and Syndicate Members
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, the SCSB, the Collecting DP, the Collecting RTAs or Registered Brokers (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriters	[●]
Underwriting Agreement	The agreement amongst the Underwriters, the Selling Shareholders and our Company to be entered into on or about the Pricing Date
Working Days	All trading days of stock exchanges excluding of Sundays and bank holidays in Mumbai in accordance with the SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical/Industry Related Terms/Abbreviations

Term	Description
3PL	Third party logistics provider
Bulk Cargo	Bulk cargo handling
CCTV	Closed-circuit television
CFS	Container Freight Station
CHA	Custom House Agent
CSR	Corporate Social Responsibility
CTO	Container Train Operator
EBITDA	Earnings before interest, taxes, depreciation and amortisation, and exceptional items
EBITDA Margin	EBITDA divided by revenue from operations (net)
ERP	Enterprise resource planning
EXIM	Export and Imports
FCL	Full container load
FFFAI	Federation of Freight Forwarders Association of India
FIATA	International Federation of Freight Forwarders Associations

Term	Description
FOB	Free on board
FORCE	Freight Organisation of Related Cargo Experts
Freight Forwarding	Ocean and air freight forwarding
FTWZ	Free Trade and Warehousing Zone
GPLN	Global Projects Logistics Network
GPS	Global positioning system
Gross Margin	Gross Profit divided by revenue from operations (net)
IATA	International Air Transport Association
ICD	Inland container depot
LAN	Local area network
MMTPA	Million metric tonnes per annum
MNC	Multi-national company
MTPA	Metric tonnes per annum
NHAI	National Highway Authority of India
NVOCC	Non-vessel operating common carrier
IASB	International Accounting Standards Board
IRDA	Insurance Regulatory and Development Authority
MAT	Minimum Alternate Tax
Offshore Services	Offshore logistics services
Pallet	A platform or a rack for handling and storing materials and packages in a warehouse
PAT	Profit after tax
Restated profit Margins	Restated profit divided by revenue from operations (net)
RORO	Roll-on/Roll-off cargo
SEZ	Special economic zone
SMBs	Small and medium-sized businesses
SMEs	Small and Medium-sized Entities
TEU	Twenty foot equivalent unit of shipping container
Throughput TEU	The number of TEUs that can pass through a port which includes both inbound and outbound TEUs
Turnkey Projects	Turnkey and integrated logistics solutions
URL	Uniform Resource Locator, a reference to a web address
VAT	Value Added Taxes
VDF	Vacuum dewatered flooring

Conventional and General Terms/ Abbreviations

Term	Description
AGM	Annual general meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investors	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Client ID	Client identification number of the Bidder’s beneficiary account
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996

Term	Description
DIN	Director identification number
DP ID	Depository participant's identification
DP/Depository Participant	A depository participant as defined under the Depositories Act
EGM	Extraordinary general meeting
EPS	Earnings per share
FCNR	Foreign currency non-resident
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations
FPI(s)	A foreign portfolio investor as defined under the SEBI FPI Regulations
Financial Year/Fiscal/FY/Fiscal Year/fiscal year	The period of 12 months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign venture capital investors as defined and registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GID	General Information Document notified by SEBI on October 23, 2013
GDP	Gross domestic product
GIR	General index register
GST	Goods and Services Tax
GoI/Government	Government of India
HUF	Hindu undivided family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IAS	Indian Administrative Services
Income Tax Act/ I.T. Act	The Income Tax Act, 1961
Ind AS	Indian Accounting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
KGS	Kilogrammes
MICR	Magnetic ink character recognition
Mutual Funds	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net asset value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NR / Non-Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FIIs, FPIs, QFIs and FVCIs
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA

Term	Description
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
RBI	Reserve Bank of India
RoNW	Return on net worth
₹ /Rs./Rupees/INR	Indian Rupees
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
Securities Act	U.S. Securities Act of 1933
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
SICA	The Sick Industrial Companies (Special Provision) Act, 1985
State Government	Government of a State in India
sq. ft.	Square feet
sq. mt.	Square metre
UAE	United Arab Emirates
UK	United Kingdom
U.S. / United States / USA	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD / US$	United States Dollars
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have the same meaning as is assigned to such words and expressions under the SEBI ICDR Regulations, the Companies Act, 1956, to the extent applicable, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, terms in "*Industry Overview*", "*Main Provisions of the Articles of Association*", "*Statement of Tax Benefits*", "*Financial Statements*", "*Outstanding Litigation and Material Developments*" and "Part B" of "*Offer Procedure*", on pages 105, 301, 102, 195, 224 and 266 respectively shall have the meanings given to such terms in those respective sections.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" in this Draft Red Herring Prospectus are to the Republic of India, all references to the "U.S.", "USA" or the "United States" are to the United States of America and all references to "UAE" are to the United Arab Emirates.

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

Financial Data

Unless stated otherwise, financial data included in this Draft Red Herring Prospectus is derived from the Restated Consolidated Summary Statements and Restated Standalone Summary Statements which have been prepared in accordance with Indian GAAP and the Companies Act, 1956 and / or Companies Act, 2013, as applicable and restated in accordance with the SEBI ICDR Regulations. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

Our Company's financial year commences on April 1 and ends on March 31 of the next year and accordingly all references to a particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that year.

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. The reconciliation of the financial information to IFRS or U.S. GAAP financial information has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, and we urged the investors to consult their own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act, 1956 and/or Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act, the SEBI ICDR Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Also, see "*Risk Factors – Public companies in India, including our Company, shall be required to prepare financial statements under Indian Accounting Standards. In addition, all income-tax assessees in India, including our Company, will be required to follow the Income Computation and Disclosure Standards*" on page 30.

All numbers in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million, unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000.

Unless the context requires otherwise, any percentage amounts, as set forth in this Draft Red Herring Prospectus, including in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 17, 136 and 170 respectively, have been calculated on the basis of the Restated Consolidated Summary Statements and Restated Standalone Summary Statements.

Currency and Units of Presentation

All references to:

- "AED" or "UAE Dirham" are to United Arab Emirates Dirham, the official currency of United Arab Emirates;
- "HKD" are to Hong Kong Dollar, the official currency of Hong Kong;
- "MYR" are to Malaysian Ringgit, the official currency of Malaysia;
- "₹ " or "Rupees" or "INR" are to Indian Rupees, the official currency of the Republic of India;
- "SGD" are to Singapore Dollars, the official currency of Singapore; and
- "US$" or "USD" are to United States Dollars, the official currency of the United States of America.

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

The following table sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and (i) the AED (in Rupees per AED), (ii) HKD (in Rupees per HKD), (iii) MYR (in Rupees per MYR), (iv) SGD (in Rupees per SGD) and (iv) US$ (in Rupees per US$)

Currency	As of March 31, 2011 (₹)	As of March 31, 2012 (₹)	As of March 31, 2013 (₹)	As of March 31, 2014 (₹)	As of March 31, 2015 (₹)	As of September 30, 2015 (₹)
AED^	12.33	14.11	14.79	16.27	17.02	18.00
HKD^	5.81	6.68	7.00	7.70	8.06	8.53
MYR^	14.95	16.90	17.43	18.31	16.84	14.79
SGD^	35.88	41.24	43.81	47.45	45.50	46.26
US$*	44.65	51.16	54.39	60.10	62.59	65.74

^Source: Oanda.com
**Source: RBI reference rate sourced from www.rbi.org.in*
In case March 31 of any of the respective years is a public holiday, the previous working day has been considered.

Industry and Market Data

Statistical information, industry and market data used throughout this Draft Red Herring Prospectus has been obtained from the reports titled "Logistics services for trade – India Outlook" (the "**Report**") which is a commissioned report prepared by Alvarez & Marsal India Private Limited, ("**A&M**").

We have not commissioned any report for purposes of the Draft Red Herring Prospectus other than the Report. We commissioned A&M to provide an independent assessment of the opportunities, dynamics and competitive landscape of the logistics industry. Except for the Report, market and industry related data used in this Draft Red Herring Prospectus have been obtained or derived from publicly available documents and other industry sources which have not been prepared or independently verified by our Company, the Selling Shareholders, the BRLMs or any of their respective affiliates or advisors. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Draft Red Herring Prospectus are reliable, it has not been independently verified by us, the Selling Shareholders or the BRLMs or any of their affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors - Third party statistical and financial data in this Draft Red Herring Prospectus may be incomplete or unreliable* " on page 34. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "contemplate", "expect", "estimate", "future", "goal", "intend", "is likely to result", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Further, the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India and abroad in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and abroad, 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 our industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Global economic conditions affecting trade;
- Trade restrictions;
- Our customers' business performance and developments in their markets and industries and their continuing outsourcing of logistics operations;
- Significant increases in freight, transportation and other costs;
- Our network of agents and strategic partnerships;
- Competition in the logistics services and solutions sector;
- Our ability to retain our customer and gain new customers; and
- Our ability to manage expansion and growth.

For further discussion on factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 17, 136 and 202, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, the Directors, the Selling Shareholders, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges. Each of the Selling Shareholders will ensure that investors are informed of material developments solely in relation to statements and undertakings made by the Selling Shareholders in relation to itself and in connection with the Offer for Sale and the Equity Shares being offered by it through the Offer for Sale in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. We cannot assure investors that the expectation reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Further, in accordance with Regulation 51A of the SEBI ICDR Regulations, our Company may be required to annually update the disclosures made in this Draft Red Herring Prospectus and make such relevant disclosures publicly available in the manner specified by SEBI.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition, results of operations and cash flows could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this offer 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 this offering. Before making an investment decision, investors must rely on their own examination of the offer and us.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 16.

Internal Risks

1. Our business could be significantly affected by changes in global economic conditions.

We are engaged in business of integrated logistics services and solutions across geographies and are thus significantly dependent on international trade between countries. Any adverse economic or political developments in geographies where we operate or provide our services, especially in our key markets of India, South East Asia and Middle East, as a result of a global economic slowdown or otherwise, could lead to a general decline in domestic consumption and a slowdown in international trade, which could have a significant impact on our businesses. These factors could have a negative impact on the volume and freight rates of inbound and outbound freight from regions where we operate. If these regions continue to experience slower growth or a decline in trade, our business, financial condition and results of operations could be materially and adversely affected.

Further, the operating results of our Company depend on the import and export volumes to and from India as well as worldwide trade volumes. The volumes of international trade and India's imports and exports will be affected by changes and developments in the global economy, as well as financial and political conditions that are beyond our Company's control.

2. Trade restrictions could materially and adversely affect our business, financial condition and results of operations.

We are engaged in business of integrated logistics services and solution to transport cargo worldwide. Our business may be affected by trade restrictions implemented by countries or territories in which our customers are located or in which our customers' products are manufactured or sold. For example, we are subject to risks relating to changes in trade policies, tariff regulations, embargoes, additional import duties, ban of import/export of certain goods or other trade restrictions which can adversely impact trade volume between countries. Further, there are trade restrictions imposed on sanctioned countries by other countries and international organisations, affecting movement of international cargo. In past, embargoes like anti-dumping duty have been imposed by India on China in respect of pharmaceutical products, rubber, dry cell batteries etc. from China. Actions by governments and other authorities and regulators that result in restrictions on movement of cargo or otherwise could also impede our ability to carry out our international freight forwarding operations. In past, Indian Government has imposed restriction on export of agri-products like rice and onion to control inflation in the country. Such restrictions have adversely affected volumes of trade of agri-products. In addition, international trade and political issues, tensions and conflicts may cause delays and interruptions to cross-border transportation and result in limitations on our insurance coverage. If we are unable to transport cargo to and from countries with trade restrictions in a timely manner or at all, our business, financial condition and results of operations could be materially and adversely affected.

3. Significant increases in freight, transportation and other costs may materially and adversely affect our business, financial condition and results of operations.

We incur significant costs in procuring cargo space from ocean and air carriers, as well as providing or arranging for land transportation services. Freight and transportation costs are significantly affected by a variety of factors, including fuel prices, the imposition of, or increases in various taxes including import or export taxes, vehicle taxes and duties, the supply and demand of cargo carrying space on transportation carriers like ocean vessels, aircraft and road transport vehicles, and other factors, many of which are beyond our control. We generally price our services by reference to freight and transportation costs. Due to prevailing competition in the sector and in endeavour to retain our customers, our inability to pass on to our customers any significant increases in freight and transportation costs could therefore materially and adversely affect our business, financial condition and results of operations. In certain cases, where we have annual contracts with our customers for logistics services and solutions, we may not be able to pass on increases in freight and transportation costs to such customers. Further, if any significant increases in freight and transportation costs borne by the customers could lead to temporary down-fall in volume of business, which may affect our business, financial condition and results of operations.

Vessel prices, charter rates, port fees, stevedoring expenses, fuel prices and container leasing costs represent a major portion of the total operating costs of most container shipping companies in the world, and an increase in such costs may adversely affect the financial position of these companies. Port fees and stevedoring expenses are constantly affected by various factors. Despite the fluctuations in these expenses, the overall trend in recent years has been one of increasing fees and expenses. Such increases could get passed on to us and may lead to increases in operating costs for our Company's operations which may adversely affect our profitability. The cost of fuel is subject to many economic and political factors that are beyond our Company's control. Certain factors such as the rising global demand for crude oil have resulted in an upward pressure on the price of fuel. An increase in the cost of fuel could adversely affect our Company's logistics business, financial position and operating results. Further, the container leasing rates are influenced by the production cost and production volume of containers as well as the market conditions of the container shipping market. As at February 29, 2016, approximately 46.86% of the containers used by our Company in its NVOCC vertical were leased from third parties. Increases in container leasing rates may adversely affect the business of our Company's NVOCC vertical.

4. ***We are dependent on our customers' business performance and developments in their markets and industries and their continuing outsourcing of logistics operations***

As a logistics services and solutions provider, we are primarily engaged in providing services to customers in a wide variety of industries to serve their logistics and supply chain needs. We are therefore dependent on our customers' business performance and developments in their markets and industries. If our customers' business in a geographic market served by us is on decline, such decline will likely lead to a corresponding decrease in demand for our integrated logistics and international freight forwarding services. In addition, since we serve as a third-party logistics provider for our customers, adverse changes in their outsourcing decisions could materially and adversely affect our business, financial condition and results of operations. If our customers change their supply chain strategy and decide to reduce their outsourcing of logistics operations or if they decide to outsource their requirements to other competitors, it will have a direct negative impact on our integrated logistics business. Adverse developments in our customers' business performance and outsourcing decisions could therefore materially and adversely affect our business, financial condition and results of operations.

5. ***We are involved in various tax proceedings and any negative outcome may have an adverse effect on our business, financial condition, results of operations and cash flows.***

We are currently involved in various tax proceedings as indicated below:

- Our Company presently has nine ongoing service tax related claims listed at various stages of adjudication before the Custom Excise and Service Tax Tribunal ("**CESTAT**") located in Bengaluru, Karnataka; and Chennai, Tamil Nadu. The total value of these service tax claims, with penalty if levied, amounts to a sum of ₹ 303.37 million.
- Our Company is also subject to an income tax claim for the assessment year 2014 – 2015 amounting to a sum of ₹ 3.67 million which is presently pending for appeal, before the Commissioner of Income Tax (Appeals), Hyderabad, Telangana.

For further details regarding the aforementioned tax proceedings, see "*Outstanding Litigation and Material Developments*" on page 224.

In the event of any adverse outcome in any of these proceedings, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence going forward. Any such outcome may individually, or in the aggregate, have an adverse effect on our business, financial condition, results of operations and cash flows.

6. There are outstanding litigations against our Company. An adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business and could have a material adverse effect on our business, financial condition, results of operations and cash flows.

As on the date of this Draft Red Herring Prospectus, we are involved in certain civil and criminal legal proceedings which are pending at different levels of adjudication before various courts, tribunals, forums and appellate authorities. We cannot assure you that these legal proceedings will be decided in our favour. Decisions in proceedings adverse to our interests may have a significant adverse effect on our business, financial condition, results of operations and cash flows.
A summary of pending civil (including tax proceedings) and criminal proceedings involving our Company and Subsidiaries is provided below*:

Litigations against our Company

Category	Company	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	0	Nil
Civil	1	166.57
Indirect tax	9	303.37
Direct tax	1	3.67

Litigations initiated by our Company

Category	Company	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings (including cases filed under the Negotiable Instruments Act, 1881)	1	2.90
Consumer proceedings	1	35.81

Litigations against our Promoters

Category	Promoters	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	Nil	Nil
Civil proceedings	Nil	Nil

Litigations against our Directors

Category	Directors	
	No. of Proceedings	Amount, to the extent Quantifiable (₹ million)
Criminal proceedings	Nil	Nil
Civil proceedings	Nil	Nil
Indirect tax	1	1.80
Direct tax	1	Nil

**The details in the above tables only include litigation proceedings as identified by our Company pursuant to its materiality policy on litigation.*

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details, see "*Outstanding Litigation and Material Developments*" on page 224.

7. ***Our statutory auditors have included certain observations and emphasis of matter on certain matters in their auditor's reports.***

Our statutory auditors for fiscal years 2015, 2014, 2013, 2012 and 2011 have provided certain observations and emphasis of matter in their respective auditor's reports. Further, the statutory auditors of our Company for each of these periods have also reported certain observations in their reports on the Companies (Auditors Report) Order, 2003 (to extent applicable) and Companies (Auditors Report) Order, 2015. These matters include, *inter alia*, i) delay in consolidation of accounts; ii) failure to correct certain weakness in the internal control system; and iii) use of short term funds for long term purposes, and iv) delay in payment of certain statutory dues.. For details on the matters of emphasis and steps taken by our Company, see "*Summary Financial Information*" on page 46. Investors should consider the same in evaluating our financial position, results of operations and cash flows.

8. ***Significant amount of our revenue is derived from our NVOCC vertical which is undertaken through Maxicon Singapore.***

Our NVOCC business vertical is undertaken through our wholly owned Subsidiary in Singapore – Maxicon Singapore. Our NVOCC vertical handled 135,797 Throughput TEUs, 128,891 Throughput TEUs and 69,577 TEUs during the Fiscals 2015, 2014 and six months ended September 30, 2015, respectively. Our total revenue from operations for the six months period ended September 30, 2015 consisted of ₹ 1,619.79 million from NVOCC vertical, which we classify in our financial statements as container line. Our total revenue from operations for the Fiscal 2015 consisted of ₹ 3,243.31 million from container line. Any disruption, whether voluntary or otherwise, of our business undertaken by Maxicon Singapore or any restraining order of any judicial, Governmental or any other regulatory authority could adversely impact our business, results of operations, profitability and financial condition.

9. ***We are dependent on third party carriers and inland transportation companies to transport our client's cargo.***

We operate on an asset light model which provides us the flexibility to use the best mode of transportation to serve our customers. However, as a result of this strategy we rely on commercial ocean freight carriers, airlines and inland transportation companies, for the movement of our client's cargo. Consequently, our ability to provide services for our customers could be adversely impacted by availability and the financial condition of carriers, airlines and transportation companies, their decision to operate in a particular geography or at a particular scale and consequent shortages in available cargo capacity, changes in their policies and practices such as scheduling, pricing, payment terms and frequency of service or increases in the cost of fuel, taxes and labour, and other factors not within our control. Reductions in ocean and air freight carrier capacity could negatively impact the cost at which we procure these services which we may not be able to pass on to our customers. Material interruptions in service or stoppages in transportation, whether caused by strike, work stoppage, lock-out, slowdown or otherwise, could adversely impact our business, results of operations and financial condition.

The quality and profitability of our services depend upon effective selection, management and discipline of third party carriers. Changes in the financial stability, operating capabilities and capacity of our third party carriers could affect us in unpredictable ways, including volatility in pricing and challenge our ability to remain profitable. Any determination that our third party carriers have violated laws and regulations could seriously damage our reputation and brands, resulting in diminished revenue and profit and increased operating costs.

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

We depend on our network of overseas agents for cargo handling, transportation, warehousing and timely delivery at the destination and load port for export cargo and import cargo respectively. For this purpose, we enter into memorandums and agreements in the normal course of business with overseas agents. We have limited control over the operations and businesses of such agents. If any agents treat our competitors' more favourably than ours and we are unable to find appropriate substitutes, our business, financial condition and results of operations may be adversely affected. Our reliance on, and inability to control agents could adversely affect our business, financial condition and results of operations. We may not be able to find suitable agents or successfully enter into arrangements on commercially favourable terms or at all. We also compete for agents with other leading international logistics companies that may have more visibility, greater brand recognition and financial resources than we do. If our competitors provide greater incentives to our agents, our agents may choose to do business with our competitors instead of us. As a result, our operations may be disrupted and our financial condition and results of operations could be adversely affected.

Any deficiency in the service levels of our overseas agents or termination of any such agency agreement can directly impact our business. We cannot provide assurance that such arrangements as aforesaid will continue to be successful, that we will be able to renew such agreements or that we will be able to enter into new agency agreements. Any alteration to or termination of our current agreements with agents, any failure to enter into new and similar agreements on commercially favourable terms or at all, could materially adversely affect our business, condition (financial and otherwise), prospects or results of operations.

11. Our insurance may be inadequate to cover all losses associated with our business operations.

We procure insurance for our operations against third-party liability, transportation risks, property loss and damage, and workers' compensation for injury and death. Our existing insurance coverage may be insufficient to cover all the risks associated with our business and operations, for example the risks involved in accidental damages arising out of handling, operating and maintaining of equipment outsourced from third parties on lease. Typically, our customers are responsible for obtaining insurance policy for their respective cargo/consignment transported through our logistics services and solutions. In certain cases, depending on the business arrangement, we may undertake to obtain insurance on behalf of our customers for their cargo/consignment. We are exposed to damages and loss arising out of risks such as sinking of ship along with cargo, intrusion by pirates and robbery of cargo, damage of cargo due to natural disaster etc. In the case of an uninsured loss or a loss in excess of insured limits, including those caused by natural disasters and other events beyond our control, we may be required to pay for losses, damages and liabilities out of our own funds, which could materially and adversely affect our business, financial condition and results of operations. Even if our insurance coverage is adequate to cover our direct losses, we may not be able to take remedial actions or other appropriate measures. Furthermore, our claim records may affect the premiums which insurance companies may charge us in the future. Further, even if our insurance coverage is adequate, we may not be able to successfully claim the entire damage. Re-imbursement and indemnity of damages by insurance companies generally involve strict inspection and verification procedures. For example, our Company has filed a consumer complaint against New India Assurance Company Limited for reimbursement of certain damages in relation to hull and machinery insurance obtained by our Company. For further details, see "*Outstanding Litigation and Other Material Developments - Litigation initiated by our Company – Consumer proceedings*" on page 225.

12. Some of the cargos may be hazardous in nature, in case of any accident involving hazardous goods, we may be subject to litigation.

We depend on third party carriers' capability to handle hazardous cargo, such as chemicals. Any mishandling of hazardous substances by these carriers could affect our business adversely. These hazards can cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in initiation of litigation for suspension of operations and the imposition of civil and criminal liabilities, to which our Company may be a party. We may have to employ enough time, resources and money in defending such litigation, which has potential to adversely impact our financial position.

13. Our Company operates in a highly competitive industry, and such competition may adversely affect our Company's results of operations

Whilst we do not have any listed peers in India, our different business verticals have respective competitors. The NVOCC, freight forwarding and bulk cargo businesses are competitive to different extents. In particular, fierce competition between container shipping companies may result in decreased freight rates. Most container leasing companies, including our Company, are also under competitive pressure due to movements in the prevailing market rates for container leasing, which vary annually with general supply and demand for leased containers. Logistics industry is highly competitive which manifests in extremely competitive freight rates. While our company leverages its scale with both customers and carriers to secure the best freight rates we cannot guarantee that we will be able to continue securing the best freight rates, nor can we form a view on the future competitive pressures that may influence freight rates. Freight rates are extremely dynamic and depend among others on factors like volume of cargo between origination and destination, availability of carrier space to ship cargo, operating cost of carriers which significantly depend on the cost of fuel, availability of containers and port specific factors like congestion, labour strikes, operational effectiveness of ports, availability of infrastructure. These factors are out of our control and any adverse change in these factors can have an adverse impact on our operations and financial performance. In certain markets, where shipping lines have a strong presence, we compete with shipping lines for business. While we believe our value added services, integrated business model and control over cargo differentiate ourselves from shipping lines offering similar services, we cannot guarantee that we will be able to compete with shipping lines, nor can we guarantee that our customers will continue to perceive our services as valuable.

Our Company's ability to compete may be constrained by, among other things, management, implementation and effectiveness of information technologies, lack of access to an extensive distribution network and competitors with a lower cost base. In the event that our Company does not take actions to respond to these competitors successfully, we may not be able to retain the existing customers and gain new customers and, consequently, our operating results may be adversely affected.

14. If we are unable to retain existing users and acquire new customers, our future revenues and operating results will be harmed.

Our Company's future success depends on our ability to increase sales to new customers and retain existing customers. Typically, we do not enter into long term or exclusive contracts with our customers. We generally procure business from our customer based on purchase orders. Some of our customers could stop using our services in any given period due to, among other things, the cost of switching to services of competitors. In addition, we may not be able to acquire new customers for a variety of reasons, including, if our services are perceived to be less cost effective.

If we are unable to attract a sufficient number of new customers, we may be unable to generate revenue growth at desired rates. Our industry is highly competitive and many of our competitors have long customer relations, substantial financial, personnel, technical and other resources that they utilise to provide services at par. As a result, it may be difficult for us to add new customers to our customer base. Our efforts to retain existing customers and acquire new customers require a significant investment in building and maintaining customer relationships.

15. We derive certain portion of our revenue from international operations and are exposed to foreign exchange risk.

We have a presence in various countries and territories, including Singapore and USA, through our subsidiaries and agents. Our business is therefore exposed to fluctuations in foreign exchange rates as our commercial transactions and our assets and liabilities are denominated in many different currencies such as USD and SGD. However, our financial statements are prepared in Indian rupees. The exchange rates between the Indian rupee, the USD and SGD have varied substantially in recent years and may continue to fluctuate significantly in the future. In preparing our financial statements, we translate revenue and expenses in our markets outside India from their local currencies into Indian rupees using the exchange rates prevailing at the time of such transactions. If the Indian rupee strengthens relative to local currencies, our reported revenue, gross profit and net income will be reduced to that effect. Further, as of February 29, 2016, a significant portion of freight, equipment, outsourced services and transportation costs have been incurred in foreign currency. Therefore, foreign currency fluctuations can also result in losses and gains resulting from translation of foreign currency denominated balances on our balance sheet. Exchange rate fluctuations could affect the amount of income and expenditure we recognize or our ability to service our debt obligations. Given the complex global political and economic dynamics that affect exchange rate fluctuations, it is difficult to predict future fluctuations and the effect these fluctuations may have upon future reported results or our overall financial condition. Further, we have availed certain credit facilities in foreign currencies and any fluctuation in the currency exchange rate may increase our repayment obligations. Significant currency exchange rate fluctuations and currency devaluations could have an adverse effect on our results of operations from period to period.

As we currently do not hedge foreign currency exposure in general, significant volatility in foreign exchange rates may negatively affect our results of operations and other comprehensive income. While we may consider hedging any significant future foreign currency exposure by using foreign exchange forward contracts, we cannot assure you of the availability and effectiveness of those instruments, and we may not be able to adequately hedge our exposure.

16. We are required to maintain various licences and permits for our business from time to time. Any failure or delay to obtain or renew them may adversely affect our operations.

Our business is subject to government regulations and we require certain approvals, licenses, registrations and permissions for operating our business, some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licences. There is no assurance in the future that the licences, approvals and permits applied for or held by us will be issued or approved or renewed in a prompt manner under various applicable rules and regulations. Our failure to obtain or timely renew such licences and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties.

Further, fresh and renewal applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframes. We cannot assure you that we will receive these approvals in a timely manner or at all. Further, in future we will be required to apply for the renewal of approvals and permits for our business operations to continue. If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, could materially adversely affect our business operations, condition (financial and otherwise) and prospects.

17. Our inability to manage our planned growth could have an adverse impact on our business.

As we expand our business, we expect that our operating expenses and capital requirements will increase. As our service verticals grow, we may require additional personnel for management, supervision and execution of our services. As a result, our operating expenses and capital requirements may increase significantly. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. If we are unable to manage our anticipated growth effectively, our business could be harmed.

18. We are heavily dependent on our experienced Promoters, management team and qualified and experienced employees and, our inability to attract and retain them may have an adverse impact on our business

The success of our business is dependent upon its ability to attract and retain qualified and experienced staff (including senior and middle management with professional qualifications). We are led by a dedicated senior management team with several years of industry experience. In addition, we have an experienced and qualified team of employees. We are heavily dependent on our experienced Promoters, management team and employees and also the ability to attract, retain and motivate skilled personnel to effectively implement our Company's strategy and serve our customers. Many of our personnel possess skills that would be valuable to other companies engaged in one or more of our business lines. Whilst we offer compensation in line with the demand for such skills some of our competitors may be able to pay our employees more than we are able to pay to retain them. Our ability to profitably operate is substantially dependent upon our ability to locate, hire, train and retain our personnel. We may, therefore, incur additional costs in order to attract talented individuals and to retain existing experienced staff. Although we have not experienced difficulty locating, hiring, training or retaining our employees to date, there can be no assurance that we will be able to retain our current personnel, or that we will be able to attract and assimilate other qualified personnel in the future. If we are unable to attract or retain qualified and experienced staff, our ability to operate and expand our business may be affected, and our operating costs may increase. Our inability to recruit and retain qualified and experienced staff may limit our competitiveness, interrupt our operations and/or cause customer dissatisfaction, any of which could reduce our revenues and profitability.

19. We are an asset light third party logistics company and hence are exposed to certain risks including succeeding in bid for tenders for equipment and delays in delivering the cargo/service on time and reporting certain events.

We operate on an asset light business model which provides us with the flexibility to appoint vendors who would provide the specific equipment required for the goods to be transported. Many of our prospective customers float tenders for projects and our Company bids for them. Some tenders may have pre-requisites such as ownership of certain equipment bank to be satisfied by the bidder, either by themselves or in the event of a joint bid by multiple bidders, met through the bidding consortium. In case we do not fulfil the required pre-qualification criteria, we may not be able to successfully bid for such contracts, which could adversely affect our turnover and profitability.

Being a third party logistics provider, we do not own or control the transportation assets that deliver our customers' cargo and we do not employ the people directly involved in delivering the cargo. We are dependent on independent third parties to provide timely ocean and road services and to report certain events to us including delivery information and freight claims. There could be delays in delivering of cargo/service on time or in reporting certain events, including recognizing revenue and claims, which would be beyond our direct control. Further, third parties from whom we hire equipment and other infrastructure, if their assets are seized by a regulatory authority or attached in a proceeding by a court of law, it may adversely affect our logistics services operations, if we are unable to source our requirements from other third parties in a timely and cost effective manner.

If we are unable to secure sufficient equipment or other transportation services to meet our commitments to our customers, our operating results could be materially and adversely affected, and our customers could switch to our competitors temporarily or permanently.

20. We may incur additional cost as a result of underutilisation of logistics facilities.

We are typically required to provide warehouse (including cold storage) space for our FTWZ Services and integrated logistics customers. In order to meet such customer requirements, we maintain our own warehouses on lease-hold basis and logistics centres as well as lease additional warehousing space from third parties. We also own and/or lease and maintain certain number of containers on a regular basis for our NVOCC vertical. Our container lease arrangements typically provide for minimum guaranteed lease period, to which we are contractually bound. We maintain or increase our logistics facilities on the basis of actual demand or projections as to future demand for our integrated logistics services and solutions. Such projections involve uncertainties, including changes in the economic conditions in the specific industry sector for which the capacity is purchased or maintained and any decision by our customers to terminate or not to renew their contracts with us. If we are not able to use or sell the excess warehouse capacity or utilise our containers for NVOCC vertical, that we own or lease, we may incur additional costs and may also be required to record impairments on assets, which could materially and adversely affect our business, financial condition and results of operations.

21. Our quarterly operating results may vary and hence a comparison of our quarterly results may not be meaningful.

Our quarterly operating results may be, subject to variation, depending on several factors that may cause us to record higher revenue in some quarters compared with others. For example, during the harvesting seasons, agri-trade increases. Similarly, during monsoon, freight forwarding of fish and other sea-food increases, leading to higher movement of cargo in these sectors. Further, in certain jurisdictions, trade movement is higher during the period of financial year closing, such as in the month of November in Singapore and March in India. In addition to fluctuations in quarterly revenues, our operating costs are also not fixed and may vary from quarter to quarter. As a result of these factors, our profitability may also vary from quarter to quarter and we may make losses in some quarters. We expect these fluctuations in our quarterly results to continue. As a result, we believe that quarterly comparisons of our financial results should not be relied upon as an indication of our future performance.

22. Prolonged disruptions of business operations due to work stoppages or strikes could adversely affect our business.

We employ a large workforce, with certain employees (permanent or contractual) in India and other jurisdictions, including at various ports, who may be part of different labour unions. Labour unrest, such as strikes, directed against us or third parties relating our business operations, including our suppliers, operators or our agents, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to delays in satisfying our client orders and decreases in our revenue. These actions are impossible for us to predict or control. Further, we cannot assure you that labour unrest will not affect general labour market conditions or result in changes to labour laws, which in turn could materially and adversely affect our business, financial condition and results of operations.

23. Our Company's name and logo are not registered trademark.

Our Company does not own any intellectual property rights. We do not have, and have not applied for registration of trademark of name of our Company. We have applied for registration of trademark of our corporate name "Seaways", which is presently pending approval. Hence, we do not enjoy complete statutory protection accorded to a registered trademark. If we are unable to obtain a registration, we may still continue to use the corporate name but remain vulnerable to infringement and passing-off by third parties and will not be able to enforce any rights against them. We may also need to change our corporate name which may adversely affect our reputation and business and could require us to incur additional costs.

Costly and time-consuming litigation could be necessary to enforce or defend our intellectual property rights. If we are unable to protect our intellectual property rights our competitive position and brand recognition could suffer and our revenue, financial condition, results of operations and cash flows could be adversely affected.

24. ***Restrictions imposed in the secured credit facilities and our other outstanding indebtedness may limit our ability to operate our business and to finance our future operations or capital needs or to engage in other business activities.***

As on February 29, 2016, our Company has outstanding secured loans (including current maturity of long term borrowings) amounting to the tune of ₹ 539.63 million, and outstanding unsecured loans (including current maturity of long term borrowings) amounting to ₹ 132.67 million. The terms of the secured credit facilities restrict us from engaging in specified types of transactions.

Most of our financing arrangements are secured by our movable and immovable assets. Our financing agreements generally include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions and also covenants such as (a) changing the capital structure of our Company including change in shareholding of the Promoters; (b) formulating any scheme of amalgamation or reconstruction; (c) undertaking any new project, implementation of any scheme of expansion or acquisition of capital assets; (d) declaring dividend except out of profits of that year; (e) change in the management set-up; (f) undertaking any guarantee obligations on behalf of any third party; (g) investments by way of share capital in or lend to any other concern; and (h) any amendments to the Memorandum and Articles of our Company. These restrictions may limit our flexibility in responding to business opportunities, competitive developments and adverse economic or industry conditions. A breach of any of these covenants, or a failure to pay interest or indebtedness when due under any of our credit facilities, could result in a variety of adverse consequences, including the acceleration of our indebtedness, and could adversely affect our ability to conduct our business.

Our financing agreements also generally contain certain financial covenants including the requirement to maintain, among others, specified debt-to-equity ratios. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document. Such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time. There can be no assurance that we will comply with the covenants with respect to our financing arrangements in the future or that we will be able to secure waivers for any such non-compliance in a timely manner or at all.

Any future inability to comply with the covenants under our financing arrangements or to obtain necessary consents required thereunder or any other breach under the financing agreements including default in repayment may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. In addition, other third parties and customers may have concerns over our financial position and it may be difficult to market our financial products. Any of these circumstances or other consequences could adversely affect our business, credit rating, prospects, results of operations and financial condition. Moreover, any such action initiated by our lenders could adversely affect the price of the Equity Shares.

While working capital facilities and unsecured loans availed by our Company are repayable on demand, the lenders have a right to accelerate reschedule the repayment period of the terms loans availed by our Company on happening of certain events and in some cases may demand prepayment.

Our ability to make payments on our indebtedness will depend on our future performance and our ability to generate cash, which to a certain extent is subject to general economic, financial, competitive, legislative, legal, regulatory and other factors, many of which are beyond our control. If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations, meet our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. In past, owing to our inadequate cash flow, we had rescheduled repayment of certain term loan. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness and/or any credit rating we may hold, which could harm our ability to incur additional indebtedness on acceptable terms.

25. We are exposed to certain negligent and fraudulent activities which may adversely affect our business operations

We are exposed to risk of certain negligent and fraudulent acts of our employees and third parties, which may adversely affect our business operations. In past, our customers/consignors have declared wrong information in relation to the goods being transported, in terms of nature of goods or the volume of goods. Such incidents, if traced by the vessel agents or the regulator, such as customs, may lead to imposition of penalty. It may also lead to seizure of our containers in which such goods were carried, along with the goods, causing disruption in our logistics operations. Further, in past, due to wrong documentation in relation to weight or nature of cargo, prepared by our employees, we have been penalised by liner agents and the terminals.

26. Our Promoters will be able to exercise significant influence and control over our Company after the Offer and may have interests that are different from those of our other shareholders.

As of the date of this Draft Red Herring Prospectus, our Promoters and promoter group hold 65.87% of the issued and outstanding Equity Shares of our Company. By virtue of their shareholding, our Promoters will have the ability to exercise significant control and influence over our Company and our affairs and business, including the election of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger, amalgamation or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters may be different from or conflict with 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.

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

We have entered into transactions with our Promoters, relatives of Promoters, key management personnel, promoter group individuals and entities. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For further details, see the section "*Related Party Transactions*" on page 193.

28. We may require substantial financing for our business operations and business growth, and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.

We may require substantial capital for our business operations and its growth. Debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in our Company, and could adversely impact our Equity Share price. Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. Further, we cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our planned capital expenditure and implementation of growth strategy, our business, results of operations and financial condition.

29. Some of our corporate records relating to forms filed with the Registrar of Companies are not traceable.

We are unable to trace certain corporate records in relation to our Company. These corporate records include annexure to prescribed forms filed with the RoC by our Company relating to certain allotments of Equity Shares made by our Company in the year 1997 and certain share transfer forms pertaining years 2000 and 2004. Whilst we believe that all filings have been made, there is no assurance that we will not be subject to penalties on this account.

30. Our business is dependent on information technology.

We use IT systems to enable efficient operational management and to better serve our customers' supply chain needs. Our ability to maintain effective information management depends, in part, upon our ability to make timely and cost-effective enhancements and additions to the technology underpinning our operational platform and to introduce new technological products and services that meet customer demands. We cannot assure you that we will be able to successfully keep up with technological improvements in order to meet our customers' needs and preferences or that the technology developed by others will not render our services less competitive or attractive. In addition, hardware or software failure relating to our IT systems could significantly disrupt customer workflows and cause economic losses for which we could be held liable and which could damage our reputation. We are also subject to hacking or other attacks on our IT systems. Although we have anti-virus and anti-hacking measures in place, we cannot assure you that we can successfully block and prevent all hacking or other attacks. As a result, failure to meet our customers' IT demand or to protect against technological disruptions of our operations or operations of our customers could materially and adversely affect our business, financial condition and results of operations.

31. We have issued Equity Shares during the last one year at a price that may be lower than the Offer Price.

We have issued Equity Shares during the last 12 months preceding the date of this Draft Red Herring Prospectus at a price that may be lower than the Offer Price as detailed in the following table:

Date of allotment of the Equity Shares	Number of the Equity Shares	Face value (₹)	Offer price (₹)	Reasons for allotment
March 10, 2016	10,742,043	10	-	Bonus issue to existing shareholders in the ratio of 1:1

For further details in relation to the above bonus issue, see "*Capital Structure*" on page 71.

32. We have had negative net cash flows in the past and may have negative cash flows in the future.

We have had negative net cash flow for the following periods as set out below:

	Fiscal			Six months ended September 30, 2015(₹ in millions)
	2013 (₹ in millions)	**2014**(₹ in millions)	**2015**(₹ in millions)	
Net cash (used in)/ provided by investing activities	99.40	(176.57)	(441.82)	(145.36)
Net cash (used in)/ provided by financing activities	(224.70)	(38.46)	214.22	(19.96)
Net increase/ (decrease) in cash and cash equivalents	(10.47)	92.97	51.76	(74.90)

For further details in relation to the negative net cash flows, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 202. We cannot assure you that our net cash flows will be always be positive in the future.

33. We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materializes.

As of September 30, 2015, contingent liabilities disclosed in our consolidated financial information aggregated to ₹ 331.54 million, in accordance with the provisions of Accounting Standard 29 — "Provisions, Contingent Liabilities and Contingent Assets", and are as set out below:

Particulars	Six months ended September 30, 2015 (₹ in millions)	Fiscal year 2015 (₹ in millions)
Pending litigation	331.54	327.88

If any of aforesaid contingent liabilities materialise, our profitability and cash flows could be adversely affected.

34. Some of our Subsidiaries and our Joint Venture have incurred losses in their respective preceding fiscal

year, which may have an adverse effect on our business, financial position, results of operations and cash flows.

Some of our Subsidiaries and our Joint Venture have incurred (losses) during their respective preceding fiscal years as below:

Name of Subsidiary	March 31, 2015	March 31, 2014	March 31, 2013
	Dec 31, 2014*	Dec 31, 2013*	Dec 31, 2012*
Global Shipping Corporation*^	USD 173.40	USD 16,714.79	USD (5,710.50)
Seaways Shipping Line Pte Limited, Singapore	SGD (63,342)	SGD (50,815.82)	SGD (153,345)
Proline Container SDN BHD, Malaysia	MYR 36,710.07	MYR 13,054.64	MYR (4,619)

** Accounting period for Global Shipping Corporation*

^ Represents only Company's share of profit/loss

We shall continue to invest in our Subsidiaries and Joint Venture, in order to grow our presence in various international jurisdictions and to that extent, our Subsidiaries and Joint Venture may continue to incur losses in the future as well. We cannot assure you that our Subsidiaries and Joint Venture will break even or start making profits in future periods, or that there will not be an adverse effect on our reputation or our business as a result of their losses.

35. The objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Further, the deployment of the proceeds from the Fresh Issue is at the discretion of our Company.

The objects of the Offer have not been appraised by any bank or financial institution. The estimate of costs is based on quotations received from vendors and consultants, as well as based on internal management estimates. Though these quotes or estimates have been taken recently, they are subject to change and may result in cost escalation. Any change or cost escalation can significantly increase the cost of the objects of the Offer.

Hence, the deployment of the proceeds from the Fresh Issue will be at the discretion of our Company. Proceeds from the Fresh Issue, pending utilisation (for the stated objects) shall be deposited only with scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934.

36. We have not entered into definitive agreements to use the proceeds of the Fresh Issue.

We intend to use the Net Proceeds as set forth in the section "*Objects of the Offer*" on page 90. We have not entered into definitive agreements for certain objects of the Offer to utilise the Net Proceeds. We have relied on third party quotations to calculate the expected amount of the Net Proceeds to be spent on various capital goods such as [equipment, trucks and stackers]. We cannot confirm when we will place our orders and whether we will be able to purchase such capital goods at the same price at which we obtained the quotations. Consequently, these estimates may be inaccurate and we may require additional funds to implement the objects of the Offer.

37. The objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Further, the deployment of the proceeds from the Fresh Issue is at the discretion of our Company and is not subject to monitoring by any independent agency.

The objects of the Offer have not been appraised by any bank or financial institution. The estimate of costs is based on quotations received from vendors and consultants, as well as based on internal management estimates. Though these quotes or estimates have been taken recently, they are subject to change and may result in cost escalation. Any change or cost escalation can significantly increase the cost of the objects of the Offer.

Because the Fresh Issue size is less than ₹ 5,000 million, we are not required to appoint a monitoring agency under SEBI ICDR Regulations. Hence, the deployment of the proceeds from the Fresh Issue will be at the discretion of our Company and is not subject to any monitoring by an independent agency. Proceeds from the Fresh Issue, pending utilisation (for the stated objects) shall be deposited only with scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934. We cannot assure you that we will be able to monitor and report the deployment of the proceeds of the Fresh Issue in a manner similar to that of the monitoring agency.

38. Any delay in the schedule of deployment for Net Proceeds may have an adverse impact on our profitability.

Our schedule of deployment for the use of Net Proceeds may be affected by various risks, including time and cost overruns as well as factors beyond our control. Any delay in our schedule of deployment may cause us to incur additional costs. Such time and cost overruns may adversely impact our business, financial condition, results of operations and cash flows. For details of our current schedule of implementation, see "*Objects of the Offer*" on page 90.

39. We undertake a significant portion of our business through Subsidiaries. Our Company's standalone financial results are dependent on the performance of these Subsidiaries, in particular their ability to pay of dividends. We have not made any provision for decline of investments made by our Company in our Subsidiaries.

Our Company has 10 Subsidiaries consisting of eight Subsidiaries in India and two Subsidiaries overseas. In addition to this, our Company has a Joint Venture. A significant portion of our business is undertaken through our Subsidiaries, specifically, our NVOCC business which is being operated by Maxicon Singapore. Our revenue from NVOCC vertical, which we classify in our Restated Summary Statements as container line, for the six months ended September 30, 2015 and Fiscal 2015 was ₹ 1,619.79 million and ₹ 3,243.31 million, respectively, constituting 50.01% and 45.27% of our total income for the respective periods.

Our financial results are dependent on the performance of our Subsidiaries and any negative impact on their performance would adversely affect our financial condition and results of operations. On a standalone basis, our Company's revenue is dependent on the ability of our Subsidiaries to pay dividends which may be constrained by applicable corporate laws, regulations and restrictions under borrowing arrangements.

Our Company does not have any investments other than investments in our Subsidiaries and have not made any provision for any decline value of these investments. Any decline in the value of investments made by our Company in our Subsidiaries could have an adverse effect on our business and financial condition.

40. Our international operations may expose us to complex management, foreign currency, legal, tax, labour and economic risks. These risks may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

We operate through our Subsidiaries in Singapore, Hong Kong, Malaysia, Dubai and the United States. As a result of our existing and expanding international operations, we are subject to risks inherent to establishing and conducting operations in international jurisdictions, including:

- cost structures and cultural and language factors associated with managing and coordinating our international operations, including establishing relationships with new customers;
- compliance with a wide range of regulatory requirements, foreign laws, including immigration, labour laws, tax laws where we usually rely on the opinions of experts on such matters, including in relation to transfer pricing norms and applicability of the relevant provisions of double taxation avoidance agreements, but which often involve areas of uncertainty; and
- difficulty in staffing and managing foreign operations and dealing with local and regional management for day-to-day operations ;

The risks stated above and the constantly changing dynamics of international markets could have a material adverse effect on our business, financial condition, results of operations and cash flows.

41. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows and working capital requirements.

Our ability to pay dividends to our shareholders will depend upon our future earnings, financial condition, cash flows, planned capital expenditures and working capital requirements. For fiscal year 2015, our Company paid a dividend of ₹ 2.00 per Equity Share and the amount of dividend declared and paid excluding dividend distribution tax was ₹ 21.48 million. For details, see "*Dividend Policy*" on page 194. We may be unable to pay dividends in the near or medium term, and the future dividend payout will depend on our planned capital expenditures and working capital requirements, financial condition, results of operations and cash flows.

42. While we will not receive any proceeds from the Offer for Sale, one of our Promoters, who is also Selling Shareholders, will receive proceeds from the Offer for Sale.

The Offer comprises of the Fresh Issue and the Offer for Sale by the Selling Shareholders. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders, which include one of our Promoters – Parvataneni Vivek Anand, and our Company will not receive any proceeds from the Offer for Sale. For further details, see "*Objects of the Offer*" on page 90.

External Risks

43. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**") regulates practices having an appreciable adverse effect on competition ("**AAEC**") in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of guests in the relevant market or directly or indirectly results in bid- rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and cash flows.

44. Public companies in India, including our Company, shall be required to prepare financial statements under Indian Accounting Standards. In addition, all income-tax assessees in India, including our Company, will be required to follow the Income Computation and Disclosure Standards.

India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("**IFRS**"). These "IFRS based / synchronised Accounting Standards" are referred to in India as 'Ind AS'. The Ministry of Corporate Affairs, Government of India, has through a notification dated February 16, 2015, set out the Ind AS and the timelines for their implementation. Accordingly our Company is required to prepare their financial statements in accordance with Ind AS from April 1, 2017. Given that Ind AS is different in many respects from Indian GAAP under which our financial statements are currently prepared, our financial statements for the period commencing from April 1, 2017 may not be comparable to our historical financial statements.

There can be no assurance that the adoption of Ind AS will not affect our reported results of operations or cash flows. In addition, our management may also have to divert its time and other resources for the successful and timely implementation of Ind AS. Any failure to successfully adopt Ind AS may have an adverse effect on the trading price of our Equity Shares and/or may lead to regulatory action and other legal consequences. Moreover, our transition to Ind AS reporting may be hampered by increasing competition and increased costs for the relatively small number of Ind AS-experienced accounting personnel available as more Indian companies begin to prepare Ind AS financial statements. Any of these factors relating to the use of Ind AS may adversely affect our financial condition, results of operations and cash flows.

Further, the Ministry of Finance has issued a notification dated March 31, 2015 notifying 10 Income Computation and Disclosure Standards ("**ICDS**"), thereby creating a new framework for the computation of taxable income. The ICDS came into force with effect from April 1, 2015 and shall apply to the assessment year 2016-17 and subsequent assessment years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. For example, where ICDS-based calculations of taxable income differ from Indian GAAP or Ind AS-based concepts, the ICDS-based calculations will have the effect of requiring taxable income to be recognised earlier, higher overall levels of taxation to apply or both. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for Minimum Alternate Tax.

The application and interpretation of the ICDS by assessing authorities may differ substantially from our interpretation, and such variations could lead to additional tax demands. It is also possible that the resultant computation of taxable income based on the ICDS and net income based on our Company's financial statements may be significantly different, and, if they differ, we may be required to recognise taxable income for tax purposes earlier and/or pay higher overall taxes, thus either negatively impacting our effective tax rates, or the amount of taxes paid out relative to the income reported by the relevant accounting standards. This may lead to tax outflows happening in accounting periods earlier relative to the period when these incomes would get reported under the relevant accounting standards.

45. There are no standard valuation methodologies or generally accepted accounting practices or standard of measure of the logistics and related industries.

There are no standard valuation methodologies or generally accepted accounting practices or standard of measure of the logistics and related industries. Consequently, any comparison of our Company with other companies engaged in similar businesses may not provide investors with meaningful information, comparisons or analysis. Current valuations may not be reflective of future valuations within the information technology industries as our business is not meaningfully comparable with businesses in these industries. Our investors may therefore not be able to accurately assess and measure the value of our business factoring in the effectiveness of our services, and our potential for growth.

46. It may not be possible for investors outside India to enforce any judgement obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.

Our Company is incorporated as a public limited company under the laws of India and all our Directors and senior management reside in India. Further, most of our assets, and the assets of our senior management and Directors, are located in India. As a result, it may be difficult to effect service of process outside India, including in the United States, upon us, our senior management and our Directors or to enforce judgments obtained in courts outside India against us or our senior management and Directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India, including without limitation United States federal securities laws.

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 and Hong Kong. The United States has not been declared as a reciprocating territory for the purposes of the Civil Code and thus a judgement of a court outside India may be enforced in India only by a suit and not by proceedings in execution. In order to be enforceable, a judgement from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not include arbitration awards. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgement for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgement in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. The suit must be brought in India within three years from the date of the foreign judgement in the same manner as any other suit filed to enforce a civil liability 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 judgement rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgement in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of the judgement.

47. The occurrence of natural or man-made disasters and other factors that are beyond our control could adversely affect our financial condition, results of operations and cash flows.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism, military actions, civil unrests and other acts of violence or war in India and around the world, could adversely affect our business, financial condition, results of operations and cash flows, including in the following respects:

- A natural or man-made disaster, could result in damage to our assets or losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.
- Pandemic disease, caused by a virus such as H5N1, the "avian flu" virus, the Ebola virus, or H1N1, the "swine flu" virus, could have a severe adverse effect on our business.
- Political tension, civil unrest, riots, acts of violence, situations of war or terrorist activities may result in disruption of services and may potentially lead to an economic recession and/or impact investor confidence.

India has, from time to time, experienced instances of civil unrest and political tensions and hostilities in some parts of the country and among neighbouring countries. Such political and social tensions could create a perception that investment in Indian companies involves higher degrees of risk could have a possible adverse effect on the Indian economy, future financial performance and the trading prices of our Equity Shares.

Further, the Indian economy has sustained periods of high inflation in recent past. Should inflation continue to increase sharply, our profitability and results of operations may be adversely impacted. High rates of inflation may increase our employee costs, decrease the disposable income available to our customers and decrease our operating margins, which may have an adverse effect on our profitability and results of operations.

48. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. In addition, due to possible delays in obtaining requisite approvals, investors in our Equity Shares may be prevented from realising gains during periods of price increase or limiting losses during periods of price decline. Please see "*Restrictions on Foreign Ownership of Indian Securities*" on page 300.

49. Fluctuations in the exchange rate of the Indian Rupee and other currencies could have a material adverse effect on the value of the Equity Shares, independent of our financial results.

The Equity Shares will be quoted in Indian Rupees on BSE and NSE. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

50. Changing laws, rules and regulations and legal uncertainties in India, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. Please see "*Regulations and Policies*" on page 152 for details of the major laws currently applicable to us in India.

There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition, results of operations and cash flows. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially adversely impact our results of operations and cash flows.

For instance, the government has proposed a comprehensive GST regime that will combine taxes and levies by the central and state governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable. The Finance Act, 2015 received presidential assent, whereby certain changes have been announced in relation to various tax legislations. The changes introduced, include, hike in service tax rates, changes to Cenvat Credit Rules, 2004, changes in excise duty rates and amendments to the Customs Act, 1952 and we cannot predict the impact of the changes introduced in Finance Act, 2015 on the business, financial condition, results of operations and cash flows.

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

The Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the BRLMs through the Book Building Process. This price will be based on numerous factors, as described in section "*Basis for Offer Price*" on page 99 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

52. ***Any future issuance of Equity Shares by us may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares or securities linked to Equity Shares by us 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. No assurance may be given that we will not issue additional Equity Shares.

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

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

54. ***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 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.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a

special resolution by holders of three-fourths of the equity shares voting on such resolution.
However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an 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. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

56. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.

The financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

57. There is no existing market for our Equity Shares, and a market with adequate liquidity may not develop. Our stock price may fluctuate after the Offer and, as a result, you may lose a significant part or all of your investment.

Prior to the Offer, there has been no public market for our Equity Shares. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. In addition, immediately after the Offer, only [●]% of our share capital will be available for trading on the stock exchanges. The trading price of our Equity Shares may fluctuate after the Offer due to a wide variety of factors, including:

- volatility in the Indian and global securities market or in the Indian Rupee’s value relative to the U.S. dollar or the Euro;
- our results of operations, cash flows and performance;
- perceptions about our future performance or the performance of companies in our industry generally;
- performance of our competitors and the perception in the market about investments in our sector;
- significant developments in the regulation of logistics industry in our key markets;
- adverse media reports on our Company or the logistics industry;
- changes in the estimates of our performance or recommendations by financial analysts;
- significant developments in India’s economic liberalisation and deregulation policies; and
- significant developments in India’s fiscal and environmental regulations.

58. Third party statistical and financial data in this Draft Red Herring Prospectus may be incomplete or unreliable.

This Draft Red Herring Prospectus includes information that is derived from an industry report issued in March 2015 prepared by Alvarez & Marsal India Private Limited (“**A&M**”), an independent management consultant, pursuant to an engagement with our Company, (the “**Report**”). The Information derived from the Report is included in the sections “*Summary of Industry*,” “*Summary of Business*,” “*Our Business*” and “*Industry Overview*” on pages 37, 40, 136 and 105, respectively.

Neither our Company, the Selling Shareholders nor any of the BRLMs, nor any other person connected with this Offer has independently verified the information in the Report and make no representation or warranty, express or implied, as to the accuracy or completeness of this information in the Report. A&M has advised that while they have obtained information from the public domain or external sources including various government publications, data provided by international agencies, industry estimates and industry reports (“Information”) and A&M has not performed anything in the nature of an audit and nor have independently verified or checked the Information.

Such Information, as far as possible, generally considered to be reliable, inter alia, they do not guarantee the accuracy, adequacy or completeness and A&M is not responsible for any errors or omissions in the Information or for the results obtained from the use of such Information. The Report highlights certain industry and market data and such data is subject to many assumptions. There are no standard data gathering methodologies in the industries in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that A&M's assumptions are correct or will not change and accordingly our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the Report is not a recommendation to invest / disinvest in our Company. A&M states that they disclaim all responsibility and liability to any third party including subscribers / users / transmitters / distributors in the Offer who uses or relies upon the Report or extracts there from. Prospective investors are advised not to unduly rely on the Report when making their investment decisions.

59. There may be independent press coverage about our Company and the Offer, and we strongly caution the investors not to place reliance on any information contained in such press articles.

There may be independent press coverage about our Company and this Offer without our Company's consent or approval, that may include financial projections, valuations and other forward-looking information, as well as statements that are inconsistent or conflict with the information contained in this Draft Red Herring Prospectus. We do not accept any responsibility for the accuracy or completeness of such press articles, and we make no representation or warranty as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations, forward-looking information, or of any assumptions underlying such projections, valuations, forward-looking information or any statements are inconsistent or conflict with the information contained in this Draft Red Herring Prospectus, included in or referred to by the media. Prospective investors are advised not to unduly rely on such press articles when making their investment decisions.

Prominent Notes:

1. For details of incorporation of our Company, change in name and the Registered Office of our Company, see "*History and Certain Corporate Matters*" on page 155.

2. Offer of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million, consisting of a Fresh Issue of up to [●] Equity Shares aggregating to ₹ 800 million by our Company and an Offer for Sale of up to 6,445,224 Equity Shares by the Selling Shareholders aggregating to ₹ [●] million. The Offer includes a reservation of up to 400,000 Equity Shares aggregating up to ₹ [●] million for Eligible Employees in the Employee Reservation Portion. The Offer and the Net Offer would constitute up to [●]% and up to [●]%, respectively, of the post- Offer paid-up Equity Share Capital of our Company.

3. As of September 30, 2015, our Company's net worth (excluding revaluation reserve) was ₹ 611.16 million as per the Restated Consolidated Summary Statements and ₹ 369.90 million as per the Restated Standalone Summary Statements. As of March 31, 2015, our Company's net worth (excluding revaluation reserve) was ₹ 563.26 million as per the Restated Consolidated Summary Statements and ₹ 368.13 million as per the Restated Standalone Summary Statements.

4. As of September 30, 2015, the net asset value per Equity Share was ₹ 56.89 as per the Restated Consolidated Summary Statements and ₹ 34.43 as per the Restated Standalone Summary Statements. As of March 31, 2015, the net asset value per Equity Share was ₹ 52.43 as per the Restated Consolidated Summary Statements and ₹ 34.27 as per the Restated Standalone Summary Statements.

5. The average cost of acquisition of Equity Shares by our Promoters is as follows:

Name of the Promoter	Average cost of acquisition per Equity Shares (in ₹)
Capt. Parvataneni Venkata Krishna Mohan	1.75
Parvataneni Sarat Kumar	1.73
Parvataneni Vivek Anand	1.80

For further details, see "*Capital Structure - Build-up of Promoter's Shareholding, Promoter's contribution and Lock-in* on page 75.

6. For details of related party transactions entered into by our Company during the last fiscal year, the nature of transactions and the cumulative value of transactions, see "*Related Party Transactions*" on page 193.

7. Our Group Company has no interest in our Company or in our business. For further details, see "*Group Companies*" on page 191.

8. There has been no financing arrangement whereby our Promoter Group, the Directors or their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

9. There have been no changes to our name in the three years prior to the filing of this Draft Red Herring Prospectus. Our Company was incorporated as Seaways Shipping Services Private Limited on December 1, 1989, at Hyderabad, Andhra Pradesh (now Telangana) (the "**RoC**"), as a private limited company under the Companies Act, 1956. Our Company became a deemed public company under the Companies Act, 1956 with effect from February 24, 1995 and the term 'Private' was deleted from the name of our Company. The name of our Company was changed from Seaways Shipping Services Limited to Seaways Shipping Limited and a fresh certificate of incorporation dated October 12, 1995 consequent on change of name was issued by the RoC.. Thereafter, our Company was converted into a public limited company and a fresh certificate of incorporation dated October 16, 1995 consequent upon conversion under Section 31/44 of the Companies Act, 1956 was issued by the RoC. The name of our Company was changed from Seaways Shipping Limited to Seaways Shipping and Logistics Limited and a fresh certificate of incorporation dated June 17, 2010 consequent upon change of name was issued by the RoC. For details of changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page155.

10. Any clarification or information relating to the Offer shall be made available by the BRLMs and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact any of the BRLMs who have submitted the due diligence certificate to SEBI for any complaints pertaining to the Offer.

11. All grievances may be addressed to the Registrar to the Offer, with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Broker Centres, or the Collecting DP if the Bid was submitted to a Collecting DP at any of the Designated CDP Locations or the Collecting RTA if the Bid was submitted to a Collecting RTA at any of the Designated RTA Locations as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum- Application Form, name and address of the member of the Syndicate or the Designated Branch, the Registered Broker, Collecting DP or the Collecting RTA as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked. All grievances relating to Bids submitted through the Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar.

    For further information regarding grievances in relation to the Offer, see "*General Information*" on page 61.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

Overview of the Indian Economy

India has witnessed strong growth of 7.3% in Fiscal 2015. India is the eighth largest economy, with real GDP estimated at ~USD 1,600 billion. GDP growth was strong between FY 2005 and FY 2011, at over 8%. Going forward, India is expected to be the fastest growing major developing economy, with GDP growth forecasted at 7.3% - 8% from 2015 to 2018. While services account for the largest share of Indian economy (~53% of Indian gross value added at factor cost in Fiscal 2015) the share of industry (which includes mining and quarrying, electricity, gas and water supply, and construction) has grown from ~28% in 2010 to ~31% in 2015. Going forward, Indian manufacturing is expected to grow faster (real growth) than in the past few years as seen by the significantly higher growth in Fiscal 2016 (9.5%) compared to Fiscal 2015 (5.5%). Government initiatives like 'Make in India', factors like FDI investments in Indian manufacturing, lower global commodity prices and narrowing gap of manufacturing costs between India and China are expected to drive this growth.

Trade Trend and Outlook

Over the next few years, the IMF has projected Indian trade volumes to grow at ~7 - ~8%. The following factors are expected to drive this growth in merchandise trade:

- Growth in Indian economy at 7.3% – 8%;
- Improvement in trade to GDP ratio for India on back of government initiatives such as Indian Foreign Trade Promotion Policy for 2015-2020, 'Make in India' and favorable FDI policies;
- Investments by multi-national companies in sectors such as automotive, pharmaceuticals, core infrastructure and consumer goods to develop India into a global manufacturing hub;
- Narrowing gap between manufacturing costs between India and China resulting in the growth of India as a preferred location for global manufacturing; and
- Signing and negotiation of various trade agreements between India and other countries/trade blocs.

Quality and cost of logistics services and infrastructure play an important role in determining the competitiveness of trade for a country. The logistics industry in India has played a crucial role in the growth of trade through Indian ports and airports. Growth in manufacturing and trade is expected to result in increased need for logistics services in the country.

Indian Logistics Industry

The Indian logistics industry is estimated at USD 130 – 140 billion in FY 2015. In absolute terms, Indian logistics expenditure is ~6.5% - ~7% of the GDP, which is higher than that of USA (~5% - ~6% of the GDP), but lower than that of China (~11% - ~12%). However, when indexed by geographic area of the country and share of agriculture/manufacturing to the GDP, logistics in India is around two times less efficient than that of China and USA. Attractive opportunities have emerged for private organised logistics service providers which have the potential to effectively address these inefficiencies.

The logistics market has grown at ~14% between FY 2010 and FY 2015. The industry growth is expected to continue with the growth trajectory on the back of strong demand and supply side drivers. Key factors contributing to the future growth include growth of the Indian economy, increasing urbanisation, increasing consumerism due to higher per capita incomes, favourable regulatory changes, incentives from the government for infrastructure investment and higher levels of outsourcing of logistics activities. On the back of these drivers, organised private logistics companies are expected to grow faster than the market. Some of the key drivers in the Indian logistics industry are:

- Growth in the underlying economy;
- Dispersal;
- Evolving customer requirements;
- Regulatory drivers; and

- Increased scale of logistics service providers.

NVOCC Market

World over, the container trade is managed through a hub and spoke model. Large sized vessels ply between high volume hubs, with feeder vessels connecting the hubs with the other ports. NVOCCs act as an extension of shipping line and issue a 'bill of lading' to customers. NVOCCs operate in trade lanes with lower coverage from shipping lines and can offer better transit time and lower freight rates compared to the shipping lines on specific relatively low trade lanes. To shipping lines, NVOCCs are relevant as they consolidate freight from less feasible lanes and feed in to the main routes of the shipping lines (with committed slots) leading to improved utilisation. Typically, NVOCCs operate in two distinct models *viz*.: (i) Full container load focussed NVOCC; and (ii) Less than container load focussed NVOCC. The critical success factors for NVOCC business are as follows:

- Control;
- Network design;
- Key accounts; and
- Partnership.

Freight Forwarding Market

The freight forwarding market in India is dependent on EXIM volumes, with air and ocean as modes of transport. The freight forwarding market is estimated to be ~ ₹ 700 billion (air and container) in 2014 – 2015, and is expected to grow 8% - 10% over the next two to three years as per industry estimates. Air accounts for around half of this market. They key growth drivers for freight forwarding market are as follows:

- Overall volume growth of the container and air freight volumes;
- Growth in revenues from ancillary support services like documentation and transportation; and
- Export growth from small and medium enterprises.

The critical success factors for the freight forwarding business are as follows:

- Network;
- Scale of operations;
- Tie-ups;
- Business mix; and
- Systems and processes.

Other Logistics Businesses

Bulk – Stevedoring

Ports in India handled ~889 million tonnes of bulk cargo in FY 2014 – 2015, up from ~730 – ~740 million tonnes handled in FY 2009 – 2010. As per the 'India Transport Report – Moving India to 2032 for National Transport Development Policy Committee', the next few years are expected to witness a strong growth of ~6%. Major ports account for ~52% of total bulk volumes in India. Gujarat accounts for over 45% of total bulk volumes handled while Maharashtra, Tamil Nadu, and Andhra Pradesh account for a further ~35% to ~40% of the total bulk volumes collectively. A large part of the overall bulk volumes is liquid bulk, which includes petroleum, edible oil, etc. The need of a stevedore for handling liquid bulk is limited. Stevedores are typically required for handling dry bulk and break bulk at various ports. The key drivers for bulk cargo trade are as follows:

- Coal;
- Fertilisers;
- Iron-ore; and
- Grain.

The critical success factors for stevedoring business are as follows:

- Cargo handling;
- Experience in equipment and manpower contracting;

- Local presence at port locations; and
- Understanding of port specific business/regulations.

EXIM-based Warehousing

Overall potential for EXIM led warehousing in India for container traffic and international air-borne cargo is expected to grow from ~0.65 million square metres to ~0.90 million square metres in the next five years. The key value propositions for the customers of EXIM based warehousing are as follows:

- Operational;
- Tax benefits;
- Vendor managed inventory; and
- Value added services.

Free Trade and Warehousing Zones

The Government of India has developed the FTWZ concept under the Special Economic Zones Act, 2005 and the rules thereunder. FTWZs provide supporting infrastructure such as specialised warehousing and handling, transportation equipment, clearance offices for export and import, commercial office space, and related utilities within international trading hubs. There are currently three operational FTWZs in India with multiple unit holders operating from these FTWZs. These unit holders are *inter alia* given the benefit of procuring warehousing services in duty free zones for periods of up to five years. This benefit enables consignors/consignees to park their goods at warehouses without any duty for further movement at a later date, or for further assembling, bundling, bottling, grouping, labelling, and packaging.

Turnkey Logistics

Turnkey/project logistics involves handling of over-dimensional/overweight cargo. Turnkey logistics on the EXIM front typically involves a complete integrated end-to-end logistics service between the port and the project site. Services provided include documentation (including registration with relevant Customs Authority, customs clearance, requisite permissions for inland transportation), liaising with carriers, route planning, transportation and handling, equipment hiring, managing port storage and arranging for construction of required civil works. This service is relevant for customers from industries such as energy (thermal, wind, hydro), oil and gas, mining, ports, railways (including urban metros), steel and cement plants.

The critical success factors for providing turnkey logistics services in India include strong experience in project handling, strong understanding of local transportation modes, experience in equipment and manpower contracting, understanding of port specific business practices/regulations and conducting route/hydrographic surveys. Given the complexity of operations and capability requirements, this segment is not very crowded and has few service providers capable of managing service requirements of clients.

SUMMARY OF OUR BUSINESS

The information in this section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company" and "Financial Statements" on pages 17,202 and 195, respectively.

Our Company is one of the largest integrated logistics service and solutions providers in India. We offer complete range of logistics services across the globe. We broadly categorise our services into i) non-vessel operating common carrier ("**NVOCC**"); ii) ocean and air freight forwarding ("**Freight Forwarding**"); iii) bulk cargo handling ("**Bulk Cargo**"); iv) turnkey and integrated logistics solutions ("**Turnkey Projects**") and free trade warehousing zone services ("**FTWZ Services**"); and v) offshore logistics services ("**Offshore Services**").

In the course of providing the aforesaid services, we also provide services that include container handling, clearing and forwarding, line activities, stevedoring, vessel agency, customs house agency, liner agency, chartering and brokerage, warehousing, distribution and supply chain management, feeder vessel services, port and terminal operations, container freight station operations, and marine surveys and consultancy. We operate an asset light business model and outsource our infrastructure requirements to third parties.

In Fiscal 2015, our NVOCC, Freight Forwarding (FCL) Freight Forwarding (Air) and Bulk Cargo verticals handled 135,797 Throughput TEUs, 102,266 TEUs, 586,410 KGs, and 3,428,308 MTS, respectively. Our Company has achieved 100,000 TEUs volume of business in its Freight Forwarding vertical during the last two Fiscals. As of February 29, 2016, we have operations in 30 locations in India with 45 offices for our different business verticals. We also have direct operations in Singapore, Malaysia, UAE, Hong Kong, Bahrain and USA, through our subsidiaries, joint venture or branch offices. Additionally, we have presence in 95 countries through our strategic partners. Our strategic partners include i) Freight Organization of Related Cargo Experts ("**FORCE**") network, which is a global network of independent companies operating freight and logistics services by air, sea and land, ii) Global Projects Logistics Network ("**GPLN**"), which is a professional projects logistics network of independent companies specializing in international projects movements by air, sea and land, including oversized, out-of-gauge and heavy lift cargo, iii) International Federation of Freight Forwarders Associations and, iv) Federation of Freight Forwarders Association of India. We became a member of GPLN in the year 2015 to get global coverage for our Turnkey Projects vertical. We are the sole member organisation of FORCE from India. Business arrangements with our strategic partners enable us to provide our services in jurisdictions where we do not operate directly. Our strategic partnerships also help us in acquiring new business opportunities in India through partners who do not have direct operations in India.

We provide complete integrated end to end logistics services across the globe. We believe that our wide network of transportation and distribution model helps us to deliver our solutions to a large addressable market across a broad geographic spectrum. We operate in all major ports in India as well as private ports such as Mundra, Krishnapatnam, Gangavaram, Kakinada, Pipavav, Hazira, Dahej and Dhamra. As at February 29, 2016, we have provided logistics services across 130 countries. Our network in various jurisdiction allows us to maintain connectivity with customers in different geographies, leveraging our outreach and capabilities. Our complete integrated end to end logistic services provides our customers with a preferable option of single-window solutions thereby negating the need to approach multiple service providers at different levels in the chain of logistics services. Further, our integrated service model provides us with greater business opportunities from our customers involving wide range of services, contributing to our revenue and profitability. We also benefit from our long-standing relationship with our key customers such as Jindal Stainless Limited, Jindal Steel and Power Limited, IIC Container Line Pte Ltd, Primefreight & Forwarding Service Sdn Bhd, The Shipping Corporation of India Limited, NCC Limited, Tata Projects Limited, Delhi Textile Traders and Worldwide CommTrade Private Limited.

Our Company was incorporated in 1989. Our Promoters are Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand, who have significant experience in the logistics sector. Our Company had initially commenced its business in bulk cargo logistics. Over the period of 26 years, our Company has expanded its business to provide integrated logistics services. In 2008, IDFC PE invested in our Company and holds 24% of share capital of our Company as of the date of this Draft Red Herring Prospectus. We have 10 Subsidiaries, out of which eight are overseas Subsidiaries. We have also entered into a joint venture agreement and incorporated a joint venture entity in USA. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 163. As of February 29, 2016 we had 793 permanent employees across the globe. We also engage labourers on contractual basis from relevant authorities at the ports and ICDs, where we operate.

For the six months period ended September 30, 2015, on a restated consolidated basis, we generated a total income of ₹ 3,239.23 million, EBITDA from continuing operations of ₹ 170.26 million and PAT from continuing operations of ₹ 45.82 million. For the fiscal year ended March 31, 2015, on a restated consolidated basis, we generated a total income of ₹ 7,164.84 million, EBITDA from continuing operations of ₹ 511.02 million and PAT from continuing operations of ₹ 292.47 million. For the five fiscal years ended March 31, 2015, on a restated consolidated basis, our total income and EBITDA from continuing operations grew at a CAGR of 9.02% and 36.30%, respectively.

Strengths

We believe we are well-positioned to capture market opportunities and to benefit from the expected growth in the sector through our competitive strengths, which principally include the following:

One of the largest integrated logistics service providers in India

Our Company is one of the largest integrated logistics service providers in India. We offer complete range of logistics services across the globe. As of February 29, 2016, we have operations in 30 locations in India with 45 offices for our different business verticals. We operate in all major ports in India as well as private ports such as Mundra, Krishnapatnam, Gangavaram, Kakinada, Pipavav, Hazira, Dahej and Dhamra.

Our NVOCC vertical handled 135,797 Throughput TEUs, 128,891 Throughput TEUs and 69,577 Throughput TEUs during the Fiscals 2015, 2014 and six months ended September 30, 2015, respectively. Our Freight Forwarding (FCL) vertical handled 102,266 TEUs, 100,307 TEUs and 54,192 TEUs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively. Our Freight Forwarding (Air) vertical handled 586,410 KGs, 552,397 KGs, and 316,882 KGs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively. Our Bulk Cargo vertical handled 3,428,308 MTS, 3.221,685 MTS, and 1,192,972 MTS during Fiscals 2015, 2014, and the six months ended September 2015 respectively. Our Turnkey Projects vertical handled 976 TEUs and 53,636 MTS of cargo in the Fiscal 2015. For the Fiscal 2014, the Turnkey Projects vertical handled 1,038 TEUs and 7,079 MTS of cargo. For the six months ended September 30, 2015, the Turnkey Projects vertical handled 662 TEUs and 797 MTS of cargo. In our Offshore vertical, we operated 300 tugs, 307 tugs and 140 tugs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively. We believe that the volume in which we operate and our ability to deal in high volumes, sets us apart from many other logistics service providers in India.

We provide integrated end-to-end logistics services across the globe. Our services cover the entire cargo transportation process which includes pick-up of cargo from the origination location, transportation through the most cost effective and timely channels (which could be a mix of land, ocean or air) and finally delivery of the cargo at the destination. In the said process, we also provide various ancillary services such as container handling, clearing and forwarding, stevedoring, customs house agency, warehousing, distribution and supply chain management, container freight station operations etc. Our integrated services and solutions enable our customer with a preferable single-window solution thereby negating the need to approach multiple service providers at different levels in the chain of logistics services. Further, our integrated service model provides us with greater business opportunities from our customers involving wide range of services, contributing to our revenue and profitability.

Strong and expanding network across the globe

We also have direct operations in Singapore, Malaysia, UAE, Hong Kong, Bahrain and USA, through our subsidiaries, joint venture or branch offices. Additionally, we have presence in 95 countries through our strategic partners. Our strategic partners include i) Freight Organization of Related Cargo Experts ("**FORCE**") network, which is a global network of independent companies operating freight and logistics services by air, sea and land, ii) Global Projects Logistics Network ("**GPLN**"), which is a professional projects logistics network of independent companies specializing in international projects movements by air, sea and land, including oversized, out-of-gauge and heavy lift cargo, iii) International Federation of Freight Forwarders Associations and, iv) Federation of Freight Forwarders Association of India. We became a member of GPLN in the year 2015 to get global coverage for our Turnkey Projects vertical. We are the sole member organisation of FORCE from India. Business arrangements with our strategic partners enable us to provide our services in jurisdictions where we do not operate directly. Our strategic partnerships also help us in acquiring new business opportunities in India through partners who do not have direct operations in India. Presently, in our Freight Forwarding vertical, we operate in 40 locations across the globe, either through our branches or through third party agent offices. Our Freight Forwarding agents who are governed under the FORCE charter, work on an exclusive basis with us. We have our NVOCC operations in

73 locations across Asia, either through our own branches or through third party agents to book cargo from shippers. We have presence in all major ports across Asia including Singapore, Port Klang and Jebel Ali. We operate in key trade lanes such as India – China, India – UAE, Singapore – Malaysia, India – Bangladesh, Malaysia – Bangladesh, India – Middle East, India – Indonesia. We believe that our wide and extensive network and presence in multiple jurisdictions, either through our direct presence or through agents, enables us to have greater access to customers and deliver our solutions to a larger addressable market across a broad geographic spectrum, contributing to our volume of services, revenue and profitability.

Strong and long standing relationships with customers and constituents of logistics value chain

Our Company has a broad base of customers across different industries including many renowned domestic and multinational companies, engaged in business in different regions of the world. Each of our business verticals have a well diversified customer set which includes large Indian corporate groups and multi-national companies such as Jindal Stainless Limited, Jindal Steel & Power Limited, IIC Container Line (S), Primefreight & Forwarding Service Sdn Bhd, The Shipping Corporation of India Limited, NCC Limited, Tata Projects Limited, Delhi Textile Traders and Worldwide Commrade Private Limited, with whom we have long standing relationships. We also have long standing relationships with our agents, strategic partners and third party service providers from whom we outsource certain services, such as carriage, transportation, equipment leasing and warehousing. Our relationship with agents, strategic partners and third party service providers help us in effective and efficient logistics operations and timely delivery of consignments. It also enables us to outsource certain asset intensive service at low costs from third party service providers on account of our long standing relationships and as a result of our large volume visibility, paving the way for better negotiation and competitive price offerings. These benefits eventually flow back to our customers. Consequently, we are able to offer our services to our customers at competitive rates, which helps in retaining them in future for more business opportunities and help them reduce their logistics cost. We expect to continue to effectively provide our logistics services to our existing customers by offering competitive rates and integrated solutions. Our Company believes that our wide network of operations and our wide range of services are key to attracting wider customer base.

Our relationships with our customers provides us with an opportunity to cross sell multiple services from our various business vertical to them. We also believe that our longstanding relationship with our customers and our cost competitiveness provide us with a significant advantage to effectively compete with other logistics service providers in the market.

Asset light business model

Our Company operates on an asset light model. Most of our equipment and other movable infrastructure are outsourced from third parties on a need-based basis. We have strategic business arrangements with various third parties for procuring equipment and other infrastructural needs on hire at competitive rates. Our asset light model enables us to incur cost on equipment and other infrastructural needs on actual basis, reducing our capital asset investment. Our asset light model provides flexibility in our business operations in terms of - i) incurring cost for equipment and infrastructure only in accordance with the business requirements; ii) ability to choose the best available option or better alternative in relation to equipment and infrastructure; and iii) choosing the vendor and best rate for the equipment and infrastructure that we outsource. Further, due to lower asset base, the maintenance cost for the same is substantially low. Since we operate in large volumes, our business model helps us in negotiating the rates with vendors, including freight rates, benefit of which we pass on to our customers.

System and process driven business operations with strong governance standards, backed by a private equity fund

Our Company has been and remain committed to maintaining good corporate governance standards. Since 2008, our Company has engaged reputed accounting firms with relevant experiences as its statutory auditors. Our Company has also appointed independent director on our Board of Directors in 2011 and continues to have independent directors on the present Board. Further, we have constituted committees such as audit committee, nomination and remuneration committee and corporate social responsibility committee, in line with good governance norms. In Fiscal 2009, IDFC PE, a private equity investor, known for its investments across various sectors, invested in our Company and owns a 24% stake in our Company as of the date of this Draft Red Herring Prospectus.

Further, our Company has put in place various operational systems such as monthly reporting systems, which is reviewed by the operations review committee, a sub-committee of the Board of our Company, creating effectiveness and efficiency in business operations of the Company. Our operational reporting systems as well as several other good governance practices have helped us in being professionally managed with greater emphasis on stakeholders' interest.

Experience and qualified management team

We are led by a dedicated senior management team with several years of experience in the logistics industry. We believe our senior management team is able to leverage our market position with their collective experience and knowledge in the logistics industry, to execute our business strategies and drive our future growth.

Our Promoters, Capt. Parvataneni Venkata Krishna Mohan, who serves as Chairman and Managing Director, Parvataneni Sarat Kumar and Parvataneni Vivek Anand, who serve as Directors, have significant experience in the shipping and logistics industry, in which we operate. In addition, we believe the strength and entrepreneurial vision of our Promoters and senior management has been instrumental in driving our growth and implementing our strategies. Our Chairman and Managing Director has held the position of Chairman, National Shipping Board, Ministry of Shipping, Government of India. He is currently a member of the Nautical Institute and International Maritime Association, England. In addition, we have an experienced and qualified team of employees. Our Company has a vertical structure and each of the business verticals are headed by separate chief executive officers, who have both sailing and operational experience in the sector we operate in and have been associated with our Company for several years ranging from five years to more than 15 years.

Our personnel policies are aimed towards recruiting qualified and talented individuals, facilitating their integration into our Company, providing a conducive work environment, and promoting the development of their skills, including through in-house and external training programmes. For details, see "*Management*" on page 170. Our Whole Time Directors and most of our senior management have in-depth understanding and knowledge of the demands of international and domestic customers in the logistics industry.

Our Strategies

Expansion in different geographies

Our Company intends to capitalise on the market growth and strengthen our presence in integrated logistics across various jurisdictions. We have offices in Singapore, Malaysia, Hong Kong and USA for our freight forwarding business and intend to expand it to other locations in Asia and Africa on account of expected business opportunity.

Our NVOCC operations in various jurisdictions are initially undertaken through agents and gradually, we establish our own offices once our operations attain scale in such jurisdictions. As on the date of this Draft Red Herring Prospectus, we operate our NVOCC business through own branches or agents in 73 locations. Out of these locations, we intend to have our own offices in South East Asia and the Far East on account of us attaining the desired scale. This will reduce our reliance on third parties in those jurisdictions and improve our profit margins.

In respect of our Turnkey Projects vertical, we have already executed door delivery project shipments to many countries of Africa such as Algeria, Kenya, Nigeria, Zambia, Zimbabwe, Mozambique and Ethiopia. We intend to set up own offices in Zambia and Tanzania to monitor and effectively promote and market our present business. We also intend to expand to our Turnkey Projects vertical to other African countries in the future.

Further, we intend to expand our FTWZ business nationally to locations such as Mumbai, Visakhapatnam, Mundra, Ennore and Khurja. We currently operate our FTWZ business in Sriperumbudur, Tamil Nadu. We intend to expand our Offshore Services to regions where oil companies operate in India on high seas.

We believe expansion plans in our NVOCC, Freight Forwarding, Turnkey Projects and FTWZ business will allow us to serve our existing and/or new customers better by providing integrated logistics services across different locations. Our expansion to various jurisdictions where we currently do not have direct presence will reduce our dependence on agents in such jurisdiction and reduce our cost of operations. By pursuing these expansion efforts, we intend to achieve a larger network scale, create synergies to generate higher revenue and enhance operational efficiency.

In line with our strategy to expand the business of our Company, certain infrastructural requirements are pertinent. Accordingly, in our effort to expand our business and strengthen our abilities, we propose to deploy certain amount of the Net Proceeds towards funding our capital expenditure. For details, see "*Objects of the Offer*" on page 90.

Expand customer base and value added services with a focus on improving profitability

The logistics industry in India is a highly competitive and fragmented industry and we intend to continue to focus on improving our operational efficiency and quality of service. We intend to capitalise on the fragmented market to increase our market share and expand our services to new customers.

We aim to enhance our NVOCC business by investing in our infrastructure, which will increase our container handling capacity by approximately 20,000 Throughput TEUs per annum and allow us to capture the expected increase in cargo volumes regions like Indonesia, Vietnam and Thailand. As on February 29, 2016, we operate 16,214 containers for our NVOCC business and intend to procure another 2,000 new containers for our NVOCC business. It is our Company's constant endeavour to upgrade its container fleet by replacing old containers with new ones in order to enable higher load-bearing capacity. Our Company plans to increase the competitiveness of our NVOCC vertical's business by investing in good quality containers to replace leased and old containers. Our old and leased containers are prone to regular repair and maintenance cost along with reduced load bearing capacity. New containers with their increased load bearing capacity and reduced operational cost will help us cater to a wider range of customers and industries. Our Company also intends to invest in certain equipment and infrastructural requirements in different business verticals. For further details, see "*Objects of the Offer*" on page 90.

In our Freight Forwarding vertical, we intend to expand the value added services at the port to provide end to end logistic solutions. We intend to focus more on imports which involve several value added services post shipment of consignment to the port. Further, our Company intends to focus on high value added services in freight, such as warehousing. In Bulk Cargo vertical, we intend to increase our client base by offering competitive rates and by improving efficiency through minimising handling loss and delivering on time. We believe that this would be partially achieved by our proposed deployment of certain amount of Net Proceeds towards purchase of certain equipment in the Bulk Cargo vertical, which could be operated in multi-purpose ways. For further details, see "*Objects of the Offer*" on page 90. Our Company also intends to focus on turnkey projects that have high logistic requirements and business margins. In our endeavour to increase volume of our business, we are also focused on expanding to different geographies, as explained in "*Our Business – Our Strategies - Expansion in different geographies*" on page 139.

Further, our Company has various sales and marketing strategies and procedures in place under each of our business verticals to ensure continuous flow of business. For details, see "*Our Business – Sales and Marketing*" on page 149.

We also continue to implement strict cost control measures in order to achieve the lowest cost base and enhance the overall competitiveness. These cost control measures include: i) strengthening yield management and client management throughout the Company's operations, ii) maximising the benefits of economies of scale through integrated services, iii) enhancing operational management, to improve efficiency and lower administrative expenses, and iv) improving profit management and analysis, focusing on expansion in target high margin markets and regions identified through constant customer and project evaluation.

Focus on cargo diversification

In the freight forwarding vertical, we handle various type of cargo including agri-products, manufacturing products, paper, seafood, food products, steel coils, steel billets, steel plates, aluminium ingots, ferro alloys, chemicals pharmaceuticals, electrical, electronic engineering goods, etc. We also handle all types of bulk cargo including coal, iron ore, fertilizers, chemicals (dry & wet), cement clinker, lime stone, etc. We intend to expand our cargo portfolio by handling cargo such as pharmaceuticals, textiles, consumer durables and consumer goods. We also intend to handle power project cargo such as insulators, towers, transmission cables, transformers, turbines, generators etc. We expect increased business from sectors dealing with the aforesaid goods, in the future. Diversifying our cargo business to different types of goods will enable us to cater new markets and increase volume of business which in turn will contribute to increased revenue and profitability.

Leverage existing customer base and add new customers

We operate in a highly competitive and fragmented industry and believe that quality customer service is a key differentiating factor in winning orders and growing our business. We intend to continue to improve our operational efficiency and customer service quality. We intend to expand our services to our existing customers by providing high value added services. We also intend to explore oppurtunities to expand the reach of our services to different geographies new customers including an online business model. Our expansion to new markets will also help us serve our existing customers in different jurisdictions, increasing our cargo volume.

SUMMARY FINANCIAL INFORMATION

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in millions)

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	107.42	107.42	107.42	107.42	107.42	107.42
Reserves and surplus	503.74	455.84	190.73	19.67	148.18	832.15
	611.16	**563.26**	**298.15**	**127.09**	**255.60**	**939.57**
Minority interest	6.97	5.31	5.22	4.36	3.24	2.92
Non-current liabilities						
Long-term borrowings	508.79	506.94	425.15	341.65	535.98	125.91
Long-term provisions	35.84	30.49	25.27	25.38	18.40	15.73
Deferred tax liabilities, net	0.22	0.25	0.29	0.34	0.30	0.11
	544.85	**537.68**	**450.71**	**367.37**	**554.68**	**141.75**
Current liabilities						
Short-term borrowings	417.72	378.32	257.14	288.79	249.25	176.77
Trade payables	678.45	922.02	626.06	604.44	364.07	344.43
Other current liabilities	467.43	411.62	342.55	301.72	387.56	1,134.10
Short-term provisions	37.64	37.23	10.08	4.73	5.34	4.71
	1,601.24	**1,749.19**	**1,235.83**	**1,199.68**	**1,006.22**	**1,660.01**
TOTAL	**2,764.22**	**2,855.44**	**1,989.91**	**1,698.50**	**1,819.74**	**2,744.25**
ASSETS						
Non-current assets						
Fixed assets						
Tangible assets	1,283.74	1,193.51	844.13	734.53	1,106.54	1,653.77
Intangible assets	5.70	6.78	2.81	3.80	4.98	3.98
	1,289.44	**1,200.29**	**846.94**	**738.33**	**1,111.52**	**1,657.75**
Non-current investments	-	-	-	-	-	-
Deferred tax assets, net	1.79	4.24	1.30	0.32	0.12	-
Long-term loans and advances	217.51	174.14	155.14	144.20	74.75	57.94
Other non-current assets	1.07	1.52	5.73	9.88	16.59	10.66
	220.37	**179.90**	**162.17**	**154.40**	**91.46**	**68.60**
Current assets						
Inventories	-	-	-	-	26.69	38.57
Trade receivables	860.91	985.51	596.99	591.04	274.95	388.72
Cash and bank balances	189.10	256.48	198.52	111.23	104.11	380.48
Short-term loans and advances	170.62	186.37	136.19	93.79	195.68	184.05
Other current assets	33.78	46.89	49.10	9.71	15.33	26.08
	1,254.41	**1,475.25**	**980.80**	**805.77**	**616.76**	**1,017.90**
TOTAL	**2,764.22**	**2,855.44**	**1,989.91**	**1,698.50**	**1,819.74**	**2,744.25**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFITS AND LOSSES

(₹ in millions)

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Income						
Revenue from operations	3,232.20	7,150.36	6,936.41	6,100.88	5,404.51	5,031.75
Other income	7.03	14.48	21.62	42.64	25.27	39.41
Total income	**3,239.23**	**7,164.84**	**6,958.03**	**6,143.52**	**5,429.78**	**5,071.16**
Expenses						
Cost of services	2,651.93	5,872.51	5,936.26	5,298.77	4,920.09	4,556.20
Employee benefits expense	241.08	415.30	355.34	305.83	264.15	195.23
Finance costs	65.39	108.26	98.98	125.31	144.55	128.52
Depreciation and amortisation	50.39	79.14	77.85	99.05	170.07	164.11
Other expenses	175.96	366.01	307.79	246.44	199.07	171.68
Total expenses	**3,184.75**	**6,841.22**	**6,776.22**	**6,075.40**	**5,697.93**	**5,215.74**
Profit / (loss) before exceptional item and tax	**54.48**	**323.62**	**181.81**	**68.12**	**(268.15)**	**(144.58)**
Exceptional item	-	-	-	465.42	418.02	-
Profit / (loss) before tax, as restated	**54.48**	**323.62**	**181.81**	**(397.30)**	**(686.17)**	**(144.58)**
Profit before tax from continuing operations	54.48	323.62	181.81	219.78	2.68	(54.07)
Income tax expense of continuing operations						
- Current tax expense	6.07	34.12	4.69	1.74	0.75	(0.05)
- Deferred tax (benefit)/ expense	2.59	(2.97)	(0.98)	(0.18)	0.04	-
Profit after tax from continuing operations (A)	**45.82**	**292.47**	**178.10**	**218.22**	**1.89**	**(54.02)**
Loss before tax from discontinuing operations	-	-	-	(617.08)	(688.85)	(90.51)
Income tax expense of discontinuing operations						
- Current tax expense	-	-	-	-	-	-
- Deferred tax expense/ (benefit)	-	-	-	-	-	-
Loss after tax from discontinuing operations (B)	**-**	**-**	**-**	**(617.08)**	**(688.85)**	**(90.51)**
Profit/ (loss) before minority interest (A+B)	**45.82**	**292.47**	**178.10**	**(398.86)**	**(686.96)**	**(144.53)**
Minority interest	0.38	0.32	0.49	0.87	(0.12)	1.88
Profit/ (loss) after minority interest, as restated	**45.44**	**292.15**	**177.61**	**(399.73)**	**(686.84)**	**(146.41)**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASHFLOWS

(₹ in millions)

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Cash flows from operating activities						
Profit / (loss) before tax, as restated	54.48	323.62	181.81	(397.30)	(686.17)	(144.58)
Adjustments for:						
Exceptional items	-	-	-	465.42	418.02	-
Depreciation and amortisation	50.39	79.14	77.85	99.05	170.07	164.11
(Profit)/ loss on sale of fixed assets, net	(2.32)	(2.14)	2.65	(16.41)	(11.08)	1.85
Finance costs	65.39	108.26	98.98	125.31	144.55	128.52
Interest income	(0.85)	(2.01)	(6.01)	(6.78)	(8.07)	(21.52)
Provision for diminution in value of investment	-	0.20	-	-	-	-
Unrealised foreign exchange differences, net	(3.81)	10.42	(4.79)	(8.25)	3.53	(6.24)
Operating profit / (loss) before working capital changes	**163.28**	**517.49**	**350.49**	**261.04**	**30.85**	**122.14**
(Increase)/decrease in inventories	-	-	-	26.69	11.88	4.93
(Increase)/decrease in trade receivables	125.21	(392.16)	(7.20)	(316.66)	103.38	276.20
(Increase)/decrease in long-term and short-term loans and advances	6.75	(56.15)	(81.46)	28.35	(17.18)	(7.71)
(Increase)/decrease in other non-current assets and other current assets	12.81	4.80	(39.71)	4.16	(5.11)	1.29
Increase/(decrease) in trade payables	(243.57)	295.09	21.89	240.36	19.64	(417.52)
Increase/(decrease) in other current and non-current liabilities	50.54	(74.93)	35.41	(137.93)	48.67	154.22
Increase/(decrease) in long-term and short-term provisions	5.38	4.71	2.23	6.36	3.98	(0.11)
Cash generated from/ (used in) operations	**120.40**	**298.85**	**281.65**	**112.37**	**196.11**	**133.44**
Income taxes refund/ (paid), net	(29.98)	(19.49)	26.35	2.46	(12.68)	(8.07)
Net cash provided by/ (used in) operating activities	**90.42**	**279.36**	**308.00**	**114.83**	**183.43**	**125.37**
Cash flows from investing activities						
Purchase of fixed assets	(145.05)	(444.88)	(191.99)	(108.17)	(245.42)	(61.61)
Proceeds from sale of fixed assets	4.38	5.29	2.59	211.48	221.91	8.87
Interest received	0.84	2.13	6.03	6.68	21.32	12.17
Investment in subsidiaries	-	(0.20)	-	-	-	-
Bank deposits (having original maturity of more than three months)	(5.53)	(4.16)	6.80	(10.59)	(11.88)	(1.36)

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Net cash (used in)/ provided by investing activities	**(145.36)**	**(441.82)**	**(176.57)**	**99.40**	**(14.07)**	**(41.93)**
Cash flows from financing activities						
Proceeds from long-term borrowings	72.53	342.47	215.30	70.19	475.92	35.86
Repayment of long-term borrowings	(65.77)	(115.70)	(126.03)	(213.05)	(852.52)	(63.98)
Proceeds from/ (repayment of) short-term borrowings, net	39.40	121.18	(31.65)	39.54	72.49	54.40
Finance costs paid	(66.12)	(108.60)	(96.08)	(121.38)	(152.91)	(118.77)
Dividends paid on equity shares	-	(21.48)	-	-	-	-
Tax paid on dividends	-	(3.65)	-	-	-	-
Net cash (used in)/ provided by financing activities	**(19.96)**	**214.22**	**(38.46)**	**(224.70)**	**(457.02)**	**(92.49)**
Net increase/ (decrease) in cash and cash equivalents	**(74.90)**	**51.76**	**92.97**	**(10.47)**	**(287.66)**	**(9.05)**
Effect of exchange differences on cash and cash equivalent held in foreign currency	1.53	1.19	0.00	2.06	2.87	1.66
Cash and cash equivalents at the beginning of the period/ year	231.66	178.71	85.74	94.15	378.94	386.33
Cash and cash equivalents at the end of the period/ year (Note 1)	**158.29**	**231.66**	**178.71**	**85.74**	**94.15**	**378.94**
Note 1:						
Cash and cash equivalents include: (refer Annexure XIX)						
- Cash on hand	3.26	2.25	3.08	2.66	2.43	1.35
- Cheques on hand	-	9.86	-	-	2.63	1.83
- Funds in transit	1.97	-	-	-	-	-
Balances with banks:						
- in current accounts	150.90	206.75	174.61	78.40	89.02	65.95
- in exchange earner's foreign currency account	1.04	2.47	1.02	2.98	0.07	0.08
- in deposit account (with original maturity of 3 months or less)	1.12	10.33	-	1.70	-	309.73
TOTAL	**158.29**	**231.66**	**178.71**	**85.74**	**94.15**	**378.94**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in millions)

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	107.42	107.42	107.42	107.42	107.42	107.42
Reserves and surplus	262.48	260.71	210.43	32.97	178.91	835.91
	369.90	**368.13**	**317.85**	**140.39**	**286.33**	**943.33**
Non-current liabilities						
Long-term borrowings	116.69	147.91	277.69	288.55	534.04	123.57
Long-term provisions	28.48	25.74	20.83	24.14	18.40	15.56
	145.17	**173.65**	**298.52**	**312.69**	**552.44**	**139.13**
Current liabilities						
Short-term borrowings	372.49	333.79	213.87	245.96	249.25	176.77
Trade payables	500.76	583.53	487.65	490.85	359.89	283.96
Other current liabilities	264.95	209.70	232.15	257.45	313.21	1,089.31
Short-term provisions	5.48	5.12	5.77	5.97	5.34	4.04
	1,143.68	**1,132.14**	**939.44**	**1,000.23**	**927.69**	**1,554.08**
TOTAL	**1,658.75**	**1,673.92**	**1,555.81**	**1,453.31**	**1,766.46**	**2,636.54**
ASSETS						
Non-current assets						
Fixed assets						
Tangible assets	630.21	636.80	612.44	615.20	1,067.73	1,594.96
Intangible assets	3.47	4.08	2.82	3.82	5.00	4.00
	633.68	**640.88**	**615.26**	**619.02**	**1,072.73**	**1,598.96**
Non-current investments	20.62	17.01	16.93	16.73	13.04	12.48
Long-term loans and advances	158.58	120.20	124.30	129.56	63.82	50.21
Other non-current assets	1.07	1.52	5.73	9.11	15.85	10.66
	180.27	**138.73**	**146.96**	**155.40**	**92.71**	**73.35**
Current assets						
Inventories	-	-	-	-	26.69	38.57
Trade receivables	680.52	736.24	622.97	526.48	306.85	363.24
Cash and bank balances	79.90	84.86	76.29	63.53	72.25	361.90
Short-term loans and advances	75.29	71.20	78.80	81.11	184.16	179.95
Other current assets	9.09	2.01	15.53	7.77	11.07	20.57
	844.80	**894.31**	**793.59**	**678.89**	**601.02**	**964.23**
TOTAL	**1,658.75**	**1,673.92**	**1,555.81**	**1,453.31**	**1,766.46**	**2,636.54**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE SUMMARY STATEMENT OF PROFITS AND LOSSES

(₹ in millions)

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Income						
Revenue from operations	1,457.75	3,759.65	4,021.01	3,701.79	3,096.98	3,056.42
Other income	22.79	42.00	40.43	30.96	11.98	39.92
Total income	**1,480.54**	**3,801.65**	**4,061.44**	**3,732.75**	**3,108.96**	**3,096.34**
Expenses						
Cost of services	1,163.41	3,117.50	3,344.72	3,077.56	2,687.27	2,711.19
Employee benefits expense	147.08	245.12	221.67	225.67	202.73	157.41
Finance costs	46.79	85.32	84.86	113.42	136.16	115.24
Depreciation and amortisation	25.98	49.77	36.59	73.09	159.93	138.29
Other expenses	95.11	228.53	196.14	187.85	162.55	152.60
Total expenses	**1,478.37**	**3,726.24**	**3,883.98**	**3,677.59**	**3,348.64**	**3,274.73**
Profit / (loss) before exceptional item and tax	**2.17**	**75.41**	**177.46**	**55.16**	**(239.68)**	**(178.39)**
Exceptional item	-	-	-	465.42	418.02	-
Profit / (loss) before tax	**2.17**	**75.41**	**177.46**	**(410.26)**	**(657.70)**	**(178.39)**
Profit before tax from continuing operations	2.17	75.41	177.46	206.82	31.15	(87.88)
Income tax expense of continuing operations						
- Current tax expense/ (credit)	0.40	-	-	-	(0.70)	(0.57)
Profit after tax from continuing operations	1.77	75.41	177.46	206.82	31.85	(87.31)
Loss before tax from discontinuing operations	-	-	-	(617.08)	(688.85)	(90.51)
Income tax expense of discontinuing operations						
- Current tax expense	-	-	-	-	-	-
Loss after tax from discontinuing operations	-	-	-	(617.08)	(688.85)	(90.51)
Profit / (loss) after tax, as restated	**1.77**	**75.41**	**177.46**	**(410.26)**	**(657.00)**	**(177.82)**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(₹ in millions)

	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Cash flows from operating activities						
Profit / (loss) before tax, as restated	2.17	75.41	177.46	(410.26)	(657.70)	(178.39)
Adjustments for:						
Exceptional items	-	-	-	465.42	418.02	-
Depreciation and amortisation	25.98	49.77	36.59	73.09	159.93	138.29
Dividend from Joint Venture	(2.57)	-	-	-	-	-
(Profit)/ loss on sale of fixed assets, net	(1.43)	(2.35)	1.76	(16.56)	(0.88)	(1.44)
Finance costs	46.79	85.32	84.86	113.42	136.16	115.24
Interest income	(0.79)	(1.95)	(5.90)	(6.65)	(8.07)	(21.28)
Unrealised foreign exchange differences, net	(0.60)	0.20	(1.51)	(2.82)	2.98	1.03
Operating cash flow before working capital changes	**69.55**	**206.40**	**293.26**	**215.64**	**50.44**	**53.45**
(Increase)/decrease in trade receivables	55.54	(112.02)	(95.26)	(215.26)	52.80	109.40
(Increase)/decrease in inventories	-	-	-	26.69	11.88	4.93
(Increase)/decrease in long-term and short-term loans and advances	(16.36)	2.40	(31.26)	36.25	(6.23)	(23.90)
(Increase)/decrease in other non-current assets and other current assets	(7.40)	16.17	(8.17)	1.84	(6.37)	5.41
Increase/(decrease) in trade payables	(81.96)	95.63	(2.94)	129.54	76.43	(156.69)
Increase/(decrease) in other current and non-current liabilities	63.15	(98.76)	8.73	(94.83)	19.51	128.94
Increase/(decrease) in long-term and short-term provisions	3.09	4.26	(3.50)	7.64	4.15	(9.63)
Cash generated from operations	**85.61**	**114.08**	**160.86**	**107.51**	**202.61**	**111.91**
Income taxes refund/(paid), net	(15.97)	12.87	38.82	1.10	(10.90)	(2.18)
Net cash provided by operating activities	**69.64**	**126.95**	**199.68**	**108.61**	**191.71**	**109.73**
Cash flows from investing activities						
Purchase of fixed assets	(28.56)	(78.35)	(37.00)	(14.25)	(217.04)	(52.51)
Proceeds from sale of fixed assets	2.49	5.31	2.41	209.68	166.19	7.57
Dividend from Joint Venture	2.57	-	-	-	-	-
Interest received	0.79	2.01	6.03	6.54	21.32	11.93
Investment in subsidiaries	(4.02)	(3.69)	(0.17)	(6.72)	(0.56)	(3.00)
Bank deposits (having original maturity of more than three months)	(4.57)	(2.70)	7.94	(3.68)	(4.53)	2.19
Net cash (used in)/ provided	**(31.30)**	**(77.42)**	**(20.79)**	**191.57**	**(34.62)**	**(33.82)**

by investing activities						
Cash flows from financing activities						
Proceeds from long-term borrowings	19.76	51.83	71.73	4.63	475.20	32.40
Repayment of long-term borrowings	(59.92)	(103.61)	(116.22)	(211.67)	(851.80)	(60.42)
Proceeds from/ (repayment of) short-term borrowings, net	38.70	119.92	(32.09)	(3.29)	72.48	54.40
Finance costs paid	(46.84)	(86.34)	(81.96)	(109.49)	(144.53)	(105.48)
Dividends paid on equity shares	-	(21.48)	-	-	-	-
Tax paid on dividends	-	(3.65)	-	-	-	-
Net cash (used in)/ provided by financing activities	**(48.30)**	**(43.33)**	**(158.54)**	**(319.82)**	**(448.65)**	**(79.10)**
Net increase/ (decrease) in cash and cash equivalents	(9.96)	6.20	20.35	(19.64)	(291.56)	(3.19)
Effect of exchange differences on cash and cash equivalent held in foreign currency	(0.02)	(1.19)	0.00	(0.14)	0.10	-
Cash and cash equivalents at the beginning of the period/ year	76.88	71.87	51.52	68.90	360.36	363.55
Add: Cash and cash equivalents of Levan Marine Services Private Limited pursuant to scheme of Amalgamation and Arrangement	-	-	-	2.40	-	-
Cash and cash equivalents at the end of the period/year (Note 1)	**66.90**	**76.88**	**71.87**	**51.52**	**68.90**	**360.36**
Note 1:						
Cash and cash equivalents include: (refer Annexure XIX)						
- Cash on hand	2.45	1.69	1.94	1.23	1.81	1.02
- Cheques on hand	-	0.09	-	-	2.63	1.83
Balances with banks:						
- in current accounts	62.29	62.30	68.91	45.61	64.39	53.41
- in exchange earner's foreign currency account	1.04	2.47	1.02	2.98	0.07	0.08
- in deposit account (with original maturity of 3 months or less)	1.12	10.33	-	1.70	-	304.02
	66.90	**76.88**	**71.87**	**51.52**	**68.90**	**360.36**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS IN THE LAST FIVE FINANCIAL YEARS

The statutory auditor have indicated emphasis of matter in their auditor's report and certain observations with respect to matters specified in the Companies (Auditor's Report) Order, 2003 (to the extent applicable) and Companies (Auditor's Report) Order, 2015, in the annexure to their report on our audited financial statements as of and for the financial years then ended as provided below. These auditor qualifications do not require any corrective material adjustments in the Restated Summary Statements. These auditor qualifications as well as our Company's corrective steps in connection with such remarks are given below:

A. Annexure to statutory auditor's report for the Financial Year ended March 31, 2011

1. *Remark*

"In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets. However, the internal control system for sale of services with regard to obtaining customer acceptances/confirmation documents for sale of services needs to be further strengthened. In our opinion, this is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. Due to the nature of operations, the requirement of this paragraph relating to sale of goods is not applicable to the Company"

Management Response:

Our Company had a good internal control and audit system throughout its existence. The observation of the auditor pertains to the Fiscal 2011 and is limited to only the sale order acceptances. Our Company has subsequently strengthened this area and taken the necessary steps to overcome such internal weakness.

2. *Remark*

"Undisputed statutory dues of provident fund, employees' state insurance have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases and in respect of undisputed statutory dues pertaining to income-tax, wealth-tax, service tax, cess and other material statutory dues have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. The provisions relating to sales tax, customs duty, excise duty, investor education and protection fund are not applicable to the Company."

Management Response:

Due to the decentralized accounting setup of our Company maintained at 30 branches spread across the whole country, there were delays in consolidation of accounts as well as due to cash management reasons. All such dues were subsequently regularized.

3. *Remark*

"According to the information and explanations given to us, no undisputed dues payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable, except as follows:

Name of the statute	*Nature of the dues*	*Amount (₹ in million)*	*Period to which the amount relates*	*Due Date*	*Date of Payment*
Wealth Tax Act, 1957	*Wealth Tax*	*0.28*	*March-10*	*30-Sep-10*	*16-Sep-11*
Profession Tax Act	*Professional Tax*	*0.56*	*2009-10 & Earlier years*	*Various dates*	*Not paid*
The Finance Act, 1994	*Service Tax*	*8.30*	*2009-10 & Earlier years*	*Various dates*	*Not paid*

-end quote

Management Response*:*

Due to the decentralized accounting setup of the company maintained at 30 branches spread across the whole country, there were delays in consolidation of accounts as well as due to cash management reasons. All such dues were subsequently regularized.

4. Remark

"The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. The Company has incurred cash losses in the current financial year and as at the end of the immediately preceding financial year.

Management Response*:*

The losses have been accumulating due to poor performance of our feeder shipping business which was primarily on account of recession in international shipping markets.

B. Annexure to statutory auditor's report for the Financial Year ended March 31, 2012

1. Remark

"In our opinion and according to the information and explanations given to us and having regard to the explanation that purchases of certain items of fixed assets are for the companies specialized requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, services and fixed assets and for the sale of services. However, the internal control system for sale of services with regard to obtaining customer acceptances/confirmation documents for sale of services needs to strengthen. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. The activities of the Company do not involve sale of goods."

Management Response:

Our company always had a good internal control and audit system throughout its existence. This observation pertains to the Fiscal 2012 and is limited to only the sale order acceptances. We have subsequently strengthened this area and taken the necessary steps to overcome such internal weakness.

2. Remark

"According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Income-Tax, Service tax, Wealth Tax, Provident Fund and Professional Tax have generally been regularly deposited during the year by the Company with the appropriate authorities though there were slight delay in a few cases and in respect of undisputed dues pertaining to Employees' State Insurance have not been regularly deposited with the appropriate authorities and there have been serious delays in a large number of cases. Further, as explained to us, the Company did not have any dues on account of Excise Duty, Sales Tax, Customs Duty and Investor Education and Protection Fund."

Management Response:

Due to the decentralized accounting setup of our company maintained at 30 branches spread across the whole country, there were delays in consolidation of accounts as well as due to cash management reasons. All such dues were subsequently regularized.

3. Remark

"The accumulated losses of the Company at the end of the financial year are not less than fifty per cent of its net worth. Further, the Company has incurred cash losses during the current financial year and in the immediately preceding financial year."

Management Response:

The losses have been accumulating due to poor performance of our feeder shipping business which is primarily on account of recession in international shipping markets.

4. *Remark*

"In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers except that in the case of term loans due to certain banks, overdue instalments amounting to ₹ 77.82 million and interest thereon amounting to ₹ 79.00 million were repaid with delays ranging from 6 to 86 days and 1 to 30 days respectively. The Company did not have any outstanding debentures or dues to any financial institutions during the year."

Management Response

All such overdue instalments and interests were subsequently regularized.

5. *Remark*

"*According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the short term funds, amounting to ₹ 257. 94 million have been used for long-term purposes*."

Management Response

The auditors consider the P&L losses as long term for the purposes of classification of long term and short term funds. As a result, this observation was made during the previous years that short term funds were used for long term purposes. As a result, this may be noted that our Company has been successfully renewing its short-term working capital facilities year after year which as per books are considered short-term.

C. Annexure to statutory auditor's report for the Financial Year ended March 31, 2013

1. *Remark*

"*In our opinion and according to the information and explanations given to us and having regard to the explanation that purchases of certain items of fixed assets and services are for the companies specialized requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, services and fixed assets and for the sale of services. However, the internal control system for sale of services with regard to obtaining customer acceptances/confirmation documents for sale of services needs to be strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed till the balance sheet date. The activities of the company do not involve sale of goods*."

Management Response:

Our Company had a good internal control and audit system throughout its existence. The observation of the auditor pertains to the Fiscal 2013 and is limited to only the sale order acceptances. Our Company has subsequently strengthened this area and taken the necessary steps to overcome such internal weakness.

2. *Remark*

"According to the information and explanations given to us, except for service Tax of ₹ 0.26 million (which has been paid subsequently by 26 April 2013), there are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Customs Duty and other material statutory dues which were in arrears as at 31 March, 2013 for a period of more than six months from the date they became payable. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales Tax and Excise Duty."

Management Response

Due to the decentralized accounting setup of the Company maintained at 30 branches spread across the whole country, there were delays in consolidation of accounts as well as due to cash management reasons. All such dues were subsequently regularized.

3. *Remark*

"The Company does not have any accumulated losses at the end of the financial year. The Company has incurred cash losses during the current financial year as well as in the immediately preceding financial year."

Management Response

The cash losses during the current financial year were due to our Company's feeder shipping business incurring losses as a result of recession in international shipping market.

4. *Remark*

"*According to the information and explanation given to us and an overall examination of the balance sheet of the Company, we report that the short-term funds amounting to ₹ 131.33 million have been used for long-term purposes*."

Management Response

The auditors consider the P&L losses as long term for the purposes of classification of long term and short term funds. It is due to this, that the observation was made during the previous years that short term funds were used for long term purposes.

D. Annexure to statutory auditor's report for the Financial Year ended March 31, 2014

1. *Remark*

"*In our opinion and according to the information and explanations given to us and having regard to the explanation that purchases of certain items of fixed assets and services are for the companies specialized requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of fixed assets and for the sale of services except that, the internal control system for sale of services with regard to obtaining customer acceptances/confirmation documents needs to be strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed till the balance sheet date. The activities of the company do not involve sale of goods*."

Management Response

Our company always had a good internal control and audit system throughout its existence. The observation of the auditor pertains to the Fiscal 2014 and is limited to only the sale order acceptances. Our Company has subsequently strengthened this area and taken the necessary steps to overcome such internal weakness.

2. *Remark*

"According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Employees State Insurance, Wealth Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delay in a few cases and in respect of undisputed dues pertaining to Service Tax, Provident Fund, Professional tax, Income Tax and Tax deducted at sources have not been regularly deposited with the appropriate authorities and there have been serious delays in a large number of cases. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, sales tax and excise duty and customs duty."

Management Response
Due to the decentralized accounting setup of the company maintained at 30 branches spread across the whole

country, there were delays in consolidation of accounts as well as due to cash management reasons. All such dues were subsequently regularized.

3. Remark

"According to the information and explanation given to us and an overall examination of the balance sheet of the Company, we report that the short-term funds amounting to ₹ 43.30 million have been used for long-term purpose."

Management Response

The auditors consider the P&L losses as long term for the purposes of classification of long term and short term funds. It is due to this, that the observation was made during the previous years that short term funds were used for long term purposes. Presently the company is making profits, from the Fiscal 2014, and hence, no such observation in Auditor's report in the subsequent year.

E. Annexure to statutory auditor's report for the Financial Year ended March 31, 2015

1. Remark

"*According to the information and explanations give to us and on the basis of our examination of the records of the Company, amounts deducted./ accrued in the books of account in respect of undisputed statutory dues including Employees' State Insurance, Provident Fund, Wealth Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delay in few cases and in respect of undisputed dues pertaining to Service Tax, Professional Tax, Income Tax and Tax deducted at sources have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases"*.

Management Response

Due to the decentralized accounting setup of the company maintained at 30 branches spread across the whole country, there were delays in consolidation of accounts as well as due to cash management reasons. All such dues were subsequently regularized.

THE OFFER

The following table summarizes the Offer details:

Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million
Of which	
(i) Fresh Issue*	Up to [●] Equity Shares aggregating to ₹ 800 million
(ii) Offer for Sale**	Up to 6,445,224 Equity Shares aggregating to ₹ [●] million
by	
(a) IDFC PE	Up to 5,156,180 Equity Shares aggregating to ₹ [●] million
(b) Parvataneni Sudha Mohan	Up to 322,261 Equity Shares aggregating to ₹ [●] million
(c) Ratakondla Ramesh	Up to 322,261 Equity Shares aggregating to ₹ [●] million
(d) Parvataneni Prasanthi	Up to 214,841 Equity Shares aggregating to ₹ [●] million
(e) Parvathaneni Vishwa Ratan	Up to 107,420 Equity Shares aggregating to ₹ [●] million
(f) Parvataneni Vivek Anand	Up to 107,420 Equity Shares aggregating to ₹ [●] million
(g) Parvathaneni Divya	Up to 214,841 Equity Shares aggregating to ₹ [●] million
Of which	
Employee Reservation Portion	Up to 400,000 Equity Shares aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million
Of which	
A) QIB Portion(1)(2)	At least [●] Equity Shares
Of which	
Anchor Investor Portion	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion(2)	Not more than [●] Equity Shares
C) Retail Portion(2)	Not more than [●] Equity Shares
Pre and post Offer Equity Shares(3)	
Equity Shares outstanding prior to the Offer	21,484,086 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Offer Proceeds by our Company	See "*Objects of the Offer*" on page 90 for information about the use of the proceeds from the Offer. Our Company will not receive any proceeds from the Offer for Sale.

Allocation to investors in all categories, except the Retail Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis.

* *The Fresh Issue has been authorized by a resolution of the Board of Directors dated March 10, 2016 and by a resolution of the Shareholders dated March 10, 2016.*

** *The Equity Shares being offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI and are eligible for being offered for sale in the Offer in accordance with Regulation 26(6) of the SEBI ICDR Regulations. For further details, see "Capital Structure" on page 71. Parvataneni Sudha Mohan has approved the offer of sale of up to 322,261 Equity Shares in the Offer for Sale through her letter dated March 21, 2016. Parvataneni Prasanthi has approved the offer of sale of up to 214,841 Equity Shares in the Offer for Sale through her letter dated March 21, 2016. Parvathaneni Vishwa Ratan has approved the offer of sale of up to 107,420 Equity Shares in the Offer for Sale through his letter dated March 21, 2016. Parvataneni Vivek Anand has approved the offer of sale of up to 107,420 Equity Shares in the Offer for Sale through his letter dated March 21, 2016. Parvathaneni Divya has approved the offer of sale of up to 214,841 Equity Shares in the Offer for Sale through her letter dated March 21, 2016. Ratakondla Ramesh has approved the offer of sale of up to 322,261 Equity Shares in the Offer for Sale through his letter dated March 21, 2016. IDFC PE has obtained approval for offering up to 5,156,180 Equity Shares in the Offer for Sale pursuant to an approval of its* *investment committee dated March 14, 2016 and has provided its consent for inclusion of 5,156,180 Equity Shares held by it in the Offer for Sale.*

(1) *Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. For further details, see "Offer Procedure" on page 253.*

(2) *Subject to valid Bids being received at or above the Offer Price, Any unsubscribed portion in any reserved category shall be added to the Net Offer. Under-subscription, if any, in any category except the QIB Category would be allowed to be met with spill over from any of the category or combination of categories (including the Employee Reservation Portion) at the discretion of our Company, the Selling Shareholders, the Book Running Lead Manager and the Designated Stock Exchange and in accordance with applicable laws, rules, regulations and guidelines, subject to valid Bids being received at or above the Bid Price. However, under-subscription in the Net QIB Category would not be allowed to be met with spill- over from any other category (including the Employee Reservation Portion). Balance Equity Shares arising out of under-subscription, if any, in the Employee Reservation Portion will be added to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted to be met with spill over from the Employee Reservation Portion, subject to compliance with Rule 19(2)(b) of the SCRR. Further, a Bidder Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids.*

For details including in relation to grounds for rejection of Bids, see "*Offer Procedure- Grounds for Technical Rejections*" on page 286. For details of the terms of the Offer, see "*Terms of the Offer*" on page 224.

GENERAL INFORMATION

Our Company was incorporated as Seaways Shipping Services Private Limited on December 1, 1989, at Hyderabad, Andhra Pradesh (now Telangana), as a private limited company under the Companies Act, 1956. For details of changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 155.

Registered and Corporate Office of our Company

Seaways Shipping and Logistics Limited
Seaways Pride, Plot No. 731
Road No. 36, Jubilee Hills
Hyderabad 500 034
Telangana, India
Tel: (91 40) 6644 7000
Fax: (91 40) 6610 2040
CIN: U63010TG1989PLC010716
E-mail: satishbabu@seawaysindia.com
Website: www.seawaysindia.com

Address of the RoC

Our Company is registered with the Registrar of Companies, Andhra Pradesh and Telangana, situated at the following address:

Registrar of Companies, Andhra Pradesh and Telangana

2nd Floor, Corporate Bhawan
GSI Post, Tattiannaram Nagole
Bandlaguda, Hyderabad 500 068
Telangana, India

Board of Directors

The Board of our Company comprises the following:

Name	Designation	DIN	Address
Capt. Parvataneni Venkata Krishna Mohan	Chairman and Managing Director	00335125	Plot No. 319, Road No. 25, Jubilee Hills, Hyderabad 500 033, Telangana, India
Parvataneni Sarat Kumar	Whole Time Director	00016144	Plot No. 11, Nandagiri Hills, Jubilee Hills, Hyderabad 500 034, Telangana, India
Parvataneni Vivek Anand	Whole Time Director	00016163	Plot No. 68, MP/MLA Colony, Road No. 10C, Jubilee Hills, Hyderabad 500 034, Telangana, India
Mohandas Karunakaran Nair	Independent Director	06493283	TC-4/1804, Ushasandhya, T T C Junction, Kowdiar, Thiruvananthapuram 695 003, Kerala, India
Prasad Gadkari	Non-independent and non-executive Director	02607255	111, 4th Road, Hindu Colony, Dadar, Mumbai 400 014, Maharashtra, India
Anupam Ghulati	Independent Director	07456221	E-335, East of Kailash, New Delhi 110 065, India
Dr. Tuktuk Ghosh-Kumar	Independent Director	06547361	D-69, IInd Floor, Saket, New Delhi 110 017, India
Raghu Ramaiah Kaveti	Independent Director	03288531	House No. 43, Road No. 2, Balamrai Housing Society, Mahendra Hills, Secunderabad 500 026, Telangana, India

For further details of our Directors, see "*Management*" on page 170.

Company Secretary and Compliance Officer

T. V. Satish Babu
Seaways Shipping and Logistics Limited
Seaways Pride, Plot No 731
Road No 36, Jubilee Hills
Hyderabad 500 034
Telangana, India
Tel: (91 40) 6644 7000
Fax: (91 40) 6610 2040
E-mail: satishbabu@seawaysindia.com
Website: www.seawaysindia.com

Chief Financial Officer

Chirravuri Subrahmanya Leeladhar
Seaways Shipping and Logistics Limited
Seaways Pride, Plot No 731
Road No 36, Jubilee Hills
Hyderabad 500 034
Telangana, India
Tel: (91 40) 6644 7000
Fax: (91 40) 6610 2040
E-mail: leeladhar@seawaysindia.com
Website: www.seawaysindia.com

Bidders can contact the Compliance Officer, the BRLMs, their respective SCSBs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or unblocking of funds.

Bidders may contact the BRLMs for any complaint pertaining to the Offer. All grievances may be addressed to the Registrar to the Offer, with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Broker Centres, or the Collecting DP if the Bid was submitted to a Collecting DP at any of the Designated CDP Locations or the Collecting RTA if the Bid was submitted to a Collecting RTA at any of the Designated RTA Locations as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum- Application Form, name and address of the member of the Syndicate or the Designated Branch, the Registered Broker, Collecting DP or the Collecting RTA as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked. All grievances relating to Bids submitted through the Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar.

Book Running Lead Managers

ICICI Securities Limited
ICICI Center, H.T. Parekh Marg
Churchgate, Mumbai 400 020
Tel: (91 22) 2288 2460
Fax: (91 22) 2282 6580
E-mail: ssll.ipo@icicisecurities.com
Investor Grievance E-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact person: Rupesh Khant
SEBI registration number: INM000011179

IDFC Bank Limited*
Naman Chambers
C-32, G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Tel: (91 22) 6622 2600
Fax: (91 22) 6622 2501
Email: seaways.ipo@idfcbank.com
Website: www.idfcbank.com
Investor Grievance E-mail: mb.ig@idfcbank.com
Contact Person: Mayuri Arya
SEBI registration number: MB/ INM000012250
** In compliance with the proviso to regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to regulation 5(3) of the SEBI ICDR Regulations, IDFC Bank Limited would be involved only in the marketing of the Offer.*

Karvy Investor Services Limited*
Karvy House, 46, Avenue 4
Street No. 1, Banjara Hills
Hyderabad 500 034
Tel: (91 40) 2342 8774/ 2331 2454
Fax: (91 40) 2337 4714/ 2331 1968
E-mail: cmg@karvy.com
Investor grievance e-mail: igmbd@karvy.com
Website: www.karvyinvestmentbanking.com
Contact Person: P. Balraj / Rohan Menon
SEBI registration number: MB/ INM000008365
**The BRLMs have confirmed that KISL shall not be involved in any of the post-Offer activities as it is an affiliate of the Registrar to the Offer, Karvy Computershare Private Limited.*

Syndicate Members

[●]

Legal Counsel to the Offer

Khaitan & Co
One Indiabulls Centre
13th Floor, Tower 1
841, Senapati Bapat Marg
Elphinstone Road
Mumbai 400 013, India
Tel: (91 22) 6636 5000
Fax: (91 22) 6636 5050

Simal, 2nd Floor
7/1 Ulsoor Road
Bengaluru 560 042, India
Tel: (91 80) 4339 7000
Fax: (91 80) 2559 7452

Statutory Auditors to our Company

B S R & Associates LLP
8-2-618/2, Reliance Humsafar
4th Floor, Road No 11
Banjara Hills
Hyderabad 500 034
Telangana, India
Tel: (91 40) 3046 5010
Fax: (91 40) 3046 5999
E-mail: vsomani@bsraffiliates.com
Firm registration number: 116231W/W-100024

Experts

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

Our Company has received written consent from the Statutory Auditor to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the reports of the Statutory Auditors on the Restated Consolidated Summary Statements and Restated Standalone Summary Statements, each dated March 16, 2016 and the statement of tax benefits dated March 23, 2016 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower B
Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032
Tel: (91 40) 6716 2222/ 1800 3454 001 (toll free)
Fax: (91 40) 2343 1551
E-mail: einward.ris@karvy.com
Investor Grievance E-mail: ssll.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Bankers to the Offer and Anchor Escrow Collection Bank(s)

[●]

Refund Bank

[●]

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in. For details of the Designated Branches of the SCSBs which shall collect Bid cum Application Forms, please refer to the above-mentioned link.

Syndicate SCSB Branches

In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is currently available on the website of the Securities and Exchange Board of India (http://www.sebi.gov.in), as updated from time to time.For further details, see "*Offer Procedure*" at page 253.

Bankers to our Company

Canara Bank

Plot No. 264/A, Road No. 10
Jubilee Hills
Hyderabad 500 033
Tel: (91 40) 2343 6972
Fax: (91 40) 2343 6972
E-mail: cb2493@canarabank.com
Website: www.canarabank.com
Contact Person: P. Mohan

RBL Bank Limited

Ameerpet branch
D No. 6-3-865, Ground Floor
My Home Jupally
Opp. Green Park, Green Lands
Hyderabad 500 016
Tel: (91 40) 40 4080 5543
Fax: (91 40) 4080 5500
E-mail: Praveen.mahendraker@rblbank.com
Website: www.rblbank.com
Contact Person: Praveen Mahendraker

HDFC Bank Limited

Usha Kiran Complex, Ground Floor
Paradise Circle, Sarojini Devi Road
Secunderabad 500 003
Tel: (91 40) 6614 1229
Fax: NA
E-mail: d.k.ramchander@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: D. K. Ramchander

ICICI Bank Limited

Street No. 1, 1-11-256, Begumpet
Hyderabad 500 016
Tel: (91 40) 6601 2805
Fax: NA
E-mail: rajender.bukka@icicibank.com
Website: www.icicibank.com
Contact Person: Rajendra Bukka

Axis Bank Limited

V. V. D. Mahaal, 181, Palayamkotti Road
Tuticorin 628 003
Tel: (91 461) 2339 071/ 2339 072
Fax: (91 461) 2339 073
E-mail: tuticorin.branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: A. Maria Arun Jesudoss

Monitoring Agency

Since the proceeds from the Fresh Issue are less than ₹ 5,000.00 million, our Company is not required to appoint a monitoring agency for the purposes of this Offer. As required under the Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilization of the proceeds of the Offer. We will disclose the utilization of the proceeds of the Offer under a separate head along with details, if any in relation to all such proceeds of the Offer that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Offer in our balance sheet for the relevant Financial Years.

Responsibilities of the BRLMs

The following table sets forth the inter-se allocation of responsibilities of various activities among the BRLMs in this Offer:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, size of issue, allocation between primary and secondary, etc.	ICICI Securities and KISL^	ICICI Securities
2.	Pre-Offer due diligence of our Company's operations, management, business plans, legal etc. Drafting and design of the Draft Red Herring Prospectus, Red herring prospectus and the Prospectus. Compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of the Red Herring Prospectus and Prospectus and RoC filing, follow up and coordination until final approval from all regulatory authorities. Finalizing Bid cum Application Forms.	ICICI Securities, IDFC Bank* and KISL^	ICICI Securities
3.	Coordinating approval of all statutory advertisements in relation to the Offer.	ICICI Securities and KISL^	KISL^
4.	Coordinating approval of all publicity material other than statutory advertisement as mentioned above including corporate advertisement, brochure, etc.	ICICI Securities and KISL^	KISL^
5.	Appointment of other intermediaries including bankers	ICICI Securities	ICICI Securities

Sr. No.	Activity	Responsibility	Co-ordinator
	to the Offer, printers, advertising agency, Registrar to the Offer, grading and monitoring agency, as applicable.		
6.	International institutional marketing of the Offering, which will cover, inter alia, • finalizing the list and division of investors for one to one meetings; and • finalizing road show schedule and investor meeting schedules.	ICICI Securities, IDFC Bank* and KISL^	IDFC Bank*
7.	Domestic institutional marketing including, • finalization of the list and division of investors for one to one meetings; • institutional allocation; • finalizing the list and division of investors for one to one meetings, and finalizing investor meeting schedules.	ICICI Securities, IDFC Bank* and KISL^	ICICI Securities
8.	Non-institutional and retail marketing of the offering, which will cover, inter alia, • formulating marketing strategies; • preparation of publicity budget; • finalizing Media and PR strategy; • finalizing centres for holding conferences for brokers etc. • distribution of publicity and Offer material including form, prospectus and deciding on the quantum of the Offer material; and finalizing collection centres.	ICICI Securities, IDFC Bank* and KISL^	KISL^
9.	Preparation of roadshow presentation and FAQs	ICICI Securities, IDFC Bank* and KISL^	IDFC Bank*
10.	Finalization of pricing in consultation with our Company and the Selling Shareholders and managing the book	ICICI Securities and KISL^	ICICI Securities
11.	Co-ordination with the Stock Exchanges for book building software, bidding terminals and mock trading. Co-ordination for submission of 1% security deposit to the Designated Stock Exchange	ICICI Securities and KISL^	KISL^
12.	Post-Bidding activities – including allocation to Anchor Investor (if applicable), management of escrow accounts, co-ordination of non-institutional and institutional allocation, intimation of allocation and dispatch of refunds to Bidders. The Post Offer activities for the Offer will involve essential follow up steps, which include the finalisation of basis of allotment, dispatch of refunds, demat and delivery of shares, finalisation of listing and trading of instruments with the various agencies connected with the work such as the Registrar to the Offer and SCSBs, Escrow Collection and Refund Banks. The BRLMs shall be responsible for ensuring that these agencies fulfill their functions and enable it to discharge this responsibility through suitable agreements with our Company. STT payment for Offer for Sale; Post-Offer stationery and CAN for Anchor Investors; Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post-Offer reports including the initial and final post-Offer report to	ICICI Securities	ICICI Securities

Sr. No.	Activity	Responsibility	Co-ordinator
	SEBI. Submission of media compliance report to SEBI.		

** In compliance with the proviso to regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to regulation 5(3) of the SEBI ICDR Regulations, IDFC Bank would be involved only in the marketing of the Offer.*
^The BRLMs have confirmed that KISL shall not be involved in any of the post-Offer activities as it is an affiliate of the Registrar to the Offer, Karvy Computershare Private Limited.

Even if any of these activities are handled by other intermediaries, the designated BRLM(s) shall be responsible for ensuring that these agencies fulfil their functions and enable them to discharge this responsibility through suitable agreements with our Company and the Selling Shareholders.

Credit Rating

As this is an Offer of Equity Shares, there is no credit rating for this Offer.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Trustees

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

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised.

Registered Brokers

In terms of SEBI circular No. CIR/CFD/14/2012 dated October 4, 2012, Bidders can submit Bid cum Application Forms using the stock broker network of the Stock Exchanges, i.e., through Registered Brokers at the Broker Centres.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE and NSE at http://www.bseindia.com and http://www.nseindia.com, respectively.

Collecting DPs

In terms of SEBI circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting DPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of the Collecting DPs, including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE and NSE at http://www.bseindia.com and http://www.nseindia.com, respectively.

Collecting RTAs

In terms of SEBI circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

The list of Collecting RTAs, including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE and NSE at http://www.bseindia.com and http://www.nseindia.com, respectively.

Book Building Process

Pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), this is an Offer for at least twenty five percent of Equity Shares of the post-Offer paid-up Equity Share Capital of our Company. The book building, in the context of the Offer, refers to the process of collection of Bids on the basis of this Draft Red Herring Prospectus within the Price Band, which will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and advertised at least five Working Days prior to the Bid/ Offer Opening Date. The Offer Price is finalised after the Bid/ Offer Closing Date. The principal parties involved in the Book Building Process are:

- our Company;
- the Selling Shareholders;
- the BRLMs;
- the Syndicate Members ;
- the SCSBs;
- the Registrar to the Offer;
- the Registered Brokers;
- the Collecting DPs;
- the Collecting RTAs; and
- the Anchor Escrow Collection Bank.

Pursuant to Rule 19(2)(b)(i) of SCRR read with Regulation 41 of the SEBI ICDR Regulations,the Offer is being made for at least 25% post- Offer paid up Equity Share Capital of our Company (the minimum number of securities as specified under Rule 19(2)(b)(i) of the SCRR). Further, the Offer is being made through the Book Building Process where in at least 75% of the Net Offer shall be alloted to QIBs on a proportionate basis. Further, not more than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer will be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. Under subscription, if any, in any category, except in the QIB Category, would be allowed to be met with the spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange.

All Bidders (excluding Anchor Investors) have to participate in the Offer only through the ASBA process Anchor Investors are not permitted to participate through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders, Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids until Bid/OfferClosing Date. For further details, see "*Offer Structure*" and "*Offer Procedure*" on page 247 and 253, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Offer. Each of the Selling Shareholders severally confirms that it will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI, as applicable to such Selling Shareholders in relation to the Equity Shares offered by the Selling Shareholders under the Offer for Sale. In this regard, our Company and the Selling Shareholders have appointed the BRLMs to manage the Offer and procure subscriptions for the Offer.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

Illustration of Book Building and Price Discovery Process *(Investors should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes bidding by Anchor Investors.)*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20.00 to ₹ 24.00 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period. The illustrative book below shows the demand for the shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24.00	500	16.67%
1,000	23.00	1,500	50.00%
1,500	22.00	3,000	100.00%
2,000	21.00	5,000	166.67%
2,500	20.00	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, *i.e.*, ₹ 22.00 in the above example. The issuer, in consultation with the book running lead manager(s), will finalise the issue price at or below such cut-off price, *i.e.*, at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (see "*Offer Procedure – Who Can Bid?*" on page 254);

2. Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

3. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market; and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. In accordance with the SEBI ICDR Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction Except as mentioned above, Applications in which the PAN is not mentioned will be rejected;

4. Ensure that the Bid cum Application Form is duly completed as per instructions given in the Red Herring Prospectus and in the Bid cum Application Form;

5. All Bids (except in case of Anchor Investors) shall be submitted only through the ASBA process;

6. Ensure the correctness of your demographic details such as the address, the bank account details for printing on refund orders and occupation given in the Bid cum Application Form, with the details recorded with your Depository Participant;

7. Ensure the correctness of your PAN, DP ID and beneficiary account number given in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain details of the Bidders from the Depositories including the Bidder's name, bank account number etc., and

8. Bidders can submit their Bids either by submitting Bid cum Application Forms to (i) the Syndicate, the Registered Brokers, the Collecting DPs or the Collecting RTA at their respective Bidding Centres or (ii) the SCSBs with whom the ASBA Account is maintained. For further details see "*Offer Procedure*" on page 253. Bidders should ensure that the specified bank accounts have adequate credit balance at the time of submission of the Bid cum Application Form to the Syndicate, the Registered Brokers, SCSBs, Collecting DPs or Collecting RTAs to ensure that their Bid is not rejected.

For further details, see "*Offer Procedure*" on page 253.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.

Name and Address of the Underwriters along with the telephone number, fax number and e-mail address of the Underwriter	Indicated Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalization of the 'Basis of Allotment'.

In the opinion of the Board of Directors (based on certificates provided by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors / Committee of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure/subscribe to the Equity Shares to the extent of the defaulted amount.

The underwriting arrangements mentioned above shall not apply to the subscriptions by the Bidders in this Offer, except for Bids procured by the Syndicate Member(s). The underwriting agreement shall list out the role and obligations of each Syndicate Member.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Red Herring Prospectus, is set forth below:

(in₹ except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate value at Offer Price
A	**Authorised Share Capital**		
	102,000,000 Equity Shares	1,020,000,000	
B	**Issued, Subscribed and Paid Up Share Capital before the Offer**		
	21,484,086 Equity Shares	214,840,860	
C	**Present Offer in terms of this Draft Red Herring Prospectus**		
	Up to [●] Equity Shares	[●]	[●]
	comprising of		
	Fresh Issue* of up to aggregating up to ₹ 800 million	[●]	[●]
	Offer for Sale** of up to 6,445,224 Equity Shares	64,452,240	[●]
	The Offer includes		
	Employee Reservation Portion of up to 400,000 Equity Shares	4,000,000	[●]
	Net Offer to the public of up to [●] Equity Shares	[●]	[●]
E	**Issued, Subscribed and Paid Up Share Capital after the Offer**		
	[●] Equity Shares	[●]	
F	**Share Premium Account**		
	Before the Offer	Nil	
	After the Offer	[●]	

**The Fresh Issue has been authorized by a resolution of the Board of Directors dated March 10, 2016 and by a resolution of the Shareholders of our Company, dated March 10, 2016.*

***For details of the Equity Shares offered by the Selling Shareholders in Offer for Sale, please see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 230. Further, the Equity Shares to be offered in the Offer for Sale have been held by the respective Selling Shareholders for a period of at least one year prior to the date of this Draft Red Herring Prospectus or were issued under a bonus issue (out of free reserves and/or share premium existing as at the end of the previous Fiscal and were not issued by utilization of revaluation reserves or unrealised profits of our Company) on Equity Shares held for a period of at least one year preceding the date of this Draft Red Herring Prospectus and hence are eligible for being offered for sale in the Offer, in terms of Regulation 26(6) of the SEBI Regulations.*

Changes in authorized equity share capital of our Company:

Date of Shareholder's Resolution	Authorised share capital (in ₹)	Details of Changes in the authorized share capital
January 17, 1991	2,500,000	Initial authorised share capital of ₹ 500,000 divided into 50,000 Equity Shares was increased to ₹ 2,500,000 divided into 250,000 Equity Shares
August 18, 1995	10,000,000	Authorised capital of ₹ 2,500,000 divided into 250,000 Equity Shares was increased to ₹ 10,000,000 divided into 1,000,000 Equity Shares
February 7, 2000	20,000,000	Authorised capital of ₹ 10,000,000 divided into 1,000,000 Equity Shares was increased to ₹ 20,000,000 divided into 2,000,000 Equity Shares
March 2, 2004	60,000,000	Authorised capital of ₹ 20,000,000 divided into 2,000,000 Equity Shares was increased to ₹ 60,000,000 divided into 6,000,000 Equity Shares
February 21, 2006	100,000,000	Authorised capital of ₹ 60,000,000 divided into 6,000,000 Equity Shares was increased to ₹ 100,000,000 divided into 10,000,000 Equity Shares
April 25, 2008	1,000,000,000	Authorised capital of ₹ 100,000,000 divided into 10,000,000 Equity Shares was increased to ₹

Date of Shareholder's Resolution	Authorised share capital (in ₹)	Details of Changes in the authorized share capital
		1,000,000,000 divided into 100,000,000 Equity Shares
June 25, 2009	1,020,000,000	Authorised capital of ₹ 1,000,000,000 divided into 100,000,000 Equity Shares was increased to ₹ 1,020,000,000 divided into 102,000,000 Equity Shares*

**This increase in authorized capital was on account of the scheme of amalgamation and arrangement between our Company and Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited, and Seabird Sea and Air Logistics Private Limited sanctioned by a court order dated June 25, 2009*

Notes to Capital Structure

1. Equity Share Capital history of our Company

(a) *The history of the equity share capital of our Company is provided in the following table:*

Date of allotment of Equity Shares	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Reason for allotment	Cumulative number of shares	Cumulative paid up capital (₹)	Cumulative share premium (₹)
November 8, 1989	200	10	10	Cash	Subscription to MoA[1]	200	2,000	-
March 28, 1992	244,800	10	10	Cash	Allotment[2]	245,000	2,450,000	-
December 31, 1997	164,010	10	10	Cash	Allotment[3]	409,010	4,090,100	-
March 22, 2000	200,000	10	10	Cash	Allotment[4]	609,010	6,090,100	-
March 28, 2000	609,010	10	-	Other than Cash	Bonus issue[5]	1,218,020	12,180,200	-
March 31, 2002	500,000	10	10	Cash	Allotment[6]	1,718,020	17,180,200	-
October 24, 2002	40,900	10	10	Cash	Allotment[7]	1,758,920	17,589,200	-
March 2, 2004	220,000	10	10	Cash	Allotment[8]	1,978,920	19,789,200	-
March 29, 2004	1,978,920	10	-	Other than Cash	Bonus issue[9]	3,957,840	39,578,400	-
March 30, 2005	1,978,920	10	-	Other than Cash	Bonus issue[10]	5,936,760	59,367,600	-
March 29,2006	1,187,352	10	-	Other than Cash	Bonus issue[11]	7,124,112	71,241,120	-
April 30, 2008	821,200	10	10	Cash	Allotment[12]	7,945,312	79,453,120	-
May 14,2008	218,641	10	10	Cash	Allotment[13]	8,163,953	81,639,530	-
May 28, 2008	2,383,790	10	503.40	Cash	Allotment to IDFC PE pursuant to Share Subscription Agreement dated April 23 2008[14]	10,547,743	105,477,430	1,135,799,083[15]
April 29, 2009	194,300	10	10	Cash	Allotment[16]	10,742,043	1,07420,430	1,122,965,382[17]

Date of allotment of Equity Shares	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consider ation	Reason for allotment	Cumulative number of shares	Cumulative paid up capital (₹)	Cumulative share premium (₹)
March 10, 2016	10,742,043	10	-	Other than Cash	Bonus issue[18]	21,484,086	214,840,860	-[19]
Total	**21,484,086**							-

1. *100 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan and 100 Equity Shares were allotted to L. Raja Gopal.*

2. *39,900 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 29,900 Equity Shares were allotted to L. Raja Gopal, 20,000 Equity Shares were allotted to G. Bhaskara Rao, 10,000 Equity Shares were each allotted to Parvataneni Sarat Kumar, Parvataneni Vivek Anand, Parvataneni Sudha Mohan, Parvataneni Prasanthi and Parvathaneni Divya, 5,000 Equity Shares were each allotted to G. Madhusudana Rao, V. MalaKondaiah, V. Eshwaramma, G.V Rama Naidu, L. RamaLakshmamma, K. Ravichandran, K. Manoharam, K. Amritham, K.Kumthavalli, K.Parthiban, N. Geetharani, C. Jagganathan, C. Vijayam, D. Savithri, N. Vijaya Kumar,. N. Rajendran, R. Nayanaswamy and R.Amrithavalli, 7,500 Equity Shares were each allotted to Krishnaswamy Naidu and M. Amritham*

3. *33,800 Equity Shares allotted to Capt. Parvataneni Venkata Krishna Mohan,5,400 Equity Shares were allotted to L.Raja Gopal,3,600 Equity Shares were allotted to G. Bhaskara Rao, 22,700 Equity Shares were allotted to Parvataneni Sarat Kumar, 6,700 Equity Shares were allotted to Parvataneni Vivek Anand, 4,300 Equity Shares were each allotted to Parvataneni Sudha Mohan, Parvataneni Prasanthi and Parvathaneni Divya, 4,150 Equity Shares were allotted to G. Madhusudana Rao, 900 Equity Shares were each allotted to V. MalaKondaiah, V. Eshwaramma, G.V Rama Naidu, L. RamaLakshmamma, K. Manoharam, K. Amritam, K.Kumthavalli,3,160 Equity Shares were allotted to K. Ravichandran, 4,400 Equity Shares were allotted to each K.Parthiban and N. Geetharani, 13,900 Equity Shares were allotted to C. Jagganathan, 3,900 Equity Shares were allotted to C. Vijayam, 3,400 Equity Shares were allotted to D. Savithri, 3,850 Equity Shares were allotted to each Krishnaswamy Naidu and N. Amritham, 5,400 Equity Shares were allotted to N. Vijaya Kumar, 3,400Equity Shares were allotted to N. Rajendran, 4,400 Equity Shares each were allotted to each R. Nayanaswamy and R.Amrithavalli, 10,000 Equity Shares were allotted to Prof .S. G Sarojini.*

4. *5,000 Equity Shares each were allotted to Parvataneni Vijayendra, Parvataneni Vinayendra, R.Shravan and R. Chaitanya, 12,500 Equity Shares were each allotted to Capt. Parvataneni Venkata Krishna Mohan and Parvataneni Sarat Kumar, 40,000 Equity Shares were allotted to Parvathaneni Vishwa Ratan, 62,500 Equity Shares were allotted to Parvataneni Vivek Anand and 52,500 Equity Shares allotted to Ratakondla Ramesh.*

5. *Bonus issue in the ratio 1: 1 to the then existing shareholders, authorized by our Shareholders through a resolution passed at the EGM held on February 27, 2000. 1,06,700 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 100,100 Equity Shares were allotted to Parvataneni Vivek Anand, 66,100 Equity Shares were allotted to Parvataneni Sarat Kumar, 14,300 Equity Shares were allotted to each Parvataneni Prasanthi, Parvathaneni Divya and Pavataneni Sudha Mohan, 11,350 Equity Shares were each allotted to each Krishan Swamy Naidu & N Amrutham, 72,900 Equity Shares were allotted to Ratakondla Ramesh, 9,150 Equity Shares were allotted to G. Madhusudan Rao, 8,160 Equity Shares were allotted to K. Ravichandran, 5,900 Equity Shares were each allotted to each K. Manoharam, K. Kumudavalli and K. Amrutham, 9,400 Equity Shares were allotted to each K. Parthiban, R. Narayanaswamy, R. Amruthavalli and N. Geeta Rani, 18,900 Equity Shares were allotted to C. Jagganatham, 8,900 Equity Shares were allotted to C. Vijayam, 8,400 Equity Shares were each allotted to.D. Savitri and N. Rajendran, 10,400 Equity Shares were allotted to N. Vijaya Kumar, 10,000 Equity Shares were allotted to Prof .S. G Sarojini, 5,000 Equity Shares were each allotted to Parvataneni Vijayendra, R.Shravan and R.Chaitanya, 40,000 Equity Shares were allotted to Parvathaneni Vishwa Ratan.*

6. *2,50,000 Equity Shares were each allotted to each Maxicon Shipping Agencies Private Limited and Seamaster Shipping Logistics Private Limited Pursuant to a scheme of amalgamation approved by the High Court of Andhra Pradesh on June 25, 2009, Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited and Seabird Sea and Air Logistics Private Limited were amalgamated with our Company. For details, see "History and Certain Corporate Matters - Acquisition of business, mergers and amalgamations" on page 159.*

7. *9,420 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 5,360 Equity Shares were allotted to Parvataneni Sarat Kumar, 3,760 Equity Shares were allotted to Parvataneni Vivek Anand, 1,430 Equity Shares were each allotted to each Parvataneni Prasanthi, Parvathaneni Divya and Parvataneni Sudha Mohan, 915 Equity Shares were allotted to G. Madhusudan Rao, 2,040 Equity Shares were allotted to Ratakondla Ramesh, 815 Equity Shares were allotted to K. Ravichandran, 590 Equity Shares were allotted each to K. Manoharam, Amrutham, K. Kumudavalli, 940 Equity Shares were allotted each to N. Geetha Rani, K.Parthiban, R. Narayana Swamy and R. Amurthavalli, 1,890 Equity Shares were allotted to G. Jagannatham, 890 Equity Shares were allotted to C. Vijayam, 840 Equity Shares were each allotted to D. Savitri and N. Rajendran, 1,135 Equity Shares were each allotted to Krishna Swamy Naidu and N. Amurtham, 1,040 Equity Shares were allotted to N. Vijaya Kumarand 1,000 Equity Shares were allotted to Prof. S.G. Sarojini.*

8. *220,000 Maxicon Shipping Agencies Private Limited. Also, see note 6 above for details of amalgamation of Maxicon Shipping Agencies Private Limited with our Company.*

9. *Bonus issue in the ratio 1 : 1 to existing shareholders as on March 29, 2004, authorized by our Shareholders through a resolution passed at the EGM held on March 29, 2004. 847,030 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 279,310 Equity Shares were allotted to Parvataneni Sarat Kumar, 337,910 Equity Shares were allotted to Parvataneni Vivek Anand, 243,890 Equity Shares were allotted to Ratakondla Ramesh, 90,720 Equity Shares were allotted to Parvataneni Sudha Mohan, 30,030 Equity Shares were each allotted to Parvataneni Prasanthi and Parvathaneni Divya, 10,000 Equity Shares were each allotted to Parvataneni Vijayendra, Parvataneni Vinayendra, R.Sharavan and R.Chaitanya and 80,000 Equity Shares were allotted to Parvathaneni Vishwa Ratan.*

10. *Bonus issue in the ratio 1: 2 to existing shareholders as on March 25, 2005, authorized by our Shareholders through a resolution passed at the EGM held on March 28, 2005. 847,030 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 279,310 Equity Shares were allotted to Parvataneni Sarat Kumar, 337,910 Equity Shares were allotted to Parvataneni Vivek Anand, 243, 890 Equity Shares were allotted to Ratakondla Ramesh, 90,720 Equity Shares were allotted to Parvataneni Sudha Mohan, 30,030 Equity Shares were allotted to Parvataneni Prasanthi and Parvathaneni Divya, 10,000 Equity Shares were each allotted to Parvataneni Vijayendra, Parvataneni Vinayendra, R.Sharavan and R.Chaitanya and, 80,000 Equity Shares were allotted to Parvathaneni Vishwa Ratan.*

11. *Bonus issue in the ratio 1: 5 to existing shareholders as on March 29, 2006, authorized by our Shareholders through a resolution passed at the EGM held on March 29, 2006. 508,218 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 1,67,586 Equity Shares were allotted to Parvataneni Sarat Kumar, 2,02,746 Equity Shares were allotted to Parvataneni Vivek Anand, 54,432 Equity Shares were allotted to Parvataneni Sudha Mohan, 18,018 Equity Shares were each allotted to Parvataneni Prasanthi and Parvathaneni Divya, 6,000 Equity Shares were each to Parvataneni Vijayendra, P. Vinayendra, P. Shravan, and R. Chaitanya, 48,000 Equity Shares were allotted to Parvathaneni Vishwa Ratan and 146,334 Equity Shares were allotted to Ratakondla Ramesh.*

12. *397,350 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 161,550 Equity Shares were allotted to Parvataneni Sarat Kumar, 152,750 Equity Shares were allotted to Parvataneni Vivek Anand and 109,550 Equity Shares were allotted to Ratakondla Ramesh.*

13. *105,908 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 43,032 Equity Shares were allotted to Parvataneni Sarat Kumar, 40,587 were Equity Shares allotted to Parvataneni Vivek Anand and 29,114 Equity Shares were allotted to Ratakondla Ramesh.*

14. *2,383,790 Equity Shares were allotted to IDFC PE.*

15. *2,383,790 Equity Shares were allotted to IDFC PE. An amount of ₹ 40,362,903 was utilised out of the securities premium account towards share issue expenses.*

16. *194,300 Equity Shares were allotted to IDFC PE.*

17. *194,300 Equity Shares were allotted to IDFC PE. An amount of ₹ 12,833,701 was utilised out of securities premium account for the purpose of share issue expenses.*

18. *Bonus issue in the ratio 1 : 1 to the existing shareholders as on March 10, 2016, authorized by our Shareholders through a resolution passed at the EGM held on March 10, 2016. 3,552,566 Equity Shares were allotted to Capt. Parvataneni Venkata Krishna Mohan, 1,210,098 Equity Shares were allotted to Parvataneni Sarat Kumar, 1,409,813 Equity Shares were allotted to Parvataneni Vivek Anand, 326,592 Equity Shares were allotted to Parvataneni Sudha Mohan, 108,108 Equity Shares were each allotted to Parvataneni Prasanthi and Parvathaneni Divya, 36,000 Equity Shares were each to P. Vijayendra, P. Vinayendra, R. Shravan, and R. Chaitanya, 288,000 Equity Shares were allotted to Parvathaneni Vishwa Ratan, 1,016,668 Equity Shares were allotted to Ratakondla Ramesh, and 2,578,090 Equity Shares allotted IDFC PE.*

19. *An amount of ₹ 1,122,965,382 was utilised out of securities premium account pursuant to the Scheme of Amalgamation between our Company and Levan Marine Services Private Limited. For details of the scheme of amalgamation, see "History and Certain Corporate Matters - Acquisition of business, mergers and amalgamations" on page 159.*

(b) *The details of the Equity Shares allotted for consideration other than cash is provided in the following table:*

Date of allotment of the Equity Shares	Number of Equity Shares	Name of the Allottee[1]	Face value (₹)	Issue price (₹)	Reasons for allotment
March 28, 2000	609,010	Existing shareholders of our Company as on February 27, 2000	10	-	Bonus issue in the ratio 1:1
March 29, 2004	1,978,920	Existing shareholders of our Company as on March 29, 2004	10	-	Bonus issue in the ratio 1:1
March 30, 2005	1,978,920	Existing shareholders of our Company as on March 28, 2005	10	-	Bonus issue in the ratio 1:2
March 29,2006	1,187,352	Existing shareholders of our Company as on March 29, 2006	10	-	Bonus issue in the ratio 1:5
March 10, 2016	10,742,043	Existing shareholders of our Company as on March 10, 2016	10	-	Bonus issue in the ratio of 1:1

(c) Our Company has not issued or allotted any Equity Shares in terms of any scheme approved under sections 391-394 of the Companies Act, 1956.

2. Build-up of Promoter's Shareholding, Promoter's contribution and Lock-in

As on the date of this Draft Red Herring Prospectus, our Promoters hold 11,915,272 Equity Shares, constituting 55.46% of the issued, subscribed and paid-up Equity Share Capital of our Company. The details regarding our Promoters' shareholding is set out below:

A. Build-up of Equity Shares held by our Promoters

The details of the build-up of our Promoter's shareholding in our Company is as follows:

1. **Capt. Parvataneni Venkata Krishna Mohan**

Sr. No.	Date of allotment / transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	November 8, 1989	Subscription to MOA	100	10	10	Cash	0.00	[●]
2.	March 28,	Allotment	39,900	10	10	Cash	0.19	[●]

Sr. No.	Date of allotment / transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
	1992							
3.	December 31, 1997	Allotment	33,800	10	10	Cash	0.16	[●]
4.	January 31, 2000	Transferred from L. Raja Gopal	20,400	10	10	Cash	0.09	[●]
5.	March 22, 2000	Allotment	12,500	10	10	Cash	0.06	[●]
6.	March 28, 2000	Bonus issue	106,700	10	-	Other than Cash	0.50	[●]
7.	October 24, 2002	Allotment	9,420	10	10	Cash	0.04	[●]
8.	February 27, 2004	Transferred from G. Madhusudan Rao, K. Ravichandran, K. Manoharam, K. Amritham, Kumthavali, K. Parthiban, N. Geetha Rani, C. Vijayam, D. Savithri, Krishna Swamy Naidu, N. Vijaya Kumar, N. Rajendran, N. Amritham, R. Narayana Swamy, and R. Amrithavalli	275,960	10	10	Cash	1.28	[●]
9.	March 29, 2004	Transferred from Maxicon Shipping Agencies Private Limited and Seamaster Shipping and Logistics Private Limited	348,250	10	10	Cash	1.62	[●]
10.	March 29, 2004	Bonus issue	847,030	10	-	Other than Cash	3.94	[●]
11.	March 30, 2005	Bonus issue	847,030	10	-	Other than Cash	3.94	[●]
12.	March 29, 2006	Bonus issue	508,218	10	-	Other than Cash	2.37	[●]
13.	April 30, 2008	Allotment	397,350	10	10	Cash	1.85	[●]
14.	May 14, 2008	Allotment	105,908	10	10	Cash	0.49	[●]
15.	March 10,	Bonus issue	3,552,566	10	-	Other than	16.54	[●]

Sr. No.	Date of allotment / transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
	2016					Cash		
	Total		**7,105,132**				**33.07**	[●]

2. **Parvataneni Sarat Kumar**

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	March 28, 1992	Allotment	10,000	10	10	Cash	0.05	[●]
2.	December 31, 1997	Allotment	22,700	10	10	Cash	0.11	[●]
3.	January 31, 2000	Transferred from V. Mala Kondaiah and L Raja Gopal	20,900	10	10	Cash	0.10	[●]
4.	March 22, 2000	Allotment	12,500	10	10	Cash	0.06	[●]
5.	March 28, 2000	Bonus issue	66,100	10	-	Other than Cash	0.31	[●]
6.	October 24, 2002	Allotment	5,360	10	10	Cash	0.02	[●]
7.	March 29, 2004	Transferred from Maxicon Shipping Agencies Private Limited and Seamaster Shipping and Logistics Private Limited	141,750	10	10	Cash	0.66	[●]
8.	March 29, 2004	Bonus issue	279,310	10	-	Other than Cash	1.30	[●]
9.	March 30, 2005	Bonus issue	279,310	10	-	Other than Cash	1.30	[●]
10.	March 29, 2006	Bonus issue	167,586	10	-	Other than Cash	0.78	[●]
11.	April 30, 2008	Allotment	161, 550	10	10	Cash	0.75	[●]
12.	May 14, 2008	Allotment	43,032	10	10	Cash	0.20	[●]
13.	March 10, 2016	Bonus issue	1,210,098	10	-	-	5.63	[●]
	Total		**2,420,196**				**11.27**	[●]

3. Parvataneni Vivek Anand

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	March 28, 1992	Allotment	10,000	10	10	Cash	0.05	[●]
2.	December 31, 1997	Allotment	6,700	10	10	Cash	0.03	[●]
3.	January 31, 2000	Transferred from G. Bhaskara Rao and V. Eshwaramma	20,900	10	10	Cash	0.10	[●]
4.	March 22, 2000	Allotment	62,500	10	10	Cash	0.29	[●]
5.	March 28, 2000	Bonus issue	100,100	10	-	Other than Cash	0.47	[●]
6.	October 24, 2002	Allotment	3,760	10	10	Cash	0.02	[●]
7.	March 29, 2004	Transferred from Maxicon Shipping Agencies Private Limited and Seamaster Shipping and Logistics Private Limited	133,950	10	10	Cash	0.62	[●]
8.	March 29, 2004	Bonus issue	337,910	10	-	Other than Cash	1.57	[●]
9.	March 30, 2005	Bonus issue	337,910	10	-	Other than Cash	1.57	[●]
10.	March 29, 2006	Bonus issue	202,746	10	-	Other than Cash	0.94	[●]
11.	April 30, 2008	Allotment	152, 750	10	10	Cash	0.71	[●]
12.	May 14, 2008	Allotment	40, 587	10	10	Cash	0.19	[●]
13.	March 10, 2016	Bonus issue	1,409,813	10	-	Other than Cash	6.56	[●]
14.	March 16, 2016	Transfer to Parvataneni Satya Ridhima	(429,682)	10	-	Gift	(2.00)	[●]
	Total		**2,389,944**				**11.12**	[●]

All the above Equity Shares were fully paid-up at the time of allotment or transfer, as the case may be.

The details of the build-up of our Selling Shareholders' shareholding other than Parvataneni Vivek Anand in our Company is as follows:

B. ***Build-up of Equity Shares held by IDFC PE***

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	May 28, 2008	Allotment	2,383,790	10	503.40	Cash	11.10	[●]
2.	April 29, 2009	Allotment	194,300	10	10	Cash	0.90	[●]
3.	March 10, 2016	Bonus issue	2,578,090	10	-	Other than Cash	12.00	[●]
	Total		**5,156,180**				**24.00**	[●]

C. ***Build-up of Equity Shares held by the Other Selling Shareholders***

I. Parvataneni Sudha Mohan

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	March 28, 1992	Allotment	10,000	10	10	Cash	0.05	[●]
2.	December 31, 1997	Allotment	4,300	10	10	Cash	0.02	[●]
3.	March 28, 2000	Bonus issue	14,300	10	-	Other than Cash	0.07	[●]
4.	October 24, 2002	Allotment	1,430	10	10	Cash	0.01	[●]
5.	February 27, 2004	Transfer from C. Jagganathan and Prof. S.G Sarojini	60,690	10	10	Cash	0.28	[●]
6.	March 29, 2004	Bonus issue	90,720	10	-	Other than Cash	0.42	[●]
7.	March 30, 2005	Bonus issue	90,720	10	-	Other than Cash	0.42	[●]
8.	March 29, 2006	Bonus issue	54,432	10	-	Other than Cash	0.25	[●]
9.	March 10, 2016	Bonus issue	326,592	10	-	Other than Cash	1.52	[●]
Total			**653,184**				**3.04**	[●]

II. Parvataneni Prasanthi

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	March 28, 1992	Allotment	10,000	10	10	Cash	0.05	[●]
2.	December 31, 1997	Allotment	4,300	10	10	Cash	0.02	[●]
3.	March 28, 2000	Bonus issue	14,300	10	-	Other than Cash	0.07	[●]
4.	October 24, 2002	Allotment	1,430	10	10	Cash	0.01	[●]
5.	March 29, 2004	Bonus issue	30,030	10	-	Other than Cash	0.14	[●]
6.	March 30, 2005	Bonus issue	30,030	10	-	Other than Cash	0.14	[●]
7.	March 29, 2006	Bonus issue	18,018	10	-	Other than Cash	0.08	[●]
8.	March 10, 2016	Bonus issue	108,108	10	-	Other than Cash	0.50	[●]
Total			**216,216**				**1.01**	[●]

III. Parvathaneni Divya

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	March 28, 1992	Allotment	10,000	10	10	Cash	0.05	[●]
2.	December 31, 1997	Allotment	4,300	10	10	Cash	0.02	[●]
3.	March 28, 2000	Bonus issue	14,300	10	-	Other than Cash	0.07	[●]
4.	October 24, 2002	Allotment	1,430	10	10	Cash	0.01	[●]
5.	March 29, 2004	Bonus issue	30,030	10	-	Other than Cash	0.14	[●]
6.	March 30, 2005	Bonus issue	30,030	10	-	Other than Cash	0.14	[●]
7.	March 29, 2006	Bonus issue	18,018	10	-	Other than Cash	0.08	[●]
8.	March 10, 2016	Bonus issue	108,108	10	-	Other than Cash	0.50	[●]
Total			**216,216**				**1.01**	[●]

IV. **Parvathaneni Vishwa Ratan**

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	March 22, 2000	Allotment	40,000	10	10	Cash	0.19	[●]
2.	March 28, 2000	Bonus issue	40,000	10	-	Other than Cash	0.19	[●]
3.	March 29, 2004	Bonus issue	80,000	10	-	Other than Cash	0.37	[●]
4.	March 30, 2005	Bonus issue	80,000	10	-	Other than Cash	0.37	[●]
5.	March 29, 2006	Bonus issue	48,000	10	-	Other than Cash	0.22	[●]
6.	March 10, 2016	Bonus issue	288,000	10	-	Other than Cash	1.34	[●]
Total			**576,000**				**2.68**	[●]

V. **Ratakondla Ramesh**

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
1.	January 31, 2000	Transfer from G. Bhaskara Rao and V. Eshwaramma , G.V Ramanaidu and L. Ramalakshmamma	20,400	10	10	Cash	0.09	[●]
2.	March 22, 2000	Allotment	52,500	10	10	Cash	0.24	[●]
3.	March 28, 2000	Bonus issue	72,900	10	-	Other than Cash	0.34	[●]
4.	October 24, 2002	Allotment	2,040	10	10	Cash	0.01	[●]
5.	March 29, 2004	Transfer from Maxicon Shipping Agencies Private Limited and Seamaster Shipping and Logistics Private Limited	96,050	10	10	Cash	0.45	[●]
6.	March 29, 2004	Bonus issue	243,890	10	-	Other than Cash	1.14	[●]
7.	March 30,	Bonus issue	243,890	10	-	Other than	1.14	[●]

Sr. No.	Date of allotment/ transfer	Nature of allotment/ Details of transfer	Number of Equity Shares	Face Value (₹)	Issue/ transfer Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
	2005					Cash		
8.	March 29, 2006	Bonus issue	146,334	10	-	Other than Cash	0.68	[●]
9.	April 30, 2008	Allotment	109,550	10	10	Cash	0.51	[●]
10.	May 14, 2008	Allotment	29,114	10	10	Cash	0.14	[●]
11.	March 10, 2016	Bonus issue	1,016,668	10	-	Other than Cash	4.73	[●]
Total			**2,033,336**				**9.46**	[●]

D. ***Details of Promoter's contribution locked-in for three years***

Pursuant to Regulation 32 and Regulation 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post- Offer paid up capital of our Company held by the Promoters shall be locked-in for a period of three years from the date of Allotment ("**Promoter's Contribution**").

All Equity Shares held by our Promoters are eligible for minimum Promoter's contribution in terms of Regulation 36(a) the SEBI ICDR Regulations, other than the Equity Shares offered by our Promoter, Parvataneni Vivek Anand, in the Offer for Sale.

For details of the build-up of our Promoters' shareholding, see *"- Build-up of Equity Shares held by our Promoters*" on page 75 above.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of Allotment are set out in the following table:

Name of the Promoter	Date of transaction and when made fully paid-up	Nature of transaction	No. of Equity Shares	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	Percentage of post- Offer paid-up capital (%)
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]

The minimum Promoter's contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'Promoter' under the SEBI ICDR Regulations. The Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution under Regulation 33 of the SEBI ICDR Regulations. In this connection, our Company confirms the following:

(i) The Equity Shares offered for minimum 20% Promoter's contribution have not been acquired (a) in the last three years for consideration other than cash and revaluation of assets or capitalization of intangible assets; or (b) pursuant to a bonus issue out of revaluation reserves, or unrealised profits of our Company or (c) from a bonus issue against Equity Shares which are otherwise ineligible for computation of Promoter's Contribution;

(ii) The Company has not been formed by the conversion of a partnership firm into a company;

(iii) Other than the eligible equity shares issued pursuant to bonus issuances, Promoters' Contribution does not include any Equity Shares acquired during the preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.

(iv) The Equity Shares held by Promoters and offered for minimum 20% Promoter's contribution are in dematerialised form and not subject to any pledge; and

(v) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

(vi) Our Promoters have confirmed that aquisition of the Equity Shares held by our Promoters and which will be locked-in as Promoter's contribution have been financed from owned funds and no loans or financial assistance from any bank or financial institution has been availed for such purpose.

E. *Details of pre- Offer equity share capital locked-in for one year*

In addition to the 20% of the fully diluted post- Offer shareholding of our Company held by our Promoters and locked in for a period of three years as specified above, the entire pre- Offer Equity Share Capital of our Company will be locked-in for a period of one year from the date of Allotment, except the Equity Shares transferred pursuant to the Offer for Sale.

Any unsubscribed portion of the Offer for Sale being offered by the Selling Shareholders (other than IDFC PE) would also be locked-in for one year from the date of Allotment. IDFC PE is a unit scheme of IDFC Infrastructure Fund 2, a venture capital fund registered under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996. Accordingly, in terms of the SEBI Regulations, the Equity Shares which have been held by IDFC PE for a period at least one year shall be exempted from the requirement of lock-in of one year from the date of Allotment.

F. Lock in of Equity Shares Allotted to Anchor Investors

Equity Shares Allotted to Anchor Investors in the Offer shall be locked-in for a period of 30 days from the date of Allotment.

G. *Other requirements in respect of lock-in*

The Equity Shares held by the Promoters which are lock–in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions provided that the pledge of the Equity Shares is one of the terms of the sanction of such loans. Further, the Equity Shares held by our Promoters that are lock-in for a period of three years from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions if the loan and pledge of specified securities is one of the terms of sanction of the loan has been granted by the scheduled commercial banks or public financial institutions for the purpose of financing one or more objects of the Offer.

The Equity Shares held by persons other than the Promoters and locked-in for a period of one year from the date of Allotment in the Offer, may be transferred to any other person holding the Equity Shares which are locked-in subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

Further, Equity Shares held by the Promoters and lock-in, may be transferred to and among any person of the Promoter Group or to any new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

3. Shareholding Pattern of our Company

Pursuant to Regulation 31 of the Listing Regulations, the holding of specified securities are divided into the following three categories:

(a) Promoter and Promoter Group;
(b) Public; and
(c) Non Promoter - Non Public.

Summary statement holding of Equity Shareholders as on date of this Draft Red Herring Prospectus

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								No of Voting Rights Class – Equity Shares	Total as a % of (A+B+ C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	10	1,41,50,570	-	-	1,41,50,570	65.87%	1,41,50,570	65.87%	-	65.87%	-		-		1,41,50,570
(B)	Public*	4	73,33,516	-	-	73,33,516	34.13%	73,33,516	34.13%	-	34.13%					7,261,516
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by	-	-	-	-	-	-	-	-	-	-	-		-		-

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX) No of Voting Rights Class – Equity Shares	Number of Voting Rights held in each class of securities (IX) Total as a % of (A+B+ C)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII) No. (a)	Number of Locked in shares (XII) As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered (XIII) No. (a)	Number of Shares pledged or otherwise encumbered (XIII) As a % of total Shares held (b)	Number of Equity Shares held in dematerialized form (XIV)
	Employee Trusts															
(C3)	Shares underlying ESOP's	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**14**	**2,14,84,086**	**-**	**-**	**2,14,84,086**	**100.00%**	**2,14,84,086**	**100.00 %**	**-**	**100.00%**	**-**		**-**		**21,412,086**

**72,000 Equity Shares held by R. Shravan is in the process of dematerialization.*

7. **The list of top 10 shareholders of our Company and the number of Equity Shares held by them is as under:**

a. As of the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		Number of the Equity Shares held	Percentage (%)	Number of the Equity Shares held	Percentage (%)
1.	Capt. Parvataneni Venkata Krishna Mohan	7,105,132	33.07%	[●]	[●]
2.	IDFC PE	5,156,180	24.00%	[●]	[●]
3.	Parvataneni Sarat Kumar	2,420,196	11.27%	[●]	[●]
4.	Parvataneni Vivek Anand	2,389,944	11.12%	[●]	[●]
5.	Ratakondla Ramesh	2,033,336	9.46%	[●]	[●]
6.	Parvataneni Sudha Mohan	653,184	3.04%	[●]	[●]
7.	Parvathaneni Vishwa Ratan	576,000	2.68%	[●]	[●]
8.	Parvataneni Satya Ridhima	429,682	2.00%	[●]	[●]
9.	Parvataneni Prasanthi	216,216	1.01%	[●]	[●]
10.	Parvathaneni Divya	216,216	1.01%	[●]	[●]
	Total	**21,196,086**	**98.66%**	[●]	[●]

b. As of 10 days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of the Equity Shares held	Percentage of Pre Offer Equity Share Capital (%)
1.	Capt. Parvataneni Venkata Krishna Mohan	7,105,132	33.07%
2.	IDFC PE	5,156,180	24.00%
3.	Parvataneni Sarat Kumar	2,420,196	11.27%
4.	Parvataneni Vivek Anand	2,819,626	13.12%
5.	Ratakondla Ramesh	2,033,336	9.46%
6.	Parvataneni Sudha Mohan	653,184	3.04%
7.	Parvathaneni Vishwa Ratan	576,000	2.68%
8.	Parvataneni Satya Ridhima	429,682	2.00%
9.	Parvataneni Prasanthi	216,216	1.01%
10.	Parvathaneni Divya	216,216	1.01%
	Total	**21,196,086**	**98.66%**

c. As of two years prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of the Equity Shares held	Percentage of Pre Offer Equity Share Capital (%)
1.	Capt. Parvataneni Venkata Krishna Mohan	3,552,566	33.07%
2.	IDFC PE	2,578,090	24.00%
3.	Parvataneni Sarat Kumar	1,210,098	11.27%
4.	Parvataneni Vivek Anand	1,409,813	13.12%
5.	Ratakondla Ramesh	1,016,668	9.46%
6.	Parvataneni Sudha Mohan	326,592	3.04%
7.	Parvathaneni Vishwa Ratan	288,000	2.68%
8.	Parvataneni Prasanthi	108,108	1.01%
9.	Parvathaneni Divya	108,108	1.01%
10.	P. Vijayendra	36,000	0.34%
	P. Vinayendra	36,000	0.34%
	R. Chaitanya	36,000	0.34%
	R. Shravan	36,000	0.34%
	Total	**10,742,043**	**100%**

For details relating to the cost of acquisition of Equity Shares by the Promoters, see "*Risk Factors – Prominent Notes*" on page 35.

8. Our Company, our Directors or the BRLMs have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares from any person.

9. Public shareholders holding more than 1% of the pre-Offer paid up capital of our Company:

Except as provided below, there are no public Shareholders holding more than 1% of the pre-Offer paid up capital of our Company as on date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Pre-Offer	
		Number of the Equity Shares held	Percentage (%)
1.	IDFC PE	5,156,180	24.00%
2.	Ratakondla Ramesh	2,033,336	9.46%

10. Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.

11. There has been no purchase or sale of securities of subsidiaries by Promoter, Promoter Group, Directors or relatives during the last six months.

12. Except for the bonus issue on March 10, 2016, our Company has not issued any Equity Shares at a price which may be lower than the Offer price during a period of one year preceding the date of this Draft Red Herring Prospectus.

13. Except as stated below, none of our Promoters, Promoter Group or our Directors have sold, purchased or subscribed to any securities of our Company within three years immediately preceding the date of this Draft Red Herring Prospectus, which in aggregate is equal to or greater than 1% of pre- Offer capital of our Company:

Name	Promoter/ Promoter Group /Director	Date of allotment/ transfer	Nature of transaction	No. of Equity Shares	Issue/ Acquisition price per Equity Share (₹)
Parvataneni Vivek Anand/ Parvataneni Satya Ridhima	Promoter/Promoter Group	March 16, 2016	Transfer of Shares as gift pursuant to gift deed dated March 16, 2016 to Parvataneni Satya Ridhima (daughter of Parvataneni Vivek Anand)	429,682	-

14. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares.

15. Except as disclosed below, none of the Promoter, Promoter Group, our Directors and their immediate relatives have purchased or sold any Equity Shares during a period of six months preceding the date of this Draft Red Herring Prospectus.

Name	Promoter/ Promoter Group /Director	Date of allotment/ transfer	Nature of transaction	No. of Equity Shares	Issue/ Acquisition price per Equity Share (₹)
Parvataneni Vivek Anand/ Parvataneni Satya Ridhima	Promoter/Promoter Group	March 16, 2016	Transfer of Shares as gift pursuant to gift deed dated March 16, 2016 to Parvataneni Satya Ridhima (daughter of Parvataneni Vivek Anand)	429,682	-

16. Our Company has not issued any Equity Shares out of revaluation reserves since incorporation.

17. Except the Equity Shares held by IDFC PE which is an associate of IDFC Bank Limited, none of the the BRLMs or their respective associates hold any Equity Shares in our Company, as of the date of this Draft Red Herring Prospectus. The BRLMs and their respective affiliates are engaged, and in the future, may engage in transactions with and perform services for our Company and our Subsidiaries in the ordinary course of business, including lending transactions, commercial banking and investment banking transactions with our Company and our Subsidiaries, for which they may receive customary consideration.

18. An oversubscription to the extent of 10% of the Offer can be retained for the purposes of rounding off to the nearer multiple of minimum allotment lot.

19. All Equity Shares offered through the Offer will be fully paid up at the time of Allotment, failing which no Allotment shall be made.

20. The Promoter Group, our Directors or relatives of our Directors have not financed the purchase by any other person of securities of our Company during the six months preceding the date of this Draft Red Herring Prospectus.

21. There will be no further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed or all application monies have been refunded, as the case may be.

22. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use of Equity Shares as consideration for acquisitions or participations in such joint ventures.

23. In terms of Rule 19(2)(b)(i) of the SCRR, this is an Offer for at least 25% of Equity Shares of the post-Offer paid-up Equity Share Capital of our Company. Further, the Offer is being made through the Book Building Process where in at least 75% of the Net Offer shall be available for allocation to QIBs on a proportionate basis. Further, not more than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer will be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. The allotment of Equity Shares to each Retail Individual Bidder shall not be less than minimum B id Lot, subject to availability of Equity Shares in Retail Investor category, and the remaining available Equity Shares, if any, shall be allotted on proportionate basis. Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for allocation to domestic Mutual Funds only subject to Bids received at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the

balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

24. Under subscription, if any, in Non-Institutional Bidders and Retail Individual Bidders, would be met with spill over from any other categories or combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. Any inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

25. As of the date of this Draft Red Herring Prospectus, the total number of share holders of the Equity Shares of our Company is 14.

26. Our Company has not raised any bridge loans against the Offer Proceeds.

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

28. There are no partly paid-up Equity Shares as on date of this Draft Red Herring Prospectus.

29. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, our Subsidiaries, the Directors, the Promoters or the members of our Promoter Group, shall offer any incentive, whether directly or indirectly in any manner, whether in cash, kind, services or otherwise to any Bidder making a bid.

30. Other than the Offer for Sale by our Promoter, Parvataneni Vivek Anand and members of the Promoter Group namely Parvataneni Sudha Mohan, Parvataneni Prasanthi, Parvathaneni Vishwa Ratan and Parvathaneni Divya, none of the Promoters, Promoter Group and Group Companies will participate in the Offer.

31. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of registering the Red Herring Prospectus with the RoC and the Bid/ Offer Closing Date, if any, shall be reported to the Stock Exchanges within 24 hours of such transaction.

32. Up to 400,000 Equity Shares aggregating up to ₹ [●] constituting [●]% of the Offer, have been reserved for allocation to Eligible Employees bidding in the Employee Reservation Portion, subject to valid Bids being received at or above Offer Price and subject to a maximum Bid Amount by each Eligible Employee not exceeding ₹ 200,000. Only Eligible Employees bidding in the Employee Reservation Portion are eligible to apply in the Offer under the Employee Reservation Portion on a competitive basis. Bids by Eligible Employees bidding in the Employee Reservation Portion could also be made in the Net Offer and such Bids would not be treated as multiple Bids. The Employee Reservation Portion would not exceed 5% of the post-Offer capital of our Company.

OBJECTS OF THE OFFER

The Offer consists of a Fresh Issue by our Company aggregating to ₹ 800.00 million, and an Offer for Sale of up to 6,445,224 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders.

Offer for Sale

The Selling Shareholders will be entitled to the proceeds of the Offer for Sale after deducting their proportion of Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale. Other than the listing fees and auditor's fees (excluding fees paid for restatement of financial statements) which shall be borne by our Company, the expenses in relation to the Offer will be borne by our Company and the Selling Shareholders in proportion to the Equity Shares contributed to the Offer by our Company and the Selling Shareholders, respectively.

Objects of the Fresh Issue

The details of the proceeds of the Fresh Issue are summarized below:

(in ₹ million)

Particulars	Amount
Gross proceeds from the Fresh Issue	800.00
(Less) Offer related expenses in relation to the Fresh Issue *	[●]
Net Proceeds	[●]

* *To be finalised upon determination of the Offer Price.*

After deducting the Offer related expenses in relation to the Fresh Issue, we estimate the proceeds of the Fresh Issue to be ₹ [●] million ("**Net Proceeds**"). The objects for which our Company intends to use the Net Proceeds are:

1. Capital expenditure;
2. Repayment/pre-payment in full or in part of certain loans availed by our Company; and
3. General corporate purposes.

In addition to the aforementioned Objects, our Company expects to receive the benefits of listing of its Equity Shares on the Stock Exchanges, including among other things, enhancing the visibility of our brand and Company.

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association, enable our Company to undertake its existing activities and the activities for which funds are being raised through the Fresh Issue.

Means of Finance

The fund requirements set out below are proposed to be entirely funded 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% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable internal accruals.

Requirement of funds and proposed schedule of deployment

We intend to utilise the Net Proceeds as set forth in the table below:

(in ₹ million)

Particulars	Total Estimated Utilization from Net Proceeds	Amount to be deployed from the Net Proceeds	
		Fiscal 2017	Fiscal 2018
Capital expenditure	454.88	436.88	18.00
Repayment/pre-payment in full or in part of certain loans availed by our Company	170.00	170.00	-
General corporate purposes[(1)]	[●]	[●]	
Total	[●]	[●]	18.00

(1) *The amount utilised for general corporate purposes shall not exceed 25% of the Gross proceeds of the Fresh Issue. The exact amount will be finalised upon determination of the Offer Price.*

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects during Fiscal 2017 and Fiscal 2018. In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, the same shall be utilised in the next fiscal year. Further, if the Net Proceeds are not completely utilised for the objects stated above by Fiscal 2018 due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) timely completion of the Offer, market conditions outside the control of our Company; and (v) other commercial considerations; the same would be utilised (in part or full) in fiscal year 2019 or a subsequent period as may be determined by our Company in accordance with applicable law.

The above fund requirements, deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, internal management estimates, and current quotations from suppliers, and have not been appraised by any bank or financial institution or any other external agency. These are based on current business needs and are subject to revisions in light of changes in costs, financial condition, business plan, strategy or external circumstances which may not be in our control and may entail rescheduling and / or revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management, subject to compliance with applicable law. For further details, see "*Risk Factors - The objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Further, the deployment of the proceeds from the Fresh Issue is at the discretion of our Company.*" on page 28. In case of any surplus after utilization of the Net Proceeds for the stated objects, we may use such surplus towards general corporate purposes subject to applicable law.

Subject to applicable law, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Fresh Issue. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Fresh Issue, we may explore a range of options including utilising our internal accruals and seeking debt from financial institutions and other lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Details of the Objects

1. Capital expenditure

Our Company has an asset light business model. For details, see "*Our Business*" on page 136. However, our strategy to expand our business requires us to invest in certain infrastructure and equipment. Accordingly, we propose to deploy ₹ 454.58 million of Net Proceeds towards funding our capital expenditure. Such capital expenditure will enable us to operate effectively and efficiently and meet our increasing business requirements as per our expansion strategy. Our capital expenditure shall comprise of purchase of various equipment for various verticals of our business.

Bulk Cargo

We intend to utilise a portion of the Net Proceeds aggregating approximately to ₹ 156.01 million to purchase fork lift trucks, load reach stackers and telescopic truck mounted cranes for our Bulk Cargo business which we expect will help in increased productivity for handling bulk cargo. Our present bulk cargo handling method is mostly semi-mechanical. Procurement of such equipment will enable us to modernise our bulk cargo handling method. Further, such equipment can also be utilised in a multi-purpose manner which would help our efforts to achieve operational efficiency in handling bulk cargo. We intend to use such equipment at such locations in India where we provide services of handling bulk cargo. We have received following quotations for purchase of the following equipment which are valid as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the vendor	Date of quotation	Quantity	Details of product	Amount of quotation* (in ₹ million)	Product utility
1.	Cargotec India Private Limited	February 27, 2016	4	Fork lift truck	17.52	Used to load and to unload the cargo from the trucks/rakes
2.	Sany Heavy Industry India Private Limited	February 27, 2016	4	Telescopic truck mounted cranes	58.22	Used to load/ unload cargo such as steel, aluminum and project cargo in ports/ plants
3.	Gmmco Limited	February 26, 2016	4	Bar front end loader	15.80	Used to load bulk cargoes such as coal, iron ore, fertilizer, lime stone etc. in the port or at the plant for low capacity
4.	Gmmco Limited	March 1, 2016	4	Caterpillar Wheel Loader	44.52	Used to load bulk cargoes such as coal, iron ore, fertilizer, lime stone etc. in the port or at the plant for high capacity
5.	Gmmco Limited	March 1, 2016	3	Caterpillar Hydraulic Excavator	19.95	Used to load bulk cargoes such as coal, iron ore, fertilizer, Lime stone etc in the port or at the plant
			Total		**156.01**	

**Includes estimates towards applicable taxes and delivery charges wherever applicable*

In relation to the purchase of equipment for our Bulk Cargo business as set out above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery and equipment or at the same costs. The quantity of machinery and equipment to be purchased is based on management estimates. We do not intend to purchase any second-hand machinery or equipment.

NVOCC

Our NVOCC vertical is operated through our Subsidiary, Maxicon Singapore. We propose to utilise a portion of the Net Proceeds aggregating approximately to ₹ 187.60 million for purchase of dry containers for our NVOCC business. Presently, for our NVOCC business we own 8,616 containers, including containers under finance lease and operate 16,214 containers of various types and the additional requirement is met by outsourcing containers from third parties on lease basis. We intend to further expand our NVOCC business in South East Asia and Far East. Accordingly, we require additional containers to expand our NVOCC business. Leasing of containers have certain drawbacks including extra cost in pick-up and return of containers, cost of lease renewal and cost of repair at the time of return. Containers typically have an efficient shelf life of 15 years and when compared to lease cost for 15 years, procurement of containers would be economical for our Company. Furthermore, ownership of containers provides greater flexibility in our business operations. In the container logistics industry, typically owned containers contribute to more than fifty per cent of the total inventory. Our proposed purchase of containers, as explained above would enable us to consolidate the proportion of owned and leased containers. We have received following quotation for purchase of such containers which are valid as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the vendor	Date of quotation	Quantity	Details of product	Amount of quotation (in ₹ million)	Product utility
1.	Qingdao CIMC Container Manufacture Co., Ltd	February 25, 2016	2,000	Dry Containers	187.60*	Safe and effective storage of dry cargo for transportation
			Total		**187.60**	

* Quotation amount USD 2,800,000 and converted at an exchange rate of ₹ 67.00 per USD.

We shall invest ₹ 187.60 million in our subsidiary, Maxicon Singapore, for the purpose of purchasing dry containers for our NVOCC business, in the form of an equity investment. The proposed purchase of containers shall contribute towards expansion of NVOCC vertical business undertaken by Maxicon Singapore. In relation to the purchase of containers as set out above, we have not entered into any definitive agreements with and there can be no assurance that the same vendor would be engaged to eventually supply the containers or at the same costs. The quantity of containers to be purchased is based on management estimates. We do not intend to purchase any second-hand containers.

Freight Forwarding

In order to improve and increase logistics and cargo handling for our Freight Forwarding business, we intend to utilise a portion of the Net Proceeds aggregating approximately to ₹ 76.01 million towards purchase of tyre mounted mobile cranes, diesel forklift trucks and hyster TIL reach stackers. Such equipment will contribute in enhancing our mechanical operational abilities. Presently, we outsource such equipment from third party vendors on lease basis. We expect that purchase of such equipment will enable us to manage our costs effectively and provide competitive rates to our customers. However, we will continue to lease other large and heavy equipment as may be required for our Freight Forwarding business. We have received following quotations for the aforesaid equipment which are valid as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the vendor	Date of quotation	Quantity	Details of product	Amount of quotation* (in ₹ million)	Product utility
1.	TIL Limited	March 16, 2016	2	Hyster TIL reach stacker	48.95	A vehicle used for handling containers in small terminals or ICD's. Reach stackers are able to transport a container over short distances very quickly and pile them in various rows depending on its access
2.	TIL Limited	March 16, 2016	4	Tyre mounted mobile crane (fifteen tons)	18.65	Used to lift containers and heavy lift cargoes
3.	Kion India Private Limited	March 16, 2016	4	Diesel forklift truck (three tons)	4.66	Used to load and to unload the cargo from the containers/ trucks
4.	Kion India Private Limited	March 16, 2016	2	Diesel forklift truck (five tons)	3.75	Used to load and to unload the cargo from the containers/ trucks
			Total		**76.01**	

**Includes estimates towards applicable taxes and delivery charges wherever applicable*

In relation to the purchase of equipment for our Freight Forwarding business as set out above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery and equipment or at the same costs. The quantity of machinery and equipment to be purchased is based on management estimates. We do not intend to purchase any second-hand machinery or equipment.

FTWZ Services

Our present FTWZ services hub is located in Sriperambudur, Chennai having 77,104 sq. ft. of covered warehousing space with five storied high density racking for palletized cargo and 47,155 sq. ft. of open plot. We propose to lease additional warehousing space adjoining our existing warehousing facilities for an approximate area of 90,000 sq. ft. Further, we also propose to build cold storage space for a carpet area of around 10,000 sq. ft. in our existing warehousing facilities. In relation to our proposed expansion plan for our warehousing facilities, as mentioned above, we propose to purchase certain infrastructure and equipment which includes pallet racks, fork lifts, reach trucks and fork lift trucks. We also propose to undertake certain civil and interior works as well. We propose to utilise a portion of the Net Proceeds aggregating approximately to ₹ 35.26 million towards purchase of various equipment and civil and interior works to enable us to expand our existing warehousing facilities and upgradation of our existing warehousing facilities. We have received following quotations for the aforesaid equipment and civil and interior works which are valid as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the vendor	Date of quotation	Quantity	Details of product/service	Amount of quotation* (in ₹ million)	Product utility
1.	TMTE Metal Tech Private Limited	February 26, 2016	NA	Steel pallet racks for warehouse	2.75	Used to store palletized cargoes in the warehouse.
2.	Kion India Private Limited	February 26, 2016	3	Battery operated forklift truck (capacity – 3,000 Kgs)	4.39	It is a trolley operated by battery which is used to move the palletized cargo from one place to another inside the warehouse most quickly and efficiently.
3.	Kion India Private Limited	February 26, 2016	3	Battery operated forklift truck (capacity – 1,500 Kgs)	3.50	It is a trolley operated by battery which is used to move the palletized cargo from one place to another inside the warehouse most quickly and efficiently.
4.	Kion India Private Limited	February 26, 2016	6	Power pallet truck (capacity – 2,000 Kgs)	2.88	It is a trolley operated by battery which is used to move the palletized cargo from one place to another inside the warehouse most quickly and efficiently.
5.	Kion India Private Limited	February 26, 2016	2	Reach truck (capacity – 1,600 Kgs)	5.14	Modernised forklift kind used to lift and stack / stuff and de-stack / de-stuff palletized cargo from the racks.
6.	Microbes	February 25, 2016	10,000 sq. ft. carpet	PUF panel and Chiller units with VDF flooring	8.38	Set up for cold storage facility

Sr. No.	Name of the vendor	Date of quotation	Quantity	Details of product/service	Amount of quotation* (in ₹ million)	Product utility
7.	Microbes	February 21, 2016	NA	Interior, electrical, fire alarm system works and supply and erection of networking & voice works	6.90	Interior works such as partitions, doors, furniture, storage units, false ceiling and painting works. Electrical works such as wiring, earth conductor, light fixtures, water cooler. LAN/voice works, air-conditioning works, fire alarm works, access control works etc.
8.	Microbes	February 21, 2016	50	High Definition CCTV Camera with accessories	0.79	Installation of CCTV Camera
9.	Ceasfire Industries Limited	February 25, 2016	60	Fire extinguishers	0.53	Fire-fighting tools
			Total		**35.26**	

**Includes estimates towards applicable taxes and delivery charges wherever applicable*

In relation to the purchase of equipment for our FTWZ services as set out above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery and equipment or at the same costs. The quantity of machinery and equipment to be purchased is based on management estimates. We do not intend to purchase any second-hand machinery or equipment.

2. Repayment/pre-payment in full or in part of certain loans availed by our Company

Our Company has entered into certain financing arrangements with, *inter alia*, various banks/ financial institutions. For details of our debt financing arrangements, see "*Financial Indebtedness*" on page 197 and "*Financial Statements*" on page 195.

Our Company proposes to utilise an amount of ₹ 170.00 million from the Net Proceeds towards repayment/pre-payment, in full or in part of certain loans availed by our Company. The selection and extent of loans proposed to be repaid from our Company's loan facilities mentioned below will be based on various commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan and applicable law governing such borrowings. Further, the amounts outstanding under the working capital facilities are dependent on several factors and may vary with the business cycle and could include interim repayments and drawdown. Given the nature of these borrowings and terms of repayment, aggregate outstanding amount may vary from time to time. In the event sanctioned amounts under the working capital loans as mentioned below were to increase and be drawn down, such further amounts prior to filing the Red Herring Prospectus with the RoC, we may revise our utilisation of the Net Proceeds towards repayment of amounts under the working capital loans, as mentioned below, subject to compliance with the SEBI Regulations, Companies Act and other applicable laws. We may repay or refinance some of the existing loans set forth below prior to Allotment. Accordingly, we may utilise the Net Proceeds for repayment or pre-payment of any such loans. However, the aggregate amount to be utilised from the Net Proceeds towards repayment/pre-payment of loans (including refinanced loans availed) would not exceed ₹ 170.00 million.

We believe that such repayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilisation of our accruals for further investment in our business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund our potential business development opportunities. The details of the outstanding loans proposed to for re-payment/pre-payment, in full or in part from the Net Proceeds, without any obligation to any particular bank are set forth below:

Sr. No.	Name of the lender and documentation	Sanctioned amount	Amount outstanding as of February 29, 2016 (1)	Interest rate	Repayment	Purpose
1.	RBL Bank Limited - Sanction letter dated June 6, 2015, and working capital facility agreement dated June 12, 2015	Cash credit facility of ₹ 100 million	₹ 75.00 million	1.90% above current base rate	12 months	Towards meeting working capital expenses
2.	Canara Bank - Sanction letter dated May 8, 2015	**Fund based**: Working capital of ₹ 300 million	₹ 280.15 million	3.75% above current base rate	12 months	Towards meeting working capital expenses

(1) *As certified by M/S M M Reddy & Co., Chartered Accountant(s), pursuant to their certificate dated March 22, 2015. Further, M/S M M Reddy & Co, Chartered Accountant(s) has certified that as on February 29, 2016, our Company has utilised the amounts drawn down under each of the loan facilities as mentioned above for the purpose for which it was granted.*

In due course of business, our Company may explore possibilities of other banks participating in existing loans either in full or in part, including the loans abovementioned, due to various operational benefits. Some of our financing agreements provide for the levy of prepayment penalties. In the event that there are any pre-payment penalties required to be paid under the terms of the relevant financing agreements, the amount of such pre-payment penalties shall be paid by our Company out of our internal accruals.

3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating ₹ [●] million towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross proceeds, in compliance with the SEBI Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include meeting exigencies and expenses incurred, by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any. .

Offer related expenses

The total expenses of the Offer are estimated to be ₹ [●] million. The estimated Offer expenses are set forth below:

Activity	Expense (₹ In million)	Expense (% of total expenses)	Expense (% of Issue Size)
Lead management fees	[●]	[●]	[●]
Registrar to the Offer and other related fees	[●]	[●]	[●]
Other advisors to the Offer	[●]	[●]	[●]
Brokerage and selling commission*#	[●]	[●]	[●]
Brokerage and selling commission for Registered Brokers#	[●]	[●]	[●]
Brokerage and selling commission for Collecting DP#	[●]	[●]	[●]
Brokerage and selling commission for Registered RTA#	[●]	[●]	[●]
Printing and distribution expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Other expenses (SEBI filing fees, book-building fees etc.)	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

* *Including commission to the SCSBs for applications and processing fees to the SCSBs for processing the Bid cum Application Forms procured by the Syndicate from Bidders in the Specified Cities and submitted to the SCSBs. A processing fee of ₹ [●] (plus applicable service tax) per valid application is payable to the SCSBs on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees which are procured by the members of the Syndicate, sub-Syndicate, Registered Brokers, Collecting RTAs or Collecting DPs and submitted to SCSB for blocking.*

\# *The commission and processing fees shall be payable within 30 Working Days post the date of the receipt of the final invoice of the respective intermediaries by the Company.*

The Offer expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective intermediaries by our Company in accordance with the arrangements/ agreements with the relevant intermediary.

Bridge Financing Facilities

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

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we intend to deposit the Net Proceeds only in scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 in compliance with the investment policies approved by the Board from time to time. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

Monitoring of utilization of funds

There is no requirement for a monitoring agency as the Fresh Issue size is less than ₹ 5,000 million. Our Board and Audit Committee shall monitor the utilization of proceeds of the Fresh Issue. We will disclose the utilization of the Net Proceeds, under a separate head specifying the purpose for which such proceeds have been utilised along with details, if any, in relation to all proceeds of the Fresh Issue that have not been utilised. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

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

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised 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 the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as prescribed by SEBI, in this regard.

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilized have been appraised

Other Confirmations

Our one of Promoters, Parvataneni Vivek Anand and certain members of our Promoter Group, namely Parvataneni Sudha Mohan, Parvataneni Prasanthi, Parvathaneni Divya and Parvathaneni Vishwa Ratan, will receive a portion of the proceeds of the Offer for Sale, net of their respective share of Offer Expenses, as Selling Shareholder, pursuant to sale of the Equity Shares being offered by them through the Offer for Sale. Other than as mentioned above, no part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Directors, Key Management Personnel and the members of our Promoter Group or Group Companies, except in the ordinary course of business and in compliance with applicable law.

None of our vendors who have provided the abovementioned quotations for various objects of the Offer are associated in any manner with our Company/ Subsidiaries/ Promoter/ Promoter Group or Group Company.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and Selling Shareholders in consultation with the BRLMs on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of qualitative and quantitative factors described below. The face value of the Equity Shares of our Company is ₹ 10 each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should see "*Our Business*", "*Risk Factors*" and "*Financial Statements*"on pages 136, 17 and 195, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for the Offer price are:

1. One of the largest integrated logistics services and solutions provider in India;
2. Strong and expanding network across the globe;
3. Strong and long standing relationships with customers and constituents of logistics value chain;
4. Asset light business model;
5. System and process driven business operations with strong governance standards, backed by a private equity fund; and
6. Experience and qualified management team.

For further details, see "*Our Business - Strengths*" on page 137.

Quantitative Factors

Some of the information presented in this section relating to our Company is derived from Restated Summary Statements, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. For more details on the financial information, please see "*Financial Information*" beginning on page 195.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

These ratios have been computed after considering the retrospective adjustment to the consolidation of share capital mentioned in the sections below,

1. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:

As per Restated Standalone Summary Statements of our Company:

Year Ended	Basic and Diluted EPS (in ₹)#	Weight
March 31, 2013	9.63#	1
March 31, 2014	8.26	2
March 31, 2015	3.51	3
Weighted Average (1)	**6.11**	
Six months ended September 30, 2015 (non annualised)	0.08	

 # Basic and Diluted EPS from continuing operations

As per Restated Consolidated Summary Statements of our Company:

Year Ended	Basic and Diluted EPS (in ₹)#	Weight
March 31, 2013	10.12#	1
March 31, 2014	8.27	2
March 31, 2015	13.60	3
Weighted Average (1)	**11.24**	
Six months ended September 30,	2.11	

Year Ended	Basic and Diluted EPS (in ₹)#	Weight
2015 (non annualised)		

 # Basic and Diluted EPS from continuing operations

i. *The face value of each Equity Share is ₹ 10.*
ii. *Basic and diluted earnings per share calculations are in accordance with Accounting Standard 20 on Earnings Per Share notified under section 133 of the Companies Act 2013, read together along with paragraph 7 of the Companies (Accounts) Rules, 2014. As per Accounting Standard 20, in case of bonus shares or consolidation of shares, the number of shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event has occurred at the beginning of the earliest period reported.*
iii. *The figures disclosed above are based on the restated summary statements of our Company*
iv. *The above statement should be read with significant accounting policies and notes on Restated Summary Statements as appearing in the Financial Statements on page 195.*

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

P/E based on Basic and Diluted EPS:

Particulars	P/E (Standalone)		P/E (Consolidated)	
	P/E at the Floor Price	P/E at the Cap Price	P/E at the Floor Price	P/E at the Cap Price
P/E based on Basic EPS for the year ended March 31, 2015	[●]	[●]	[●]	[●]
P/E based on Basic EPS for the year ended September 30, 2015	[●]	[●]	[●]	[●]
P/E based on Weighted Average Basic EPS	[●]	[●]	[●]	[●]

3. Industry P/E ratio

Not Applicable - There are no listed entities similar to our line of business and comparable to our scale of operations.

4. Return on Net-Worth ("RoNW")

As per Restated Standalone Summary Statements of our Company:

Particulars	RoNW %	Weight
Year ended March 31, 2013	(292.22)	1
Year ended March 31, 2014	55.83	2
Year ended March 31, 2015	20.48	3
Weighted Average (1)	**(19.85)**	
Six months ended September 30, 2015*	0.48	

As per Restated Consolidated Summary Statements of our Company:

Particulars	RoNW %	Weight
Year ended March 31, 2013	(314.53)	1
Year ended March 31, 2014	59.57	2
Year ended March 31, 2015	51.87	3
Weighted Average (1)	**(6.63)**	
Six months ended September 30, 2015*	7.43	

Return on net worth (%) is Net profit after tax and minority interest (as restated) divided by net worth as restated at the end of the year.

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

5. Minimum Return on Increased Net Worth after the Offer needed to maintain Pre- Offer Basic and Diluted EPS for the year ended March 31, 2015:

Particulars	Restated Standalone (%)	Restated Consolidated (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

6. Net Asset Value per Equity Share of face value of ₹ 10 each

(i) Net asset value per Equity Share as per Restated Standalone Summary Statements of our Company as on March 31, 2015 is ₹ 34.27 and as on September 30, 2015 is ₹ 34.43.

(ii) Net asset value per Equity Share as per Restated Consolidated Summary Statements of our Company as on March 31, 2015 is ₹ 52.43 and as on September 30, 2015 is ₹ 56.89.

(iii) After the Offer (Standalone):

(a) At the Floor Price: ₹ [●]
(b) At the Cap Price: ₹ [●]

(iv) After the Offer (consolidated):

(a) At the Floor Price: ₹ [●]
(b) At the Cap Price: ₹ [●]

(v) Offer Price: ₹ [●]

*Net Asset Value Per Equity Share = Net Worth as per the Restated Financial Information / Number of Equity Shares outstanding as at the end of the year/ period**

**Does not include Equity Shares issued pursuant to bonus issue dated March 10, 2016 by the Company.*

7. Comparison with Listed Industry Peers

There are no listed entities in India which are similar to our line of business and comparable to our scale of operations.
The Offer Price of ₹ [●] has been determined by our Company and Selling Shareholders in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 17, 195 and 202, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in "*Risk Factors*" on page 17 or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

To,
The Board of Directors
Seaways Shipping and Logistics Limited
“Seaways Pride”, Plot No. 731,
Road No. 36, Jubilee Hills,
Hyderabad - 500 034,
Telangana, India.

Subject: Statement of possible special tax benefits (‘the Statement’) available to Seaways Shipping and Logistics Limited (‘the Company’) and its Shareholders prepared in accordance with the requirement in SCHEDULE VIII – CLAUSE (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (‘the Regulations’)

We hereby report that the enclosed Annexure, states the possible special tax benefits available to the Company and to its Shareholders under the Income-tax Act, 1961 and Income Tax Rules, 1962 (together “tax laws”) presently in force in India. 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 or its Shareholders to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives, the Company or its Shareholder may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available and do not cover any general tax benefits available to the Company and to its Shareholders. Further, the preparation of the enclosed Statement and its contents is the responsibility of the Management of the Company. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("the Offer") by the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

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

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

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

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing tax laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

The enclosed annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus in connection with the Offer in India and is not to be used, referred to or distributed for any other purpose without our prior written consent.

for **B S R & Associates LLP**
Chartered Accountants
Firm’s registration number: 116231 W/W- 100024

Vikash Somani
Partner
Membership number: 061272

Place: Hyderabad
Date: March 23, 2016

Annexure to the statement of Possible Special Tax Benefits available to the Company and to its Shareholders

Outlined below are the possible special tax benefits available to the Company and its Shareholders under the Income-tax Act, 1961 and Income Tax Rules, 1962 (together "tax laws") presently in force in India.

Special tax benefits available to the Company

There are no special tax benefits available to the Company under the tax laws.

Special tax benefits available to the Shareholders of the Company

There are no special tax benefits available to the Shareholders of the Company under the tax laws.

Note:

1. *This statement does not discuss any tax consequences in the country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.*
2. *In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.*

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section has been extracted from certain publications prepared by third party sources as cited in this section. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable. However, their accuracy, completeness, and underlying assumptions are not guaranteed and their reliability cannot be assured. While we have exercised reasonable care in compiling and reproducing such official, industry, market, and other data in this document, it has not been independently verified by us, or any of our advisors, or any of the BRLMs or any of their advisors, and should not be relied on as if it had been so verified.

*The information set out below is inter alia based on the report titled 'Logistics Services for Trade – India Outlook' dated March 24, 2016 curated by A&M India ("**Report**"). The findings on the Report, apart from being based on industry estimates, have been extracted from numerous third party sources such as those listed in the table below:*

#	Source
1.	4th Advance Production Estimates of Major Crops during 2014 – 2015, Ministry of Agriculture, August, 2015
2.	ABG Shipyard Annual Report, 2012-13
3.	Adani completes acquisition of Dhamra Port in Odisha, Economic Times, June 23, 2014
4.	Airports Authority of India (AAI) statistics (Traffic Data)
5.	Annual reports of companies
6.	Basic Port Statistics of India, Ministry of Shipping, 2013 – 2014
7.	Catalyzing India's Trade and Investment – Export Import Bank of India, 1 July, 2015
8.	Crude oil prices to remain relatively low through 2016 and 2017, US Energy Information Administration, January 13, 2016
9.	Dgca.nic.in – City pair wise scheduled international traffic to and from India (FY 2009 to FY 2014)
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Overview of the Indian economy

India has witnessed strong growth of 7.3% in fiscal year (FY) 2015. India is the eighth largest economy, with real Gross Domestic Product (GDP) estimated at ~ USD 1,600 billion. GDP growth was strong between FY 2005 and FY 2011, at over 8%. Going forward, India is expected to be the fastest growing major developing economy over the next few years, with GDP growth forecasted at 7.3 - 8% from 2015 to 2018. While services account for the largest share of the Indian economy (c. 53% of Indian gross value added (GVA) at factor cost in FY 2015) the share of industry (which includes mining & quarrying, manufacturing, electricity, gas & water supply and construction) has grown from~28% in 2010 to~31% in 2015. Going forward, Indian manufacturing is expected to grow faster (real growth) than in the past few years as seen by the significantly higher growth in FY 2016 (9.5%) compared to FY 2015 (5.5%). Government initiatives like 'Make in India', factors like FDI investments in Indian manufacturing, lower global commodity prices and narrowing gap of manufacturing costs between India and China are expected to drive this growth.

A comparison of the World Bank estimates for some of the leading developing nations is presented in the table as follows:

Table 1: Real GDP growth estimates for key countries

Country	Growth Estimates				Key reasons for estimates*
	2015e	2016f	2017f	2018f	
China	6.9%	6.7%	6.5%	6.5%	• Policies that promote sustainable and balanced growth • Continued measures to contain local government

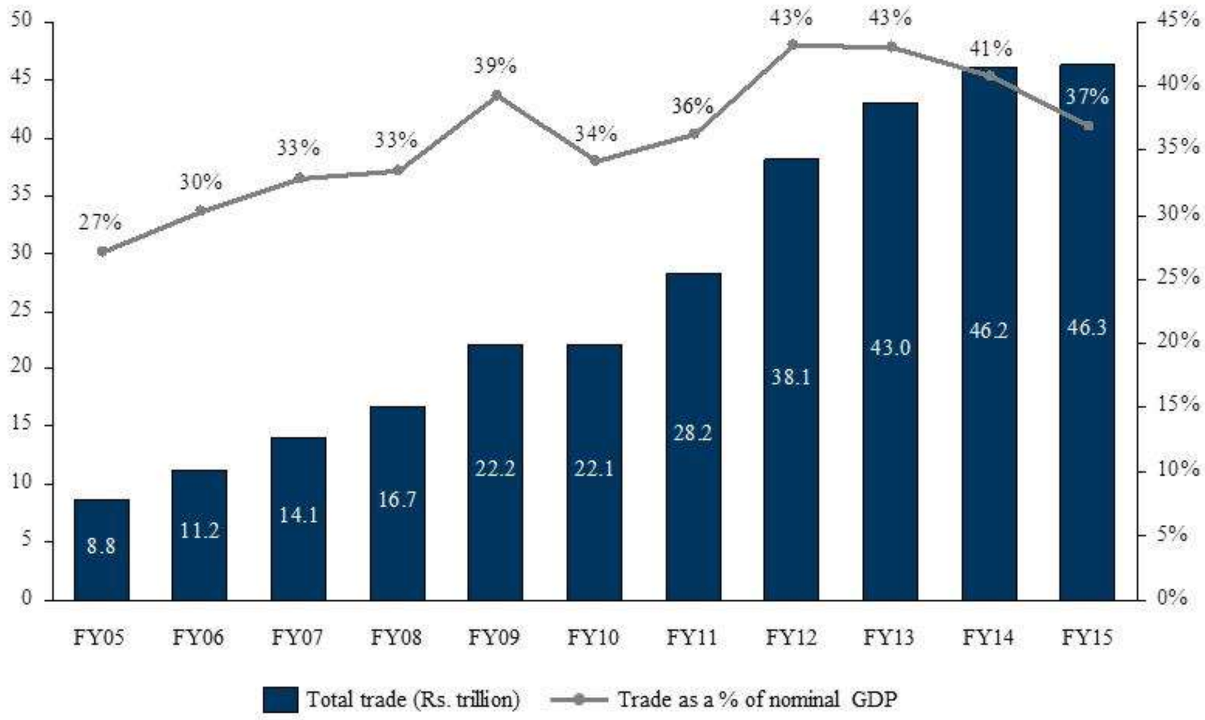
Country	Growth Estimates				Key reasons for estimates*
	2015e	2016f	2017f	2018f	
					debt, to improve the banking industry and to tackle issues related to excess capacity
South Africa	1.3%	1.4%	1.6%	1.6%	• Challenges related to inadequate power supply and labor relations • Policy tightening measures by the government
Russia	-3.8%	-0.7%	1.3%	1.5%	• Low oil prices and international sanctions • Elevated interest rates - hampering investment • Fall in consumer purchasing power - reducing consumption • Strained fiscal buffers due to estimated budget deficit
Brazil	-3.7%	-2.5%	1.4%	1.5%	• Obstacles faced by the government against fiscal austerity measures
India	7.3%	7.8%	7.9%	7.9%	• Reduced external vulnerabilities, a strengthening domestic business cycle, and a supportive policy environment - expected to help India withstand near term head winds in global financial markets • Progress on infrastructure improvements and government efforts to boost investment - expected to offset tightening of borrowing conditions • Urban spending supported by decline in inflation and recently announced public sector wage increases • Better growth prospects relative to other major developing countries - expected to help FDI inflows remain resilient

(* as mentioned by World Bank in Global Economic Prospects report – January 2016)

Trade trend and outlook

The following chart depicts the growth in Indian merchandise trade from ₹ 8.8 trillion in 2005 to ₹ 46.3 trillion in 2015 representing a compound annual growth rate (CAGR) of 18%. Over the same period merchandise trade as a ratio to Indian nominal GDP has grown from 27% to 37%.

Figure 1: Indian total trade (%)



Over the next few years, the International Monetary Fund (IMF) has projected Indian trade volumes to grow at~7 - 8%. The following factors are expected to drive this growth in merchandise trade:

- Growth in Indian economy at 7.3 – 8% *(Refer Table 1)*
- Improvement in trade to GDP ratio for India on back of government initiatives such as Indian Foreign Trade Promotion Policy for 2015-2020, 'Make in India' and favorable foreign direct investment (FDI) policies
- Investments by multi-national companies (MNCs) in sectors such as automotive, pharmaceuticals, core infrastructure and consumer goods to develop India into a global manufacturing hub
- Narrowing gap between manufacturing costs between India and China resulting in the growth of India as a preferred location for global manufacturing
- Signing and negotiation of various trade agreements between India and other countries/ trade blocs

Quality & cost of logistics services and infrastructure play an important role in determining the competitiveness of trade for a country. Logistics industry in India has played a crucial role in the growth of trade through Indian ports and airports. Growth in manufacturing and trade is expected to result in increased need for logistics services in the country.

Indian Logistics Industry

The Indian logistics industry is estimated at USD 130 – 140 billion in FY 2015. In absolute terms, Indian logistics expenditure is ~6.5% - ~7% of the GDP, which is higher than that of the United States of America (USA) (~ 5% - 6% of the GDP), but lower than that of China (~11% - ~12%). However, when indexed by geographic area of the country and share of agriculture/manufacturing to the GDP, logistics in India is around two times less efficient than China and the United States of America. Attractive opportunities have emerged for private organised logistics service providers which have the potential to effectively address these inefficiencies.

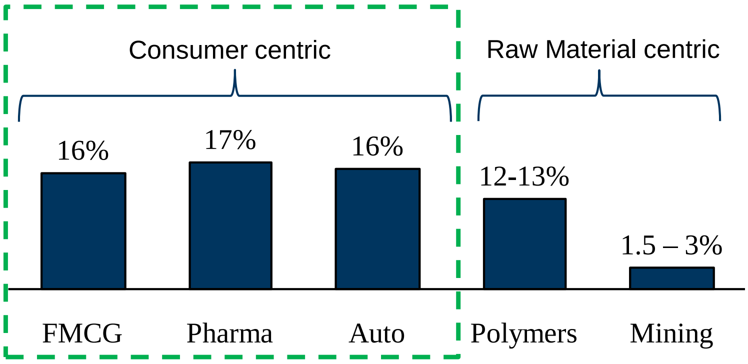
The logistics market has grown at ~14% between FY 2010 and FY 2015. The industry growth is expected to continue with the growth trajectory on the back of strong demand and supply side drivers. Key factors contributing to the future growth include growth of the Indian economy, increasing urbanisation, increasing consumerism due to higher per capita incomes, favourable regulatory changes, incentives from the government for infrastructure investment and higher levels of outsourcing of logistics activities. On the back of these drivers, organised private logistics companies are expected to grow faster than the market. Some of the key drivers are presented below:

Growth in the underlying economy

Over the next few years, the Indian economy is expected to be a fast growing major developing economy. Manufacturing and trade are expected to see strong growth on the back of several government initiatives such as "Make in India" and Indian Foreign Trade Promotion Policy for 2015 – 2020, which provide incentives for manufacturing in and exports from India. Growth of these segments is expected to result in the demand for quality logistics, on both domestic as well as on the export & import (EXIM) front, and is expected to lead to an increased demand for organised logistics companies.

Moreover, consumer-focused industries such as automotive, garments, pharmaceuticals, and fast moving consumer goods (FMCG) are growing at a faster rate than raw material centric industries in value terms, indicating premiumisation in these industries. The graph below depicts a comparison of the growth of consumer centric industries with that of raw material centric industries as per industry estimates:

Figure 2: Growth of consumer centric industries *vs* raw material centric industries – FY 2010 - 2015



Increased premiumisation in end-user industries results in a higher requirement for organised logistics companies and increase in adoption of value-added logistics services.

Dispersal

Factors such as increasing disposable incomes and the emergence of new production/consumption clusters have resulted in growing consumer demand outside of metro/tier-I cities. This has created a need for logistics service providers to expand their geographic reach in order to cater to this demand. As a result, logistics companies are adding warehousing (WH) facilities and transportation hubs to cater to these locations.

Evolving customer requirements

A shift in customer requirements from pure-play logistics activities to a service/management oriented requirement is expected to drive growth for organised logistics companies. Outsourcing to third party logistics (3PL) companies is increasing in both consumer-focused industries, as well as in bulk industries. The auto industry outsources an estimated 90-95% of logistics requirements to 3PL companies for not only warehousing and transportation (TPT), but also in-plant activities such as store management, line feed, sub-assemblies and pre delivery inspection (PDI) among others. Power plants too, are increasingly outsourcing coal transport and FSA fulfilment to 3PL providers. Global fertiliser companies are also increasingly outsourcing tasks such as last-mile bagging, distribution, and port handling to 3PL providers.

Further, customer requirements are becoming increasingly sophisticated. Customers are increasingly willing to pay a premium for higher infrastructure/service quality (such as technology, automation, and other value-added services), higher product safety, modern infrastructure, and other industry specific specialised requirements. Multi-national companies and large Indian companies have increased self-regulation and have increased adoption of global compliance standards. This is leading to increase in acceptance of premium services of organised logistics companies that meet the required standards. The table below, briefly captures the increased sophistication of logistics requirements in India:

Table 2: Increased sophistication of logistics requirement in India

Conventional approach of customers	Emerging approach of customers
• Conventional transportation and storage service providers. • Absence of value-added services (VAS) or use of only basic VAS. • Role of logistics services are perceived as transactional/ user defined. • Logistics services are procured on this basis of lowest cost.	• End to end supply chain management. • Capacity aggregation (Forwarder, co-loaders). • Technology enabled operations (Track & trace, placement accuracy, efficiency in handling). • VAS (Inventory management, route /network optimization, consolidation, packaging and labelling etc.) • Role of logistics services is evolving from a transactional role to a strategic role. • Focus on efficiency and quality.

Regulatory drivers

Regulations such as the implementation of goods and services tax (GST), the abolishment of local body taxes (LBT) and the promotion of EXIM warehousing including free trade and warehousing zones (FTWZs) are expected to increase the efficiency of logistics operations and drive private sector participation.

The implementation of GST and the abolishment of LBT are expected to significantly increase efficiencies in the supply chain. Presently, due to variances in state/local body level taxes and regulations between Indian states, distribution supply chains are designed to be tax efficient, rather than inventory efficient. GST is expected to create a standardised tax and documentation structure across states, allowing companies to focus on inventory efficiency. Current tax structure has resulted in the development of multiple small warehouses spread across states. GST is expected to result in a shift to large centralised warehouses, allowing companies to benefit from efficiencies of scale and result in the requirement of lower levels of safety stocks.

FTWZs act as an international trading hub, and are expected to result in increased port volumes due to the increased operational and taxation benefits provided. These benefits include local tax exemptions, customs duty deferment benefits, excise duty exemptions and reduced customs clearance time, among others.

Further, as per the Ministry of Commerce & Industry, Government of India, various trade pacts and free trade agreements (FTAs) have been signed by India with several Asian/ South East Asian countries/ trade blocs, such as South Asian Association for Regional Cooperation (SAARC) Preferential Trading Agreement and the Agreement on South Asian Free Trade Area (with Bangladesh, Bhutan, Maldives, Nepal, Pakistan, and Sri Lanka), Asia-Pacific Trade Agreement (with Bangladesh, China, Republic of Korea, and Sri Lanka), Comprehensive Economic Cooperation Agreement (bilateral agreements between India and Singapore, Malaysia, Japan, Association of South East Asian Nations (ASEAN) countries, and the Republic of Korea), and the India – Sri Lanka FTA. India is also currently under negotiations for trade agreements with other Asian/South East Asian countries/trading blocs (such as Indonesia, the Gulf Cooperation Council (GCC), and Australia). These agreements are expected to significantly boost intra-Asia trade.

Increased scale of logistics service providers

As per industry estimates, organised logistics companies have increased the size/scale of their infrastructure/operations over the past few years. Further, sizes of logistics parks, warehouses and port terminals have also doubled. Logistics park sizes have increased from ~15 to ~20 acres to ~35 to ~40 acres. The sizes of warehouses have increased from ~20,000 to ~30,000 square feet to ~50,000 to ~100,000 square feet. Further, the port terminal capacities have increased from ~1,000,000 to ~3,500,000 million TEUs. The sizes of temperature controlled warehouses too have tripled from ~30,000 to ~40,000 square feet to ~100,000 square feet. Large express logistics companies have also expanded their reach from ~200 to ~400 branches to ~500 to ~600 branches.

As the scale of the customers increase, their demand for logistics service providers who have the capability to cater to their scale requirements will also increase, resulting in an increased adoption of organised logistics companies. Increased scale of operations also provides logistics companies with the benefit of economies of scale.

Key segments of the logistics industry

Road transport is the largest segment of Indian logistics markets, accounting for ~60% to ~70% of the market value. This segment is highly fragmented with participants typically providing commoditised, undifferentiated services. The top ten road transportation companies account for less than 2% of the segment. This segment is plagued by several inefficiencies such as poor turnaround times, low utilisation, poor road infrastructure, and difficulty in generating reverse loads, among others. Rail transport accounts for ~10% to ~15% of the Indian logistics market.

Compared to rail and road, the market for domestic air freight transport (carriers) although currently small, is seeing fast growth. This segment is highly competitive, requires significant asset investment and is dominated by few airlines.

The Indian warehousing segment is highly fragmented and is spread over a wide geographic area. A significant share of this segment is accounted for by farm/factory side storages, which are typically either captive facilities or owned by local, unorganised entities. Scope for private, organised companies is primarily in the modern warehousing sub-segment, which accounts for only a fraction of the logistics market.

The various sub-segments in logistics differ in level of fragmentation, asset intensity and return policies. The table below briefly sets out the key sub-segments of the Indian logistics industry:

Table 3: Indian logistics industry – key sub segments

Industry	Market Size (INR) (Billions)	Market Size Growth (FYs 2010 to 2015)	Level of Fragmentation	Asset Intensity	ROCE *	Drivers
Road transport	4,911	13-15%	High	Moderate	Moderate	Adoption: Dispersal in consumer demand expected to result in increased Less-than Truck Load (LTL) cargo movement and need for consolidation. Regulations: GST expected to increase utilization. Customer Preference: Adoption of technology - (i) Telematics to drive transparency; (ii) Market place - trucking/cargo exchange; and (iii) Need for Global Positioning System (GPS) tracking in (LTL)
Freight Forwarding / Non Vessel Owning Common Carrier (NVOCC)	665	6-8%	Very high	Very low	Very high	Adoption: Development of trade relationships with east Asia has led to emergence of new freight forwarders with focus on such trade lanes. Others: Freight forwarders are building end to end capabilities to differentiate in a highly fragmented market.
Agri warehousing	207	13-14%	Moderate	Moderate	Moderate	Regulations: Government support for Public-Private Partnership (PPP) projects to increase private sector participation. Adoption: Increasing awareness on agri-wastage.
Express services	183	10-15%	Moderate	Low	Very High	Customer Preference: Need for high speed movement of cargo. Adoption: (i) reducing fuel costs (Aviation Turbine Fuel (ATF)/ diesel); (ii) emergence of new trade channels - e-tail; and (iii) growing dispersion in demand (non-metro/ non-tier-I locations).
Cold Chain	177	c.15%	Moderate	High	Moderate	Adoption: (i) Increasing self-compliance with entry of MNCs (food, quick service restaurants (QSR)) and increasing pharma exports; (ii) organized play in end user industries (dairy products); and (iii) increasing fruit imports. Customer Preference: High involvement of logistics service providers (LSPs), end to end supply chain requirement. Willingness to pay: 'Premiumization' in end user industries (chocolates, QSR, etc.) and increasing quality concerns. Scale of operations (LSP): Increased size by LSPs resulting in economies of scale.

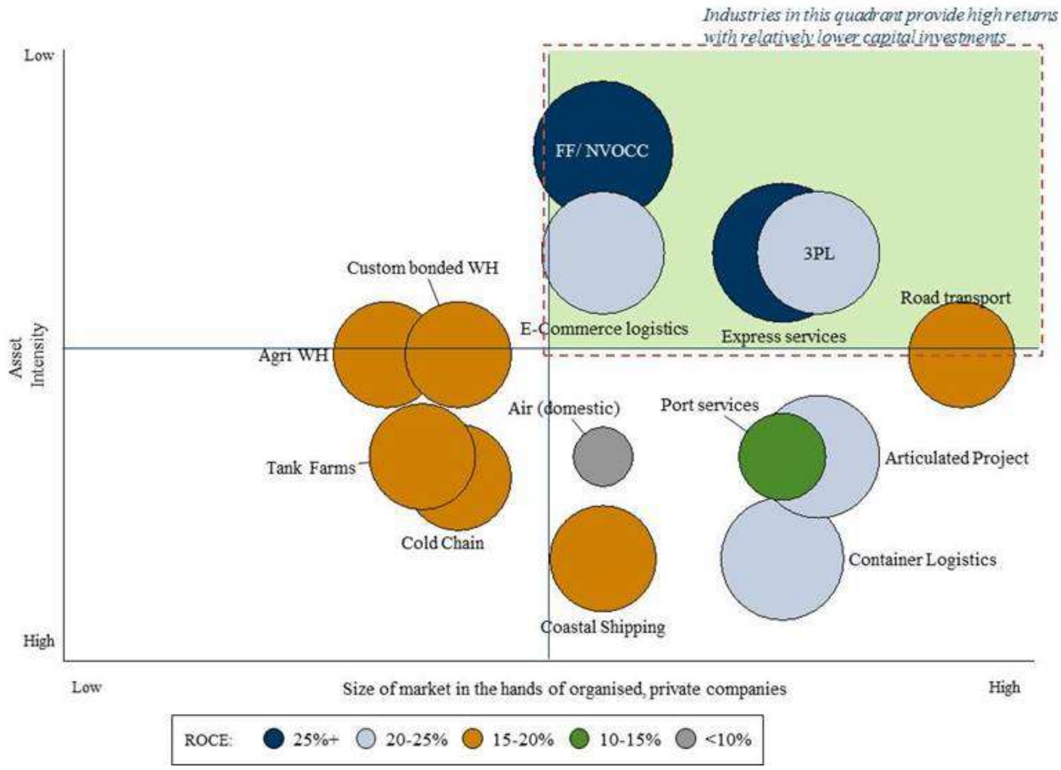
Industry	Market Size (INR) (Billions)	Market Size Growth (FYs 2010 to 2015)	Level of Fragmentation	Asset Intensity	ROCE *	Drivers
						Scale of operations in end user industries and need for service to increase organize play in cold chain.
Container Logistics (Container freight station (CFS), Inland container depot (ICD), Container train operator (CTO)	153	10-15%	Low	Very high	High	Adoption: Increase in containerization levels. Customer Preference: Need for better quality of service is expected to increase share of private players.
Port services	85	NA	Moderate	High	Low	Adoption: Increase in proportion of comprehensive contracts vs standalone tug boats contracts. Others: Emergence of minor ports.
3PL	73	10-15%	Moderate	Low	High	Adoption: Future adoption in low penetrated industries like fast moving consumer durables (FMCD) and FMCG. Customer Preference: Shift from conventional transportation/ warehousing to in-plant support, vendor-managed inventory (VMI), packaging, sub assembly, end to end supply chain management (SCM). Others: Increasing customer awareness leading to cost+ contracts impacting overall margins.
Project cargo (Road)	43	15-20%	Moderate	High	High	End user: Increase in infrastructure investment (wind, solar, pipeline, urban transport, railways). Regulations: FDI norms in manufacturing and infrastructure industries - a potential upside. Others: Mobilization of capital is an entry barrier.
Coastal Shipping	37	13-15%	Moderate	Very high	Moderate	Regulations: (i) Coastal cargo incentive scheme launched by government; and (ii) Sagarmala project having focus on coastal movement. Adoption: High adoption seen on specific trade lanes.
Custom bonded warehouses	31	10-11%	Very high	Moderate	Moderate	Regulations: Lack of clarity in regulations limits VMI potential.
E-commerce logistics	31	> 35%	Moderate	Low	High	Customer Preference: Need for additional services to address delivery gap (such as cash on delivery (CoD)) and technology gap (complete track and trace, evolved warehouse management services (WMS) to know inventory. levels) Customer expansion: Geographic and catalogue expansion. Risks: (i) Risks involved with unit economics of end user industry and resulting impact on LSPs (ii) Competition from potential captive capabilities built with increase in volumes.
Air (carrier domestic)	18	4-5%	Low	High	Very low	Market: (i) Increase in movement of high value products; (ii) Rising need for on-demand cargo; and (iii) new trade channels such as e-commerce.
Tank Farms (road / rail/port) - Non petroleum, oil and lubricants	12	10-12%	Low	High	Moderate	Adoption: (i) Clubbing tank farm products with multi-modal logistics parks (MMLPs); (ii) uptake of port linked processing units; and (iii) increasing imports of liquids. Regulations: Capacity addition at Non-Major/ private ports.

Industry	Market Size (INR) (Billions)	Market Size Growth (FYs 2010 to 2015)	Level of Fragmentation	Asset Intensity	ROCE *	Drivers
(POL)						

Return on capital employed (ROCE): Very high - >>25%; High – 20%-25%; Moderate – 15%-20%; Low – 10%-15%; Very low: <10%.
Note:
* For stable, steady-state business as per unit economics calculations;
** Market for key consumer focused industries.

The relative attractiveness of logistics segment can be assessed on the basis of size of the market in the hands of organised private companies, asset intensity and return potential as depicted in the following figure:

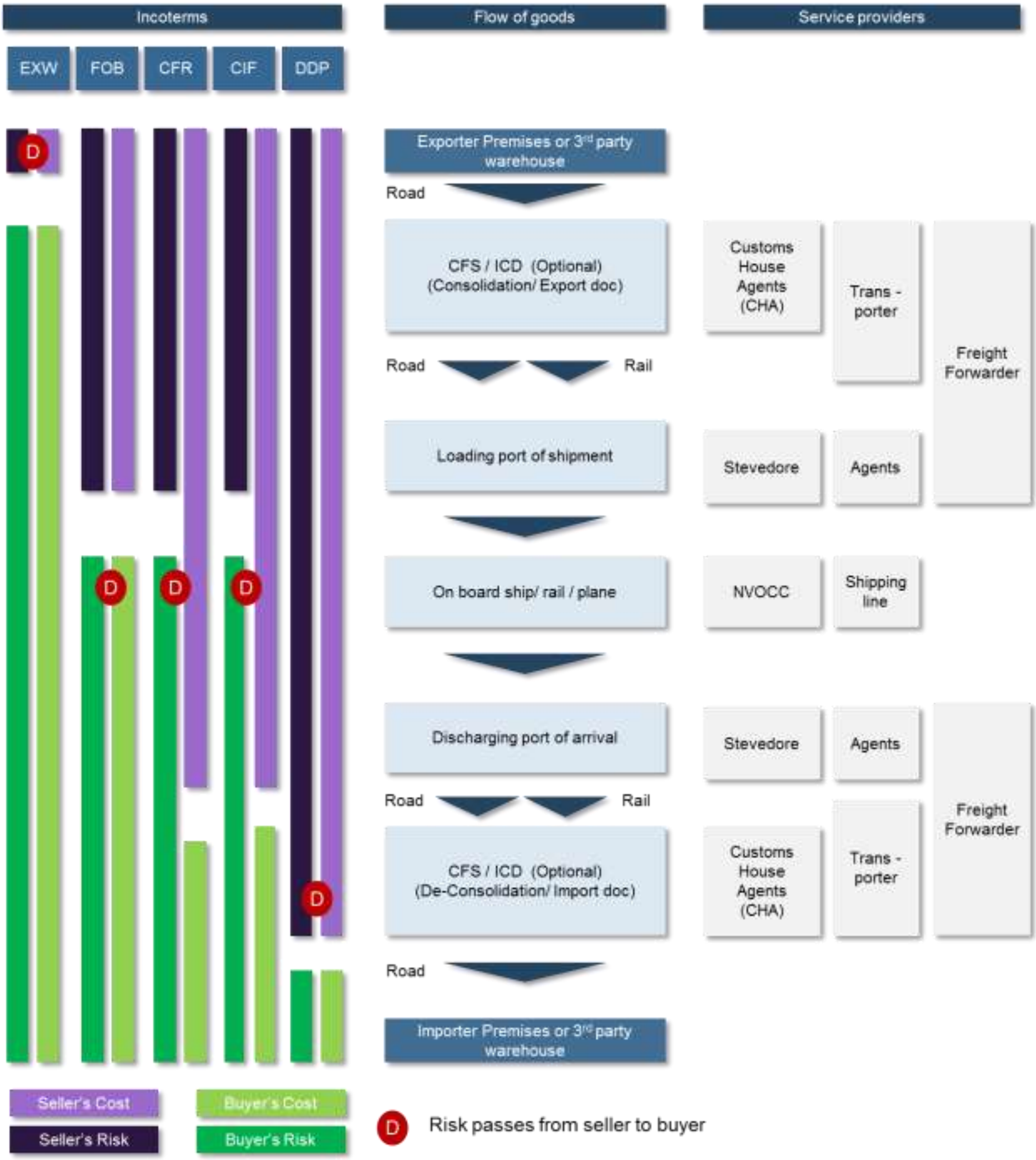
Figure 3: Key sub-segments – Indian logistics industry



Freight forwarding/NVOCC is one of the largest segments of the logistics industry in India, accounting for ~9%. This segment is asset-light, requiring very low capital expenditure. This provides flexibility in scaling up the business as required. Further, as it requires low investments, return ratios are very high. However, this segment is highly fragmented, and hence, sustainable business models need to develop on back of networks, strong relationships and capabilities to offer end-to-end services including documentation.

EXIM focussed industry segments

Figure 4: Value chain – EXIM trade - India



Incoterms: EXW – Ex works; FOB – Free On-board; CFR – Cost and Freight; CIF – Cost insurance Freight; DDP – Delivered Duty Paid. Commonly used Incoterms are Ex works, FOB, CFR and CIF.

The EXIM value chain begins with cargo moving from an exporter's premise to the premise of an importer. Multiple stakeholders carry out different activities on behalf of either an importer or an exporter. Role of each of stakeholders is presented below:

1. ***Transporter and warehouse operators:***

   Services: Transporters and warehouse operators are primarily responsible for in-land logistics activities of storage and movement of cargo in containerized or non-containerized form between the premise of the exporter/ importer and the port. Transportation and storage activities are highly commoditized in nature with low level of customer stickiness.

   Asset Requirement: Transporters and warehouse operators may operate across the spectrum of owning vehicles/ facilities to working purely as aggregators of supply (3PL). Ownership would provide the service provider with flexibility on repositioning of trucks and allow for better service levels.

   Customer visibility: Transporters and warehouse operators are typically managed by Freight Forwarders or Custom House Agents (CHAs) on behalf of a consignee/ shipper.

   Revenue Streams: Service providers charge on a per twenty-foot equivalent unit (TEU) or a per kilo basis depending on the load for transportation and on number of days of storage and a handling charge per TEU.
   Margins (Earnings before interest, tax, depreciation and amortisation (EBITDA)): 5-10% for asset light operators

2. ***Customs House Agents (CHAs):***

   Services: CHAs are licensed firms/ individuals who are responsible for managing the EXIM documentation for exporters or importers. They collect required documents from exporters/ importers, file these documents with customs authorities and facilitate inspection of cargo/ clearance on behalf of importers/ exporters. Due to low barriers to entry for CHAs, this segment of LSPs is highly fragmented. In order to differentiate their service offerings, CHAs provide in-land logistics services such as transportation and warehousing to their clients.

   Asset Requirement: Pure play CHAs are asset light. However, they may acquire assets to provide allied services like transportation and warehousing.

   Customer visibility: In many cases, the CHA activity for the client is managed by Freight Forwarders.

   Revenue Streams: CHAs usually charge a fixed fee per document but can charge extra for temporary storage.
   Margins (EBITDA):~10%

3. ***Freight Forwarders (FFs):***

   Services: Freight forwarders consolidate sea/ air freight requirement of multiple clients, and negotiate price with carriers (Shipping Lines/Airlines). Freight forwarders have evolved to provide integrated services by offering transportation, warehousing and CHA activities.

   Asset Requirement: Freight forwarders are asset light and can scale up and scale down depending on prevailing market conditions. However, they may acquire assets like CHAs to provide allied services of transportation and warehousing.

   Customer visibility: Freight forwarders offer a range of services across the value chain by tying up with relevant stakeholders. They provide single window services where the entire movement from pick up to the delivery is handled by FFs and their partners.

   Revenue Streams: Revenues for freight forwarders include basic freight (with an added spread), other services like documentation, transportation, VAS etc. (cost plus markup).
   Margins (EBITDA): 5-10%

4. ***Port:***

a. ***Port operator:***

Services: A port operator is responsible for managing the various activities at the port – scheduling of vessels, vessel handling, loading and unloading of cargo. Port operators typically outsource these operations to port service providers and monitor them.

Asset Requirement: Port operator develops a port/jetty for handling of vessels and cargo. A Port operator would deploy assets like cranes and other handling equipment for loading/ unloading of vessels. Port operators and concessionaires typically work on long term leases (e.g. 30 years) over which time they realize the returns on the capital invested.

Customer visibility: Port operators serve shipping lines as their customers. Port operators do not have direct access to importers/exporters in most cases.

Revenue Streams: Port handling charges which include loading, unloading charges, charges for supply of manpower and equipment, berth hire charges, shore handling charges and storage related charges like wharfage.

Margins (EBITDA): 40-60% (asset heavy model)

b. ***Stevedore****:*

Services: Stevedores are responsible for the loading and unloading of cargo in a vessel and primarily for bulk cargo. Activities of stevedores may include deployment and operations of cargo handling equipment, providing and managing contract labor. Their responsibilities include lifting, stowing and lashing of break/ break bulk cargo.

Asset requirement: Stevedores are primarily suppliers of manpower who handle the port equipment for loading, unloading of bulk/ break bulk vessels. Therefore stevedores operate an asset light model.

Revenue Streams: Shipping lines are charged stevedoring rates depending on the kind of cargo (e.g. there are different rates for handling steel plates, pipes and coils) and the kind of service provided (e.g. on board stevedoring, movement of cargo to plot, stacking and delivery, lashing and unlashing etc.)
Margins (EBITDA): 10-15%

c. ***Shipping agency***

Services: Shipping agencies book outward cargo and ensure that the shipping documentations (like shipping permit, bill of lading for cargo) are in order, so that time bound loading and unloading operations can be ensured.

They also ensure an appropriate berthing location for the ship along with other necessary services like pilot/ tug boats. They coordinate the overall supply, transport and handling of goods at the port and collect freight from customers of the shipping line. They issue delivery/shipping orders on behalf of vessel operators to importers/exporters, file manifest with customs, obtain port clearances, pay charges to the port for the services and pay light house dues to the Customs. They also provide cargo support for vessels.

Asset requirement: Shipping agencies are intermediaries and have an asset light operating model. They are mainly required to have offices across key trade relevant locations to provide above mentioned services.

Revenue Streams: The charges against the services offered are reimbursable and usually paid to the agents in advance. Agents earn commission that is linked to business sourced for the shipping company and fees for providing support services to the shipping company.

Margins (EBITDA): 5-10%

5. <u>Shipping lines:</u>

Services: Shipping lines operate scheduled services of vessels between various ports. They are responsible for the movement of cargo from origin port to the destination port. Shipping lines work directly with large exporters/ importers and freight forwarders for movement of their cargo. Shipping lines typically operate larger vessels on busy trade lanes and use feeder vessel operators for the movement of cargo in low volume trade lanes.

Asset requirement: Shipping lines could own vessels or have vessels on long term lease. Owned/leased vessels are deployed on key routes and feeder vessel operators are contracted for providing schedule services to smaller ports

Revenue Streams: The main revenue for shipping lines is the freight that is charged to the customer for transportation from origin to the destination port.
Margins (EBITDA): 5-10%

6. ***NVOCC:***

Services: NVOCC are logistics companies who are present only in the containerized movement of EXIM cargo. NVOCCs operate like shipping lines without owning vessels by contracting fixed slots on vessels of shipping lines on various trade lanes. NVOCCs issue their own bill of lading, like a shipping line does, and may own containers.

Asset Ownership: NVOCCs may own an inventory of containers. This inventory is deployed across various routes and can be carried by any shipping line with which NVOCC has a tie-up. Owning containers give NVOCCs added advantage of control over cargo including the ability to diversify (food grade and pharma cargo prefer new / well maintained containers. New and well maintained containers typically provide better load yields as they can carry up to 25 metric tonnes (MT) compared to 22 MT for old containers. Also, well maintained containers have lower repair cost and lower down time, leading to better asset utilization, etc.

Revenue Streams: The main source of revenue for NVOCCs is the freight that is charged to the customer for transportation from the origin to the destination port. In addition NVOCCs charge customers for consolidation and documentation services and various other port-related & value-added services.
Margins (EBITDA): 5-10%

7. ***CFS/ICD:***

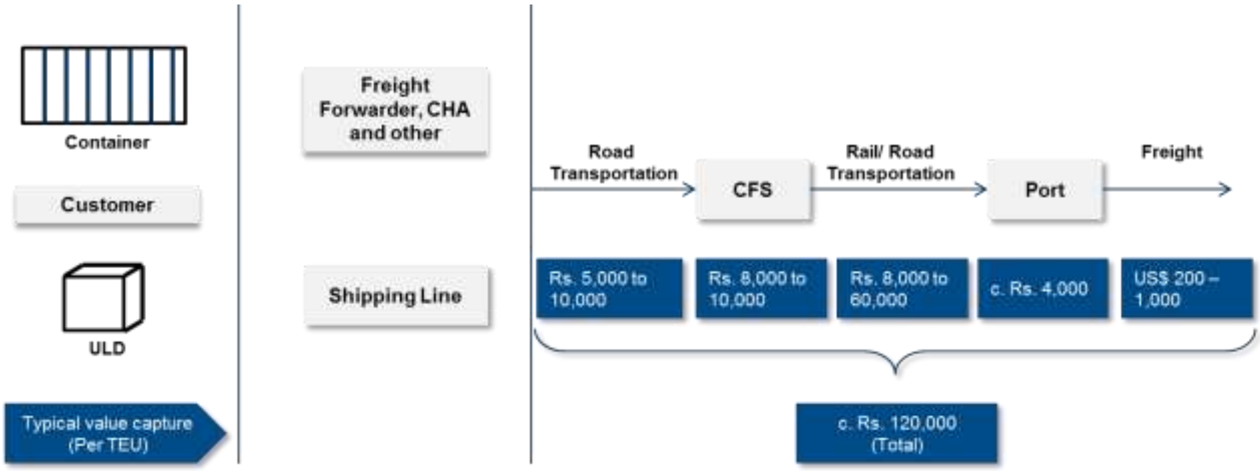
Services: Container Freight Stations are extensions to ports, and Inland Container Depots are dry ports which offer bonded area to exporters/ importers for finishing customs formalities. They act as consolidation centers for export and deconsolidation centers for imports.

Asset Ownership: Land based storage facilities are required for containers or air cargo.

Revenue Stream: Users are charged on a per TEU/unit load device (ULD) basis for the services rendered – transportation, handling, storage, warehousing, stuffing/ de-stuffing
Margins (EBITDA):25-30% (asset heavy)

The diagram below depicts the typical value distribution across the value chain as per industry estimates:

Figure 5: Typical value distribution across the value chain



* Based on typical cost of logistics from central India to Middle East/South East Asia.

As freight forwarders enjoy control over the cargo, it opens up the opportunity for them to provide several value-added downstream services. This opportunity is two to three times the size of the traditional freight forwarding opportunity. These intermediaries (FF, CHA etc) are customer facing service providers and control the decision of customers like choice of transport, carrier choice, intermediate storage points etc.

NVOCC Market

World over, the container trade is managed through a hub and spoke model. Large sized vessels ply between high volume hubs, with feeder vessels connecting the hubs with the other ports. NVOCCs act as an extension of shipping line and issue a 'bill of lading' to customers. NVOCCs operate in trade lanes with lower coverage from shipping lines and can offer better transit time and lower freight rates compared to the shipping lines on specific relatively low volume trade lanes. To shipping lines NVOCCs are relevant as they consolidate freight from less feasible lanes and feed in to the main routes of the shipping lines (with committed slots) leading to improved utilization. Typically, NVOCCs operate in the following two distinct models:

Full container load (FCL) focused NVOCC

Low volume trade lanes exist where international and regional shipping lines have limited reach. In addition, there are trade lanes where there is a significant demand imbalance between imports & exports that lead to issues around container repositioning. FCL NVOCCs become relevant therein as they develop capabilities related to demand aggregation and container usage planning and act as an alternative to shipping line for customers. NVOCCs operating in the FCL business typically own their own containers and they need to manage their routing effectively to optimally utilize their containers.

Less than container load (LCL) focused NVOCC

NVOCCs also consolidate LCL cargo from freight forwarders and other small businesses. In this model, the NVOCCs primarily focus on the main trade lanes but aggregate volumes from the small scale businesses that the liners would not operate with directly. For aggregation of LCL, dedicated warehousing space is required and hence an investment is needed to build a CFS/ICD or additional bonded warehouses.

Global presence of NVOCCs

The share of NVOCC in the overall trade for a specific trade lane would be dependent on overall volumes and fragmentation of demand. The key container trade lanes for NVOCCs include the Far East, Europe, the United States of America, and the Middle East. The ports in China, Singapore, Korea, Malaysia, and the Middle East act as hub ports for this trade flow in Asia. All global carriers operate on these trade lanes. NVOCCs operate in short distance routes connecting the ASEAN nations and other South Asian countries. Around 5% to 6% of India's Ocean trade (container) is carried out through NVOCCs as per industry estimates. Some key intra-Asia routes for NVOCCs are as depicted below:

Figure 6: Key NVOCC routes relevant for Asia (illustrative)

Growth of intra-Asia trade faster than global trade

Intra-Asia trade is outpacing global trade and the trade lanes therein have gained importance among ocean liners and associated businesses. As mentioned in the table below, the International Trade Statistics 2010, 2015 issued by the World Trade Organisation reveals that the quick growth of ASEAN nations and other south Asian countries has fuelled trade in this region and this trend is expected to continue in future. This presents growth prospects for NVOCCs operating in these trade lanes:

Table 4: Intra-Asia trade (USD billion)

Particulars (USD billion)	2009	2014	Growth (%)
Intra-Asia Trade	1,846	3,093	10.9
World Trade	12,178	18,494	8.7
Share (%)	15.2	16.7	

Key intra-Asia routes as shown below have been growing faster than the global trade growth (8.7%) with countries like Vietnam, Thailand and China showing consistent trade growth across lanes. Hence, NVOCCs have benefited and are expected to benefit from traffic growth in these lanes. *(Refer Table 5,6)*

Table 5: Lane wise export/import value (2014) (USD Billion):

Country	China	India	Indonesia	Thailand	Vietnam	Malaysia
China	N/A	67.18	50.85	70.83	79.02	94.27
India	67.18	N/A	10.52	8.88	9.14	11.63
Indonesia	50.85	10.52	N/A	14.03	4.94	12.32
Thailand	70.83	8.88	14.03	N/A	9.12	21.70
Vietnam	79.02	9.14	4.94	9.12	N/A	12.32
Malaysia	94.27	11.63	12.32	21.70	12.32	N/A

(The lane-wise trade growth numbers (excluding mineral fuels, salt, stone and ores and excluding re-exports) have been arrived at using the data for China, India, Malaysia, Thailand and Vietnam from UN Comtrade database. Since imports are recorded in CIF and exports are FOB in UN Comtrade, there can be a 10-20% difference in data mirroring as mentioned in User Manual, World Integrated Trade Solution World

Bank)

Table 6: Lane wise export/import value growth (2009 -2014) (USD Billion):

Country	GDP Growth (2009-14)	China	India	Indonesia	Thailand	Vietnam	Malaysia
China	8.6%	N/A	14.1%	18.9%	14.1%	35.3%	14.0%
India	7.2%	14.1%	N/A	10.2%	16.3%	33.0%	12.1%
Indonesia	5.8%	18.9%	10.2%	N/A	14.5%	19.7%	7.0%
Thailand	3.8%	14.1%	16.3%	14.5%	N/A	16.2%	8.6%
Vietnam	5.9%	35.3%	33.0%	19.7%	16.2%	N/A	18.4%
Malaysia	5.8%	14.0%	12.1%	7.0%	8.6%	18.4%	N/A

(The lane-wise trade growth numbers (excluding mineral fuels, salt, stone and ores and excluding re-exports) have been arrived at using the data for China, India, Malaysia, Thailand and Vietnam from UN Comtrade database. Since imports are recorded in CIF and exports are FOB in UN Comtrade, there can be a 10-20% difference in data mirroring as mentioned in User Manual, World Integrated Trade Solution World Bank,)

Key ports in this region have also witnessed consistent growth of 4-7% over the last five years. *(Refer Table 7).* The volumes in Yangon port have more than doubled from 2010 to 2014.

Table 7: Port wise container volumes handled (million TEUs) from 2010-2014

Year	Chittagong*	Saigon	Singapore	Tanjung Priok	Busan	Shanghai	Yangon	Laem Chabang
2010	1.5	2.9	28.4	4.6	14.2	29.1	0.3	5.2
2011	1.3	2.6	29.9	5.6	16.2	31.7	0.4	5.7
2012	1.5	3.0	31.6	6.2	17.0	32.5	0.5	5.9
2013	1.6	3.3	32.6	6.2	17.9	33.8	0.6	6.0
2014	1.9	3.8	33.9	5.7	18.7	35.3	0.7	6.6

* Chittagong data is for financial year ending in June of the next year

Given the growth prospects across various ports in Asia and growth in intra-Asia trade, Asia focused NVOCC companies could benefit going forward.

Critical Success Factors – NVOCCs

The critical success factors for NVOCC business are as set forth in the table below:

Table 8: Critical Success Factors for NVOCC Business

Factor	Explanation
Control	Control over containers allows NVOCCs to re-position containers and provide timely delivery to customers.
Network design	Network design for sourcing and repositioning of the inventory of containers to fulfil the customer demand in time. Network optimization to reduce transit and waiting times, reduce cost of transportation and improve utilization of containers.
Key accounts	Key accounts help maintain consistency in demand and reduce utilization risks.
Partnership	Partnership with key liners both form availability and pricing perspective.

Freight Forwarding Market

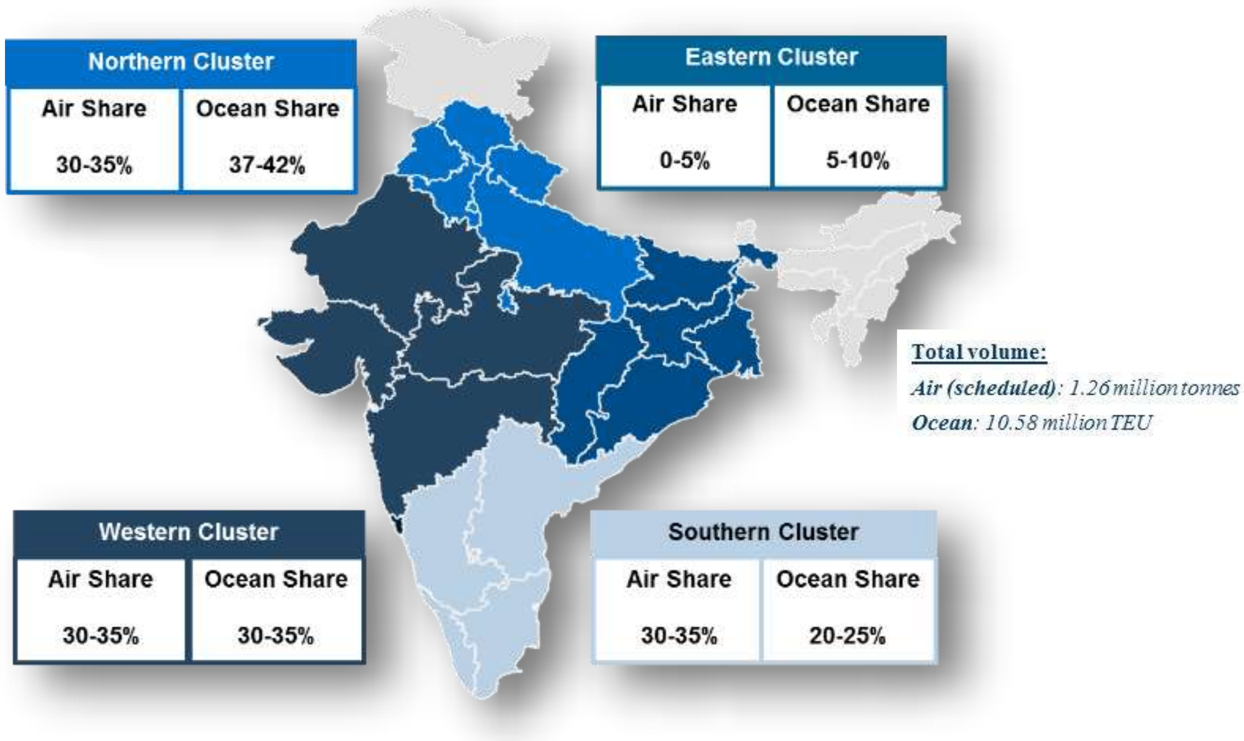
The freight forwarding market in India is dependent on EXIM volumes, with air and ocean as modes of transport. The freight forwarding market is estimated to be ~₹ 700 billion (air and container) in 2014 – 2015, and is expected to grow 8% - 10% over the next two to three years as per industry estimates. Air accounts for around half of this market.

The key growth drivers for freight forwarding market are as follows:

- Overall volume growth of the container and air freight volumes;
- Growth in revenues from ancillary support services like documentation and transportation; and
- Export growth from small and medium enterprises.

Western, northern, and southern clusters dominate both the air and ocean freight markets in India. Northern clusters lead the ocean freight market followed by western and southern clusters. The air share is evenly distributed across the northern, western and southern clusters. A graphical representation of the geographical split of volumes is provided as follows:

Figure 7: Geographical split of volumes - 2014



(The geographical split of air volumes has been estimated using airport share of exported volume through scheduled carriers)

The split of trade with India's key trade partners and the split of key commodities within these regions are presented in Table 9 and Table 10. These regions account for 60-70% of Indian trade.

Table 9: Key commodities exported by destination (FY 2015)

Commodity	USA	Europe	Africa	ASEAN	China	Korea	UAE	Total for selected destinations
Share of total exports by destination	**14%**	**18%**	**11%**	**10%**	**4%**	**1%**	**11%**	**69%**
Split of exports within a region by key product groups								
Animal products	4.6%	5.5%	2.9%	14.8%	2.8%	2.0%	1.6%	**5.5%**
Agri products	2.5%	4.0%	8.0%	7.5%	1.7%	4.2%	4.1%	**4.7%**
Food & beverages	0.6%	0.6%	1.1%	0.4%	0.1%	0.3%	0.5%	**0.6%**
Minerals & ores	9.2%	9.7%	30.8%	23.8%	15.1%	34.6%	19.8%	**17.4%**
Chemicals	14.2%	11.0%	12.0%	8.9%	12.0%	8.3%	1.9%	**10.1%**
Plastics	1.3%	2.0%	2.4%	1.3%	3.0%	0.9%	0.8%	**1.7%**
Wood & paper products	0.5%	0.5%	1.0%	0.4%	0.1%	0.0%	0.4%	**0.5%**
Textiles & apparel	17.7%	22.5%	9.3%	4.9%	21.9%	8.2%	12.0%	**14.9%**
Metals	7.3%	9.1%	6.3%	7.7%	19.1%	23.8%	6.7%	**8.6%**
Electricals	3.0%	4.0%	2.9%	2.9%	2.3%	1.8%	1.9%	**3.0%**

Others	39.1%	31.0%	23.3%	27.2%	21.9%	15.9%	50.4%	**33.0%**

Total Indian exports: USD 310 billion in FY 2015

Table 10: Key commodities imported by origin (FY 2015)

Commodity	USA	Europe	Africa	ASEAN	China	Korea	UAE	Total for selected origins
Share of total imports by origin	**5%**	**16%**	**9%**	**10%**	**13%**	**3%**	**6%**	**62%**
Split of imports within a region by key product groups								
Animal products	0.2%	0.4%	0.3%	0.2%	0.5%	0.1%	0.0%	**0.3%**
Agri products	3.5%	0.3%	4.6%	3.0%	0.3%	0.0%	0.1%	**1.6%**
Food & beverages	0.5%	0.5%	0.0%	0.2%	0.0%	0.0%	0.1%	**0.2%**
Minerals & ores	6.8%	2.8%	70.1%	27.9%	1.4%	6.5%	51.7%	**20.9%**
Chemicals	11.8%	6.8%	3.1%	8.6%	18.6%	9.5%	0.3%	**9.1%**
Plastics	3.8%	2.8%	0.1%	4.2%	2.8%	10.0%	1.8%	**3.0%**
Wood & paper products	4.5%	2.3%	1.0%	3.6%	0.9%	2.0%	0.4%	**2.0%**
Textiles & apparel	1.4%	0.8%	0.9%	1.3%	4.8%	1.1%	0.1%	**1.8%**
Metals	4.8%	7.0%	4.1%	7.0%	9.9%	21.1%	7.4%	**7.8%**
Electricals	7.9%	5.6%	0.1%	10.0%	27.7%	18.2%	0.4%	**10.6%**
Others	54.8%	70.7%	15.6%	34.0%	33.0%	31.3%	37.6%	**42.8%**

Total Indian imports: USD 448 billion in FY 2015

Europe is India's largest trading partner, accounting for the largest share of both exports and imports. ~18% of Indian exports and ~16% of Indian imports. China, ASEAN nations, and Africa are other key regions for import, cumulatively accounting for over 30% of the total imports. The United States of America, Africa, United Arab Emirates (UAE), and the ASEAN nations are other key regions for exports, cumulatively accounting for ~45% of total exports.

Key products exported from India to these regions are mineral & ores, textiles & apparel, chemicals, and metals. Textiles & apparel account for the largest share of exports to USA, Europe and China. Minerals & ores account for the highest share of exports to Africa, ASEAN, Korea and UAE.

Key products imported into India from these regions are mineral & ores, electricals, chemicals and metals. Over 70% of imports from Africa and over 50% of imports from UAE are accounted for by mineral & ores. Over 45% of imports from China are accounted for by electricals and chemicals. Imports from USA and Europe are spread across several categories.

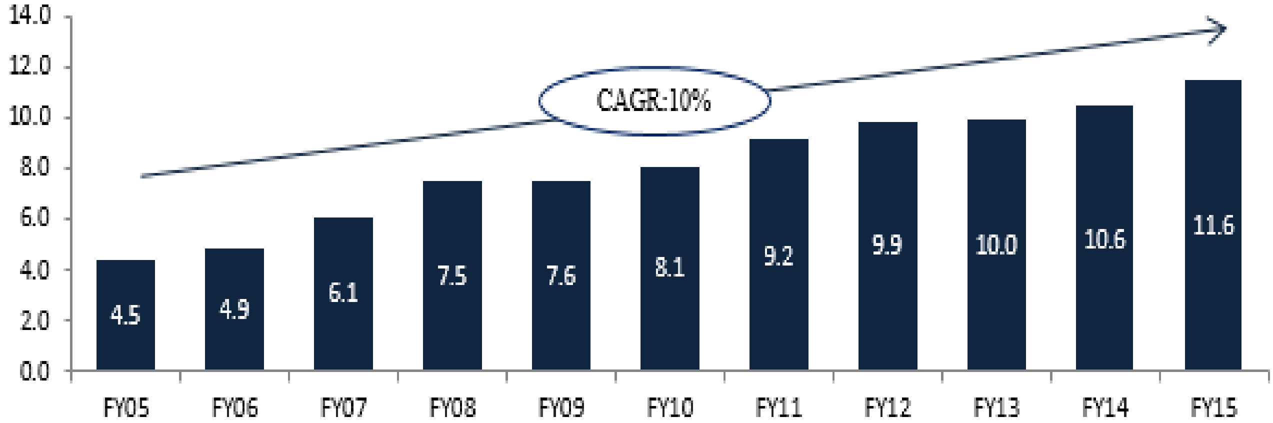
Ocean Freight Forwarding Market

The EXIM trade volumes through ports, along with the commission/fee charged by freight forwarders are the key variables in determining the market opportunity for freight forwarding industry.

Port Volumes

Total port throughput has increased from 521 million tonnes in 2004 – 2005 to 1,053 million tonnes by 2014 – 2015 (CAGR of 7.3%), and is expected to reach 3,048 million tonnes by 2031 – 2032. This growth in throughput is expected to result in significant growth opportunity for freight forwarders and stevedores at the port. Freight forwarders focus on containerized trade, consolidate client demand, and negotiate pricing with the carriers. Container traffic has grown at a higher rate of 10% from 2004 – 2005 to 2014 – 2015, as compared to the overall port traffic. Set forth below is a graph depicting the container cargo volumes in India:

Figure 8: Container cargo volumes (million TEU) in India



** Total volume of major port and select key non-major ports (Mundra, Pipavav, and Hazira).*

Container traffic is expected to grow at 7% - 8% over the next few years resulting in growth opportunities for freight forwarders as per the 'India Transport Report – Moving India to 2032 for National Transport Development Policy Committee'. This growth is expected to be driven by the following factors:

- As per the World Economic Outlook Database, IMF, 2015, growth in trade volumes is expected to be 7% to 8%;
- Increase in overall containerization levels (from ~47% in 2005 to ~52% in 2015 as per industry estimates) has driven container volumes. Items like metals and agricultural produce are moving from bulk/break bulk modes to containers; and
- Improvement in infrastructure available for container storage and handling at locations such as ports.

The distribution of traffic across ports (cluster wise in million TEUs) is as under:

Table 11: Container volumes for key ports – cluster wise (million TEUs)

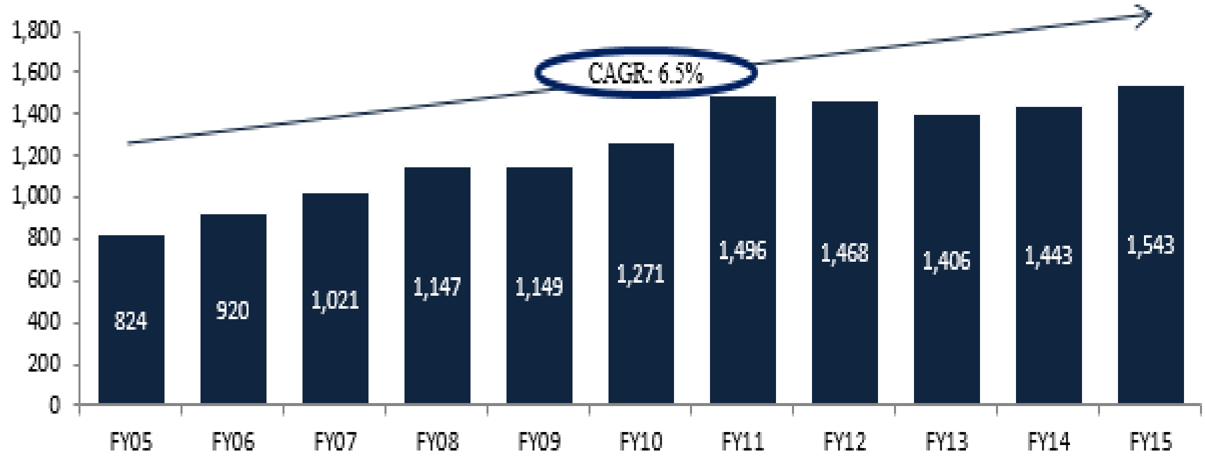
Zone	Key Ports	FY 2010 – 2011	FY 2011 – 2012	FY 2012 – 2013	FY 2013 – 2014	FY 2014 - 2015
North / West	J N P T	4.27	4.32	4.26	4.16	4.47
	Mundra	1.23	1.52	1.74	2.39	2.71
	Pipavav	0.47	0.61	0.57	0.66	0.78
	Hazira	0.00	0.00	0.00	0.06	0.15
South	Chennai	1.52	1.56	1.54	1.47	1.55
	Tuticorin	0.47	0.48	0.48	0.51	0.56
	Cochin	0.31	0.33	0.33	0.35	0.37
	Visakhapatnam	0.14	0.23	0.25	0.26	0.25
East	Kolkata	0.53	0.55	0.60	0.56	0.63
TOTAL*		9.23	9.90	10.02	10.58	11.60

* Total volume of major port and select key non-major ports such as Mundra, Pipavav and Hazira.

Air Freight Forwarding Market

The air freight forwarding market is dependent on the overall international air cargo volumes and the prevailing air freight rates. The international air cargo market from India grew by 6.5% over the last ten years to reach 1.54 million tonnes in FY 2015 as shown in the figure below:

Figure 9: International air cargo volumes ('000 tons) in India



As per the International Air Transport Association (IATA) five year cargo forecast as of October, 2014, India is expected to be the second fastest growing air cargo market after Iran (among nations with over 100,000 tonnes of cargo per year) and is expected to reach 2.22 million tonnes in international freight by 2018.
The distribution of traffic across various airports in India as per statistics provided by Directorate General of Civil Aviation (DGCA) India and the Airports Authority of India (AAI) are as follows:

Table 12: Volumes for key airports – (tons)

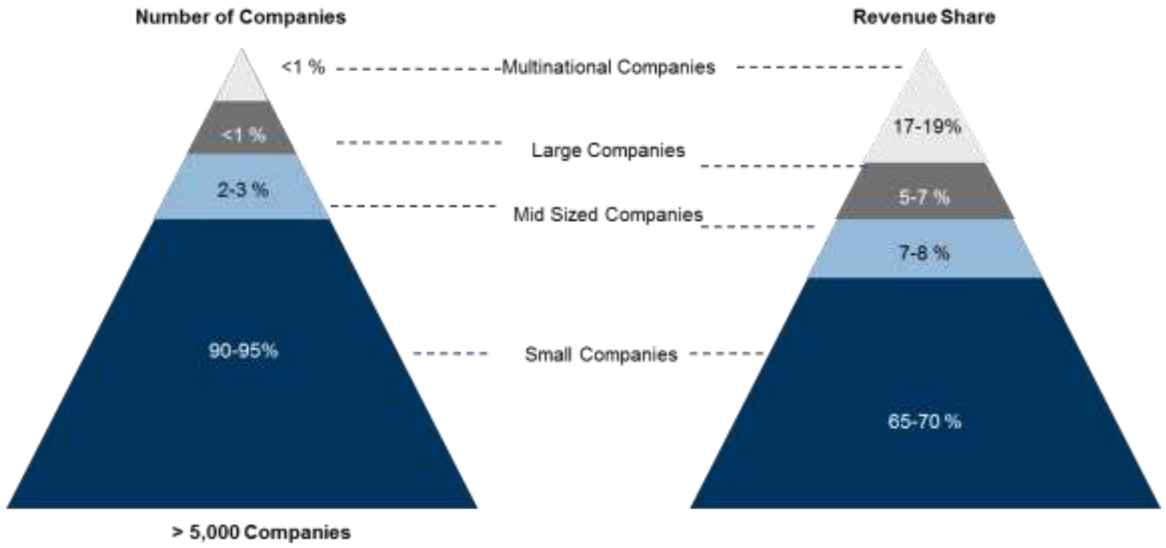
Zone	Key Ports	FY 2009 – 2010	FY 2010 – 2011	FY 2011 – 2012	FY 2012 – 2013	FY 2013 - 2014
North	Delhi	314,832	351,343	341,839	377,861	416,975
West	Mumbai	380,169	399,666	402,584	396,571	401,165
South	Chennai	208,569	245,769	194,413	169,396	152,295
	Bangalore	91,117	119,020	110,304	103,790	106,852
	Hyderabad	29,802	37,332	36,784	44,575	43,283
East	Kolkata	29,232	36,702	36,373	34,091	32,209
Total International Freight (Scheduled)		1,139,068	1,292,441	1,219,307	1,238,350	1,261,542
Total International Freight		1,270,710	1,496,240	1,467,900	1,406,790	1,443,040

Growth in production clusters like the National Capital Region has led to increase in international freight from Delhi airport. A dedicated air cargo complex along with growth in relevant sectors like pharmaceuticals has contributed to growth in volumes from Hyderabad. The increase in airport capacity with the opening of the Kempegowda International Airport in Bengaluru has allowed for increase in export volumes.

Fragmentation in Freight Forwarding Market

The freight forwarding market is highly fragmented with over 5,000 companies (as registered in Freight Forwarders Association of India). As set forth in the chart below, small companies with revenues less than ₹ 0.5 billion represent 90% - 95% of the total number of companies and as per industry estimates, account for over 65% of the market:

Figure 10: Fragmentation in the freight forwarding market



Large companies representing less than 5% of the overall number of companies have the following advantages:

- Scale related operating cost benefits that can be passed on to the customers;
- Network at origination and destination resulting in capturing higher share of value and resulting in higher margins;
- Bargaining power with carriers through higher volume visibility from forwarders and service providers resulting in lower freight (transporters, ICDs, and CFS'); and
- Ability to provide end to end logistics services across multiple geographies resulting in higher addressable market.

In India, it has been witnessed that as a CHA agent starts providing solutions to customers, the natural extension of this service is management of transportation to customer. In many cases, the agent has then matured to provide freight forwarding services, negotiating prices with carriers as well.

Critical Success Factors – Freight Forwarding

The critical success factors for freight forwarding business are as set forth in the table below:

Table 13: Critical Success Factors (Freight forwarding)

Factor	Explanation
Network	National network is required to be able to consolidate volumes across clusters; and International network results in a healthy mix of commission and non-commission business.
Scale of operations	Derive economies of scale in transport and to be able to negotiate better tariffs from carriers; Investments in systems and processes resulting in superior client experience; and A healthy line of credit is necessary to fund the working capital to operate and grow.
Tie-ups	Tie-ups with all parties along the value chain from domestic transporters, customs handling agents to clearing and transporting agents across countries.
Business mix	Choice of trade lanes would impact the margins; A good mix of clientele across industries to handle variations related to cyclicality and seasonality; and Handle both air and sea freight to operate as a single window for customers.
Systems and processes	Seamless integration of IT systems (with those of the customers) for single window operations; and Industry specific technology and business processes to address the specific needs and to

Factor	Explanation
	provide customized solutions.

Other Logistics Businesses

Bulk - Stevedoring

Ports in India handled ~889 million tonnes of bulk cargo in FY 2014 – 2015, up from ~730 – 740 million tonnes handled in FY 2009 – 2010. As per the 'India Transport Report – Moving India to 2032 for National Transport Development Policy Committee', the next few years are expected to witness a strong growth of ~6%. Major ports account for ~52% of total bulk volumes in India. Gujarat accounts for over 45% of total bulk volumes handled while Maharashtra, Tamil Nadu, and Andhra Pradesh account for a further ~35% to ~40% of the total bulk volumes collectively. A large part of the overall bulk volumes is liquid bulk, which includes petroleum, edible oil, etc. The need of a stevedore for handling liquid bulk is limited. Stevedores are typically required for handling dry bulk and break bulk at various ports.

Table 14: State-wise cargo volumes (million tons)

	Gujarat		Maharashtra		Andhra Pradesh		Goa		Tamil Nadu		Karnataka		Others		Total	
	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports
FY05	42	96	68	12	50	15	31	8	69	0.9	34	4	90	1.0	**384**	**137**
FY06	46	104	82	11	56	18	32	12	74	0.7	34	4	100	1.2	**424**	**150**
FY07	53	131	97	12	56	19	34	14	82	0.8	32	7	109	2	**464**	**185**
FY08	65	151	113	11	65	19	35	13	90	0.9	36	9	116	3	**519**	**206**
FY09	72	153	109	10	64	30	42	12	91	0.9	37	5	116	3	**531**	**213**
FY10	80	206	115	12	66	44	49	14	96	1.2	36	9	121	4	**561**	**289**
FY11	82	231	119	15	68	43	50	15	98	1.6	32	3	121	7	**570**	**315**
FY12	83	259	122	20	67	46	39	14	99	1.2	33	0.6	118	13	**560**	**354**
FY13	94	288	123	24	59	52	18	3	100	0.9	37	0.6	116	19	**546**	**388**
FY14	87	310	122	25	59	59	12	0.3	107	0.9	39	0.5	130	22	**555**	**417**
FY15	92	336	125	27	58	83	15	0.8	115	0.8	37	0.7	139	22	**581**	**471**

Note: 1) Container cargo accounts for~20.5% of major port volumes and~9.3% of Non-Major Port volumes in FY 2015; 2) FYxx represents FY 20xx

Dry bulk volumes for key commodities (coal, iron-ore etc) handled by Indian ports grew strongly from ~8% during FY 2004 – 2005 to reach ~41% of the overall bulk volumes during FY 2009 – 2010. Growth declined at ~-5% between FY 2010 and 2014 primarily due to the reduction of iron-ore exports. However, the growth sharply picked up during FYs 2013 – 2014, and 2014 – 2015 at a rate of 10% and 16% respectively.

Table 15: Commodity-wise bulk volumes (million tons)

	POL		Iron Ore		Building Materials		Coal		Fertilizer		Others*		Total	
	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	Major Ports	Non-Major Ports	**Major Ports**	**Non-Major Ports**
FY05	126	68	76	21	NA	14	61	14	15	4	106	16	**384**	**137**
FY06	142	70	79	29	NA	13	69	14	17	6	116	19	**424**	**150**
FY07	146	81	81	34	NA	14	65	14	19	7	154	35	**464**	**185**
FY08	167	91	92	34	NA	16	69	15	18	7	173	42	**519**	**206**
FY09	174	98	93	36	NA	13	77	21	18	9	169	36	**531**	**213**
FY10	175	138	101	49	NA	13	72	41	18	10	196	38	**561**	**289**
FY11	180	145	88	38	NA	12	75	58	21	13	207	48	**570**	**315**
FY12	174	156	61	31	NA	13	79	79	20	16	226	59	**560**	**354**
FY13	181	169	27	22	NA	12	87	109	15	13	236	64	**546**	**388**
FY14	181	170	25	18	NA	14	104	126	14	12	232	76	**555**	**417**
FY15	189	157	17	27	NA	14	118	159	16	14	242	100	**581**	**471**

Note: 1) * Container cargo accounts for~49.4% of 'Others for' major ports and~43.8% of 'Others' for Non-Major Ports in FY 2015, 2) FYxx represents FY 20xx

The key drivers for growth of dry bulk cargo trade are as follows:

- *Coal*
  Despite vast domestic coal resources, India imported 212 million tons of coal in FY 2015. Indian energy consumption is expected to grow at~7% CAGR until 2022, with coal-based production contributing majority share (greater than 50%) of this growth. Due to persistent domestic supply challenges the share of imported coal is expected to increase from 20% to~30%.

- *Fertilizers*
  India is the 2nd largest fertilizer consumer after China. Fertilizer demand is solely driven by agricultural sector (16% of Indian GDP). Decreasing arable land per capita increases the need for higher productivity. Hence there are heavy subsidies from government (farmers only pay~50% of price). Subsidies have led to decrease in private investments and increase in fertilizer imports.

- *Iron-ore*
  In 2012, the Indian government increased the export duties on Iron ore exports to 30%. This led to continuous decline of exports of iron ore since then, reaching~7.3 million tons in FY 2015. In addition, prices have fallen due to oversupply in global market, making iron ore exports unattractive. Future volumes are uncertain and would depend on price and regulations.

- *Grain*
  India is the second largest grain producer after China. Rice and Wheat are the largest grain types capturing~70% of grain production. In the past, India has been a major exporter of several grain types including rice and wheat. Production of grains fluctuates depending on – among others – monsoon; however, there has been slight upward trend at ~3.0% CAGR between FY 2010 and FY 2015.

Depending on the location of the port, material handled and services provided, realization for stevedores is between ₹ 100 - 150 per ton. Based on this realization, the stevedoring market for iron-ore, coal, fertilizers and building material is estimated to be ~₹ 45 billion.

Efficient handling of bulk cargo at ports requires specialized expertise and equipment. Stevedores provide the required support in loading/ unloading, storage, handling and transportation of this cargo.

Critical Success Factors – Stevedoring

The critical success factors for stevedoring business are as set forth in the table below:

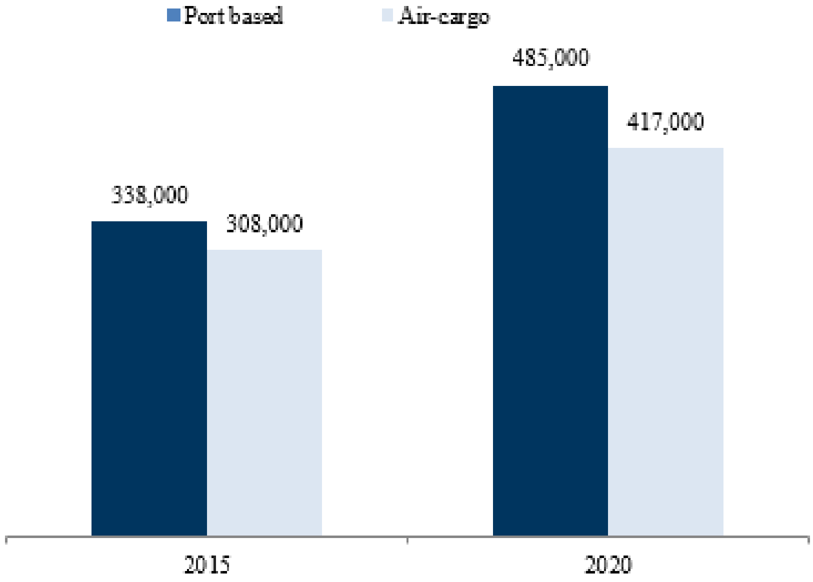
Table 16: Critical success factors for stevedoring business

Factor	Explanation
Cargo handling	Experience and infrastructure (including automation) required to handle various types of commodities.
Experience in equipment and manpower contracting	Relationship with local equipment owners and stevedores.
Local presence at port locations	Owning a license for stevedoring at individual ports; Relationship with key entities at the port.
Understanding of port specific business/regulations	Understanding of the local procedural and regulatory nuances unique to specific ports.

EXIM-based Warehousing

Overall potential for EXIM led warehousing in India for container traffic and international air-borne cargo is expected to grow from ~0.65 million square metres to ~0.90 million square metres in the next five years. The following graph depicts the projected growth:

Figure 11: EXIM based warehousing potential in sq. meters:



In light of the above, the key value propositions for the customers of EXIM based warehousing are as follows:

Operational: Normally, goods get cleared at port/airport locations and are then moved to warehouses for further usage/distribution. EXIM based warehousing near port/airport could reduce one transportation leg and double handling of cargo resulting in cost savings for consignee or the shipper.

Tax Benefits: Duties to be paid for imports can be deferred to a later date, and cargo can be cleared in parts as per consignee needs.

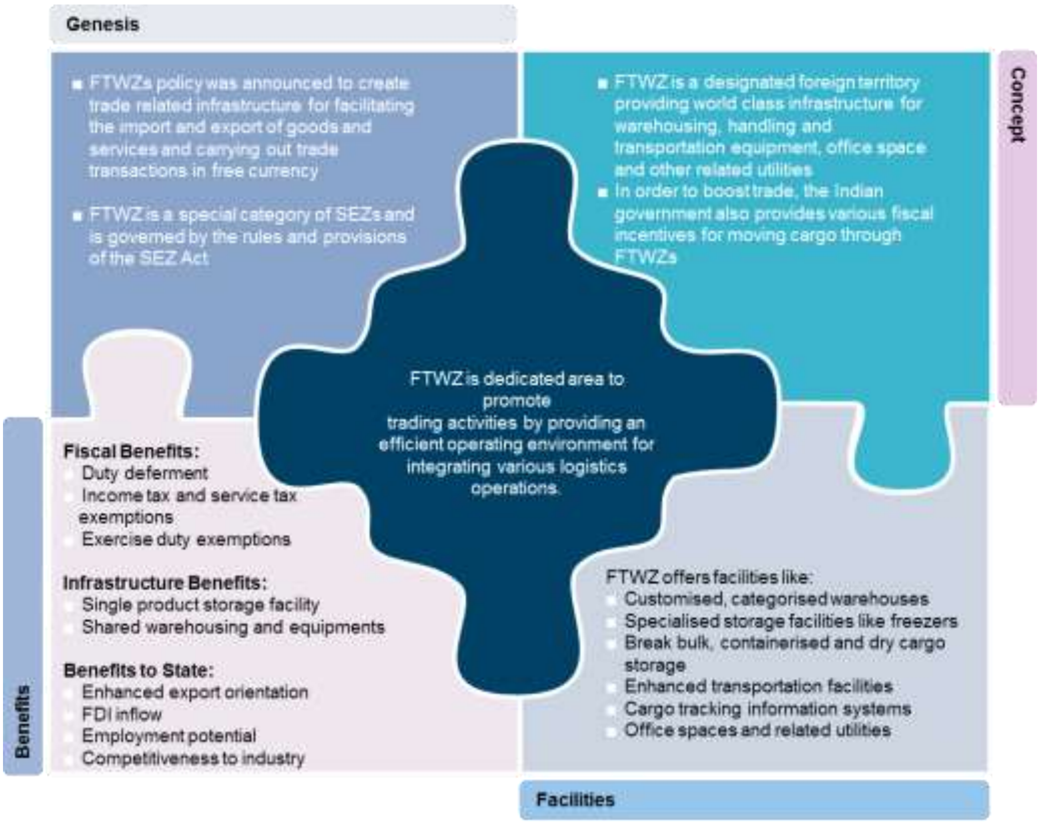
Vendor Managed Inventory: Ownership transfer of goods can be done in the bonded area and can be treated as sale of goods in course of imports. This assists import based vendors to store inventory closer to their customers.

Value Added Services: The service provider can undertake packaging, labeling, relabeling, and kitting as value added services.

Free-Trade and Warehousing Zones

The Government of India has developed the Free Trade and Warehousing Zones (FTWZ) concept under the Special Economic Zones Act, 2005 and the rules thereunder. FTWZs provide supporting infrastructure such as specialised warehousing and handling, transportation equipment, clearance offices for export and import, commercial office space, and related utilities within international trading hubs. There are currently three operational FTWZs in India with multiple unit holders operating from these FTWZs. These unit holders are inter alia given the benefit of procuring warehousing services in duty free zones for periods of up to five years. This benefit enables consignors/consignees to park their goods at warehouses without any duty for further movement at a later date, or for further assembling, bundling, bottling, grouping, labelling, and packaging. Some of the key benefits of the FTWZs have been set out in the diagram below:

Figure 12: FTWZ – key benefits



Turnkey Logistics

Turnkey/project logistics involves handling of over-dimensional/overweight cargo. Turnkey logistics on the EXIM front typically involves a complete integrated end-to-end logistics service between the port and the project site. Services provided include documentation (including registration with relevant Customs Authority, customs clearance, requisite permissions for inland transportation), liaising with carriers, route planning, transportation and handling, equipment hiring, managing port storage and arranging for construction of required civil works. This service is relevant for customers from industries such as energy (thermal, wind, hydro), oil and gas, mining, ports, railways (including urban metros), steel and cement plants.

The critical success factors for providing turnkey logistics services in India include strong experience in project handling, strong understanding of local transportation modes, experience in equipment and manpower contracting, understanding of port specific business practices/regulations and conducting route/hydrographic surveys. Given the complexity of operations and capability requirements, this segment is not very crowded and has few service providers capable of managing service requirements of clients.

Key companies in the Indian logistics industry

Logistics industry in India is highly fragmented. There are a limited number of large listed logistics companies in India, which account for a fraction of the Indian logistics market. Some of these companies are listed as follows:

Table 17: Revenue of listed companies in India (FY 2015)

Name of Market Player	Business Model	Key Areas of Business	Revenue (In Rs billion)	CAGR (FY 2010 – FY 2015)	Earnings before interest, tax, depreciation and amortisation (EBITDA)	Profit After Tax (PAT)	Return on capital employed (ROCE)	Return on Equity (ROE)
Aegis Logistics	Asset heavy	Liquid handling and storage	39.2	66.6%	4%	3%	22%	25%
Allcargo Logistics	Asset heavy	LCL NVOCC, Terminals, Project Logistics	56.3	22.3%	9%	4%	25%	24%
Blue Dart Express	Asset heavy	Express Service and SCM	22.7	14.6%	10%	6%	28%	27%
Container Corp of India	Asset heavy	Container Logistics – Rail and Terminal	61.5	10.5%	22%	17%	9%	15%
Gateway Distriparks	Asset heavy	Container Logistics – Rail and Terminal	11.1	16.6%	30%	17%	27%	23%
Gati	Asset heavy	Express non-documents	16.5	12.2%	8%	3%	11%	7%
Patel Integrated Logistics	Asset light	Road transportation	5.9	11.1%	3%	1%	11%	7%
Sical Logistics	Asset heavy	Bulk and container logistics	8.3	2.8%	10%	2%	3%	3%
Transport Corp. of India	Asset heavy	Road transportation	24.2	9.7%	8%	3%	15%	15%
VRL Logistics	Asset heavy	LTL road transportation	16.7	18.6%	16%	5%	23%	28%

Companies in the freight forwarding and NVOCC segment

Given the low entry barriers and fragmented structure of the client industries, FF/ NVOCC in India is highly fragmented with over 5,000 companies offering solution across industries and geographies.

Key companies in the freight forwarding and NVOCC space along with strengths and weaknesses:

Table 18: Key companies in the Indian freight forwarding/ NVOCC segment

Company Type	Major Players	Strengths	Weaknesses
Global MNCs	Freight forwarders: DHL, DB Schenker, Kuehne & Nagel, Agility, Expeditors International, Damco, Panalpina, UTI Worldwide NVOCC: CWT-Globelink	Owned network of offices for delivery and sourcing of business. Bargaining power with carriers due to scale.	Rigid global processes & systems and limited local touch-points resulting in lower serviceability for small and medium enterprises. High overhead and admin cost make the pure-play FF product not viable for

Company Type	Major Players	Strengths	Weaknesses
		Ability to provide consistent service level to global accounts. Ability to leverage global operational best practices. Expertise in niche, high value and complex sectors.	domestic customers. High dependence on nominated business in countries like India.
Large Indian companies	Freight forwarders: Uniworld Logistics, Allcargo, Transpole Logistics, Capricorn, Jeena, Seaways Shipping and Logistics NVOCC: Balaji, MarineTrans, Caravel Lines, Allcargo, Team Global, Maxicon Container Line	Strong relations with mid-sized/ small Indian companies. Network of global offices/ tie-ups with global partners. Local reach and understanding of local business processes. Reasonable scale on select trade lanes, leading to bargaining power with carriers.	Strong competition from global companies in getting MNC customers. Strong competition from global companies in high margin/ niche segments.
Local fragmented companies	Small fragmented companies	Strong local relationships. Specific localized commodity experience	Limited reach. Limited bargaining power with carriers. Significant inefficiencies. Finance/ capital constraints. Limited relationships in foreign countries.

Regulatory Tailwind for Logistics Industry

Regulations/ government initiatives are expected to provide an impetus to logistics industry in India. The government has invested significantly in the development of EXIM related infrastructure such as airports/ports etc. The Indian government invested ~₹ 16 - 17 billion in the development of airports during FY 2014 – 2015 and had budgeted expenditure of ~₹ 19 - 20 billion for the FY 2015 – 2016. Over the next five years, the investments of over ₹ 170 billion are expected for the development of new international airports. In ports, the government invested over ₹ 100 billion during FY 2014 – 2015 for the development of new ports, and had budgeted expenditure of ₹ 140 billion for the FY 2015 – 2016. Some key initiatives of the government and regulations impacting logistics in India are as set forth in the table below:

Table 19: Summary of key government initiatives for the logistics sector

Government Initiative	Summary
Corporatization of Major Ports	The government is planning for corporatization of twelve of the thirteen major ports in the country. The ports currently operate as trusts under the Major Ports Trusts Act, 1963. The process has currently slowed down as it requires a parliamentary ruling for the ports to be de-notified.
Ease of Doing Business	Initiatives such as lowering of corporate tax rate, digitization of processes (Industrial License, Industrial Entrepreneur Memorandum etc.), increasing validity of Industrial License, single online window - e-Biz portal and labor reforms are easing business processes to promote manufacturing.
Foreign Trade Policy	Benefits of 2% - 5% of FOB value of exports under Merchandise Exports from India Scheme (MEIS) is expected to boost exports significantly. Higher rewards for export items with high domestic value addition. India has FTAs and bilateral agreements including tariff commitments with the ASEAN nations and export growth is expected to continue in these lanes. NVOCCs would stand to gain from growth in volumes in the region.

Government Initiative	Summary
	Reduced export obligation for domestic procurement under Export Promotion Capital Goods (EPCG) scheme.
Guidelines for Land Management in Major Ports, 2014	The guidelines clarify the steps for allocation of land within and outside the custom bond areas in ports. This helps the ports in better utilization of land parcels at their disposal by bringing in more private operators at the ports.
IWAI Inland Waterways	The government has launched initiatives on development of inland waterways (bill to develop 101 waterways passed by Lok Sabha in Dec 2015). One such initiatives is the Jal Marg Vikas Project, a World Bank-assisted project to develop the stretch on River Ganga between Haldia (West Bengal) and Allahabad (Uttar Pradesh) to serve a number of big cities and their hinterlands where rail and road corridors are congested.
Make in India	With logistics forming an integral part of any manufacturing operations, this initiative would benefit the logistics sector as demand may grow for international trade logistics network and integrated logistics solutions.
Mega Infrastructure Initiatives	The eastern and western sanctioned dedicated freight corridors spread over ~3,300 kilometres are expected to encourage rail movement, improve speed of trains, and decongest traffic on tracks catering to passenger traffic. Sagarmala project focuses on modernization of ports and islands, setting up of new major ports, coastal economic zones, and fish harbours to airport infrastructure. Bharatmala project proposes the construction of road spreading over ~25,000 kilometres along India's borders, coastal areas, ports etc.
Railways Initiatives	The Indian Railways has introduced various policies to encourage private sector participation in containerized / bulk product movement and warehousing, such as Container Train Operator Policy (2006), Wagon Leasing Scheme (2008), Private Freight Terminal (2010), Special Freight Train Operator (2010) and Auto Freight Train Operator (2010).
Scheme for Incentivizing Modal Shift of Cargo	The scheme provides incentives for transportation of bulk and break bulk cargo for commodities (fertilizers, grains, tiles, sugar, edible salt and over-dimensional cargo) through Indian flag carriers, river-sea vessels or barges on coastal and inland waterway shipping.
Smart City Development	Indian logistics industry is expected to benefit from the development of infrastructure in 100 cities by 2020, as per the Smart City initiative.
Special Investment Regions	Uptake of special investment regions in notified areas such as Dholera in Gujarat are expected to accelerate industrial development in India.
Tariff Policy for Major Ports, 2015	Major Ports are allowed to have a scale of rates within the limit of indexed annual revenue requirement (that depends on revenues and costs of trailing three years). The policy allows for indexation benefit on the ceiling only on the achievement of performance standards as committed by the Major Port Trusts. This policy therefore incentivizes the ports to be more efficient and adhere to established performance benchmarks.
Warehousing	As per Section 9, Customs Act, 1962, the Commissioner of Customs needed to notify locations as a warehousing station before companies could apply for setting up of private warehouses therein under the provisions of the act. With the omission of Section 9 of the Customs Act, 1962 in the Union Budget 2016, the government has simplified the process of setting up of warehouses. The government has also proposed to change the procedure for shift from physical control to record based control for customs bonded warehouses, supported by sophisticated IT systems in the Union Budget 2016.

Investment in Indian Logistics Sector

Indian logistics industry has seen a significant investment over the past few years. Indian logistics companies are estimated to have raised over USD 2 billion from private equity investors since 2010, and around USD 700 million from the equity market. Additionally, Indian logistics segment has seen strong strategic mergers and acquisitions activity since 2010, with overall deal values estimated at ~USD 2 billion. The trade/EXIM logistics segment in particular has witnessed significant interest from stakeholders. Some of the largest investments in the logistics space by private equity and strategic investors were made in this segment. The freight forwarding/NVOCC segment has also witnessed strong interest from private equity and strategic investors.

Outlook for the industry

Over the next few years, Indian trade volumes are expected to grow strongly at 7-8%. This is expected to result in growth of EXIM-focused logistics companies. Several factors are expected to shape Indian EXIM focused logistics segment. Some of these factors include growth/ investment in the overall Indian economy and trade, increasing presence of participants across the value chain, industry consolidation, change in roles of participants and global trends.

Growth

Indian trade and port logistics segment is expected to grow strongly over the next few years, driven by the following factors:

- *Growth of Indian economy*
  As per the World Bank's World Development Indicators, India witnessed a strong GDP growth of 7.7% from FY 2004 – 2005 to FY 2014 – 2015. The "Global Economic Prospects" issued by the World Bank in January, 2016 forecasts the growth of India's GDP at a similar rate until 2018.

- *Growth of Indian trade*
  The Indian Foreign Trade Policy for 2015 to 2020 aims to increase Indian merchandise and services exports from USD 603 billion in FY 2014 – 2015 to USD 900 billion by FY 2019 – 2020. India's share in intra-Asia merchandise trade has increased from ~6.7% in FY 2004 - 2005 to ~13.5% in FY 2014 - 2015. Containerization in India is also expected to increase, with items such as metals and agri commodities shifting from bulk/break bulk modes to containers. India-focused freight forwarders/NVOCCs stand to gain if the trend continues.

- *Infrastructure Investment*
  The Union Budget presented by the Finance Minister, Government of India, for FY 2016 – 2017, allocated ₹ 2,212 billion for infrastructure development, including an allocation of ₹ 970 billion for roads and ₹ 8 billion for national waterways. The central government is also expected to tie up with states to revive unserved/underserved air strips, with investments of between ₹ 0.50 and 1 billion in each facility. Further, over the next few years, the government also intends to launch initiatives to develop EXIM infrastructure such as ports and airports.

Increasing presence freight forwarders/ NVOCCs across the value chain

As freight forwarders/ NVOCCs enjoy control over the cargo, it opens up the opportunity for them to provide value-added upstream and downstream services to customers. Value-added service includes managing transportation/ warehousing, documentation, consolidation/ de-consolidation and packing/ labeling, amongst others. This opportunity is two to three times the size of the traditional freight forwarding opportunity.

Going forward, freight forwarders are expected to increase their capability in providing such services and developing the capability to provide 3PL and 4PL solutions to customers.

Consolidation

Given the low barriers to entry, the freight forwarding industry is expected to have a large number of small companies. Smaller, localized freight forwarders provide the advantage of a better understanding of compliance/ regulatory procedures at local port. However, large freight forwarders are able to increase scale/ scope of operations & their presence across the value chain faster and more efficiently than smaller forwarders, providing several advantages to customers:

- *Growing geographical reach*
  Large freight forwarders are better placed to scale up geographic presence to develop capabilities in newer geographies/ trade lanes, either through organic or inorganic means.

  Presently, freight forwarders are typically strong within a limited number of geographies/ trade lanes. Customers requiring services across multiple geographies/ trade lanes typically employ the services of multiple freight forwarders, which can increase administrative effort and cost. Such companies will benefit from an increased geographic reach of larger forwarders.

- *Increasing presence across the value chain*
  Larger freight forwarders also have the capability to provide upstream & downstream services to companies and provide end-to-end solutions to companies. Larger companies provide the advantage of better back-end capability (IT systems etc.), relationships with key entities across the value chain and better expertise across cargo types.

- *Lower freight rates*
  Due to the larger volumes of cargo controlled, larger freight forwarders have a higher bargaining power with shipping lines/airlines as compared to smaller forwarders, resulting in lower freight rates. Presently in India, smaller freight forwarders have a strong understanding of compliance/ regulatory nuances at local ports. They are typically able to manage commodity-specific processes at these ports better than larger forwarders, which compensates for their inability to match the lower freight rates of larger forwarders.

  However, as compliance/ regulatory concerns reduce and processes at ports simplify (e.g. electronic submission of documents etc.), large freight forwarders are expected to benefit and capture market share from smaller forwarders.

Larger customers in particular will benefit from the reach, value-chain presence and freight price advantage provided by large forwarders. Going forward, while small forwarders are expected to continue to have a significant presence in the industry, larger freight forwarders are expected to grow faster.

Global trend

Over the past few years, Asia's role in global trade has significantly increased. China's trade increased from c. 3% of global trade in 2000 to reach over 10% in 2014. Further, intra-Asia trade is outpacing global trade – while global trade has grown at 8-9% from 2009 to 2014, intra-Asia trade grew at nearly 11% during the same period.

Going forward, China is expected to continue to be strong contender in global trade. Further, strong growth in the economies of ASEAN and South Asian countries over the next few years is expected to fuel trade in this region, resulting in Asia's share of global trade increasing. The Indian economy, in particular, is expected to grow faster than any other major developing economy over the next few years and is expected to increase its role in global trade.

OUR BUSINESS

The information in this section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company" and "Financial Statements" on pages 17, 202 and 195, respectively.

Our Company is one of the largest integrated logistics service and solutions providers in India. We offer complete range of logistics services across the globe. We broadly categorise our services into i) non-vessel operating common carrier ("**NVOCC**"); ii) ocean and air freight forwarding ("**Freight Forwarding**"); iii) bulk cargo handling ("**Bulk Cargo**"); iv) turnkey and integrated logistics solutions ("**Turnkey Projects**") and free trade warehousing zone services ("**FTWZ Services**"); and v) offshore logistics services ("**Offshore Services**").

In the course of providing the aforesaid services, we also provide services that include container handling, clearing and forwarding, line activities, stevedoring, vessel agency, customs house agency, liner agency, chartering and brokerage, warehousing, distribution and supply chain management, feeder vessel services, port and terminal operations, container freight station operations, and marine surveys and consultancy. We operate an asset light business model and outsource our infrastructure requirements to third parties.

In Fiscal 2015, our NVOCC, Freight Forwarding (FCL) Freight Forwarding (Air) and Bulk Cargo verticals handled 135,797 Throughput TEUs, 102,266 TEUs, 586,410 KGs, and 3,428,308 MTS, respectively. Our Company has achieved 100,000 TEUs volume of business in its Freight Forwarding vertical during the last two Fiscals. As of February 29, 2016, we have operations in 30 locations in India with 45 offices for our different business verticals. We also have direct operations in Singapore, Malaysia, UAE, Hong Kong, Bahrain and USA, through our subsidiaries, joint venture or branch offices. Additionally, we have presence in 95 countries through our strategic partners. Our strategic partners include i) Freight Organization of Related Cargo Experts ("**FORCE**") network, which is a global network of independent companies operating freight and logistics services by air, sea and land, ii) Global Projects Logistics Network ("**GPLN**"), which is a professional projects logistics network of independent companies specializing in international projects movements by air, sea and land, including oversized, out-of-gauge and heavy lift cargo, iii) International Federation of Freight Forwarders Associations and, iv) Federation of Freight Forwarders Association of India. We became a member of GPLN in the year 2015 to get global coverage for our Turnkey Projects vertical. We are the sole member organisation of FORCE from India. Business arrangements with our strategic partners enable us to provide our services in jurisdictions where we do not operate directly. Our strategic partnerships also help us in acquiring new business opportunities in India through partners who do not have direct operations in India.

We provide complete integrated end to end logistics services across the globe. We believe that our wide network of transportation and distribution model helps us to deliver our solutions to a large addressable market across a broad geographic spectrum. We operate in all major ports in India as well as private ports such as Mundra, Krishnapatnam, Gangavaram, Kakinada, Pipavav, Hazira, Dahej and Dhamra. As at February 29, 2016, we have provided logistics services across 130 countries. Our network in various jurisdiction allows us to maintain connectivity with customers in different geographies, leveraging our outreach and capabilities. Our complete integrated end to end logistic services provides our customers with a preferable option of single-window solutions thereby negating the need to approach multiple service providers at different levels in the chain of logistics services. Further, our integrated service model provides us with greater business opportunities from our customers involving wide range of services, contributing to our revenue and profitability. We also benefit from our long-standing relationship with our key customers such as Jindal Stainless Limited, Jindal Steel and Power Limited, IIC Container Line Pte Ltd, Primefreight & Forwarding Service Sdn Bhd, The Shipping Corporation of India Limited, NCC Limited, Tata Projects Limited, Delhi Textile Traders and Worldwide CommTrade Private Limited.

Our Company was incorporated in 1989. Our Promoters are Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand, who have significant experience in the logistics sector. Our Company had initially commenced its business in bulk cargo logistics. Over the period of 26 years, our Company has expanded its business to provide integrated logistics services. In 2008, IDFC PE invested in our Company and holds 24% of share capital of our Company as of the date of this Draft Red Herring Prospectus. We have 10 Subsidiaries, out of which eight are overseas Subsidiaries. We have also entered into a joint venture agreement and incorporated a joint venture entity in USA. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 163. As of February 29, 2016 we had 793 permanent employees across the globe. We also engage labourers on contractual basis from relevant authorities at the ports and ICDs, where we operate.

For the six months period ended September 30, 2015, on a restated consolidated basis, we generated a total income of ₹ 3,239.23 million, EBITDA from continuing operations of ₹ 170.26 million and PAT from continuing operations of ₹ 45.82 million. For the fiscal year ended March 31, 2015, on a restated consolidated basis, we generated a total income of ₹ 7,164.84 million, EBITDA from continuing operations of ₹ 511.02 million and PAT from continuing operations of ₹ 292.47 million. For the five fiscal years ended March 31, 2015, on a restated consolidated basis, our total income and EBITDA from continuing operations grew at a CAGR of 9.02% and 36.30%, respectively.

Strengths

We believe we are well-positioned to capture market opportunities and to benefit from the expected growth in the sector through our competitive strengths, which principally include the following:

One of the largest integrated logistics service providers in India

Our Company is one of the largest integrated logistics service providers in India. We offer complete range of logistics services across the globe. As of February 29, 2016, we have operations in 30 locations in India with 45 offices for our different business verticals. We operate in all major ports in India as well as private ports such as Mundra, Krishnapatnam, Gangavaram, Kakinada, Pipavav, Hazira, Dahej and Dhamra.

Our NVOCC vertical handled 135,797 Throughput TEUs, 128,891 Throughput TEUs and 69,577 Throughput TEUs during the Fiscals 2015, 2014 and six months ended September 30, 2015, respectively. Our Freight Forwarding (FCL) vertical handled 102,266 TEUs, 100,307 TEUs and 54,192 TEUs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively. Our Freight Forwarding (Air) vertical handled 586,410 KGs, 552,397 KGs, and 316,882 KGs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively. Our Bulk Cargo vertical handled 3,428,308 MTS, 3.221,685 MTS, and 1,192,972 MTS during Fiscals 2015, 2014, and the six months ended September 2015 respectively. Our Turnkey Projects vertical handled 976 TEUs and 53,636 MTS of cargo in the Fiscal 2015. For the Fiscal 2014, the Turnkey Projects vertical handled 1,038 TEUs and 7,079 MTS of cargo. For the six months ended September 30, 2015, the Turnkey Projects vertical handled 662 TEUs and 797 MTS of cargo. In our Offshore vertical, we operated 300 tugs, 307 tugs and 140 tugs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively. We believe that the volume in which we operate and our ability to deal in high volumes, sets us apart from many other logistics service providers in India.

We provide integrated end-to-end logistics services across the globe. Our services cover the entire cargo transportation process which includes pick-up of cargo from the origination location, transportation through the most cost effective and timely channels (which could be a mix of land, ocean or air) and finally delivery of the cargo at the destination. In the said process, we also provide various ancillary services such as container handling, clearing and forwarding, stevedoring, customs house agency, warehousing, distribution and supply chain management, container freight station operations etc. Our integrated services and solutions enable our customer with a preferable single-window solution thereby negating the need to approach multiple service providers at different levels in the chain of logistics services. Further, our integrated service model provides us with greater business opportunities from our customers involving wide range of services, contributing to our revenue and profitability.

Strong and expanding network across the globe

We also have direct operations in Singapore, Malaysia, UAE, Hong Kong, Bahrain and USA, through our subsidiaries, joint venture or branch offices. Additionally, we have presence in 95 countries through our strategic partners. Our strategic partners include i) Freight Organization of Related Cargo Experts ("**FORCE**") network, which is a global network of independent companies operating freight and logistics services by air, sea and land, ii) Global Projects Logistics Network ("**GPLN**"), which is a professional projects logistics network of independent companies specializing in international projects movements by air, sea and land, including oversized, out-of-gauge and heavy lift cargo, iii) International Federation of Freight Forwarders Associations and, iv) Federation of Freight Forwarders Association of India. We became a member of GPLN in the year 2015 to get global coverage for our Turnkey Projects vertical. We are the sole member organisation of FORCE from India. Business arrangements with our strategic partners enable us to provide our services in jurisdictions where we do not operate directly. Our strategic partnerships also help us in acquiring new business opportunities in India through partners who do not have direct operations in India. Presently, in our Freight Forwarding vertical, we operate in 40 locations across the globe, either through our branches or through third party agent offices. Our Freight Forwarding agents who are governed under the FORCE charter, work on an exclusive basis with us. We have our NVOCC operations in 73 locations across Asia, either through our own branches or through third party agents to book cargo from shippers. We have presence in all major ports across Asia including Singapore, Port Klang and Jebel Ali. We operate in key trade lanes such as India – China, India – UAE, Singapore – Malaysia, India – Bangladesh, Malaysia – Bangladesh, India – Middle East, India – Indonesia. We believe that our wide and extensive network and presence in multiple jurisdictions, either through our direct presence or through agents, enables us to have greater access to customers and deliver our solutions to a larger addressable market across a broad geographic spectrum, contributing to our volume of services, revenue and profitability.

Strong and long standing relationships with customers and constituents of logistics value chain

Our Company has a broad base of customers across different industries including many renowned domestic and multinational companies, engaged in business in different regions of the world. Each of our business verticals have a well diversified customer set which includes large Indian corporate groups and multi-national companies such as Jindal Stainless Limited, Jindal Steel & Power Limited, IIC Container Line (S), Primefreight & Forwarding Service Sdn Bhd, The Shipping Corporation of India Limited, NCC Limited, Tata Projects Limited, Delhi Textile Traders and Worldwide Commrade Private Limited, with whom we have long standing relationships. We also have long standing relationships with our agents, strategic partners and third party service providers from whom we outsource certain services, such as carriage, transportation, equipment leasing and warehousing. Our relationship with agents, strategic partners and third party service providers help us in effective and efficient logistics operations and timely delivery of consignments. It also enables us to outsource certain asset intensive service at low costs from third party service providers on account of our long standing relationships and as a result of our large volume visibility, paving the way for better negotiation and competitive price offerings. These benefits eventually flow back to our customers. Consequently, we are able to offer our services to our customers at competitive rates, which helps in retaining them in future for more business opportunities and help them reduce their logistics cost. We expect to continue to effectively provide our logistics services to our existing customers by offering competitive rates and integrated solutions. Our Company believes that our wide network of operations and our wide range of services are key to attracting wider customer base.

Our relationships with our customers provides us with an opportunity to cross sell multiple services from our various business vertical to them. We also believe that our longstanding relationship with our customers and our cost competitiveness provide us with a significant advantage to effectively compete with other logistics service providers in the market.

Asset light business model

Our Company operates on an asset light model. Most of our equipment and other movable infrastructure are outsourced from third parties on a need-based basis. We have strategic business arrangements with various third parties for procuring equipment and other infrastructural needs on hire at competitive rates. Our asset light model enables us to incur cost on equipment and other infrastructural needs on actual basis, reducing our capital asset investment. Our asset light model provides flexibility in our business operations in terms of - i) incurring cost for equipment and infrastructure only in accordance with the business requirements; ii) ability to choose the best available option or better alternative in relation to equipment and infrastructure; and iii) choosing the vendor and best rate for the equipment and infrastructure that we outsource. Further, due to lower asset base, the maintenance cost for the same is substantially low. Since we operate in large volumes, our business model helps us in negotiating the rates with vendors, including freight rates, benefit of which we pass on to our customers.

System and process driven business operations with strong governance standards, backed by a private equity fund

Our Company has been and remain committed to maintaining good corporate governance standards. Since 2008, our Company has engaged reputed accounting firms with relevant experiences as its statutory auditors. Our Company has also appointed independent director on our Board of Directors in 2011 and continues to have independent directors on the present Board. Further, we have constituted committees such as audit committee, nomination and remuneration committee and corporate social responsibility committee, in line with good governance norms. In Fiscal 2009, IDFC PE, a private equity investor, known for its investments across various sectors, invested in our Company and owns a 24% stake in our Company as of the date of this Draft Red Herring Prospectus.

Further, our Company has put in place various operational systems such as monthly reporting systems, which is reviewed by the operations review committee, a sub-committee of the Board of our Company, creating effectiveness and efficiency in business operations of the Company. Our operational reporting systems as well as several other good governance practices have helped us in being professionally managed with greater emphasis on stakeholders' interest.

Experience and qualified management team

We are led by a dedicated senior management team with several years of experience in the logistics industry. We believe our senior management team is able to leverage our market position with their collective experience and knowledge in the logistics industry, to execute our business strategies and drive our future growth.

Our Promoters, Capt. Parvataneni Venkata Krishna Mohan, who serves as Chairman and Managing Director, Parvataneni Sarat Kumar and Parvataneni Vivek Anand, who serve as Directors, have significant experience in the shipping and logistics industry, in which we operate. In addition, we believe the strength and entrepreneurial vision of our Promoters and senior management has been instrumental in driving our growth and implementing our strategies. Our Chairman and Managing Director has held the position of Chairman, National Shipping Board, Ministry of Shipping, Government of India. He is currently a member of the Nautical Institute and International Maritime Association, England. In addition, we have an experienced and qualified team of employees. Our Company has a vertical structure and each of the business verticals are headed by separate chief executive officers, who have both sailing and operational experience in the sector we operate in and have been associated with our Company for several years ranging from five years to more than 15 years.

Our personnel policies are aimed towards recruiting qualified and talented individuals, facilitating their integration into our Company, providing a conducive work environment, and promoting the development of their skills, including through in-house and external training programmes. For details, see "*Management*" on page 170. Our Whole Time Directors and most of our senior management have in-depth understanding and knowledge of the demands of international and domestic customers in the logistics industry.

Our Strategies

Expansion in different geographies

Our Company intends to capitalise on the market growth and strengthen our presence in integrated logistics across various jurisdictions. We have offices in Singapore, Malaysia, Hong Kong and USA for our freight forwarding business and intend to expand it to other locations in Asia and Africa on account of expected business opportunity.

Our NVOCC operations in various jurisdictions are initially undertaken through agents and gradually, we establish our own offices once our operations attain scale in such jurisdictions. As on the date of this Draft Red Herring Prospectus, we operate our NVOCC business through own branches or agents in 73 locations. Out of these locations, we intend to have our own offices in South East Asia and the Far East on account of us attaining the desired scale. This will reduce our reliance on third parties in those jurisdictions and improve our profit margins.

In respect of our Turnkey Projects vertical, we have already executed door delivery project shipments to many countries of Africa such as Algeria, Kenya, Nigeria, Zambia, Zimbabwe, Mozambique and Ethiopia. We intend to set up own offices in Zambia and Tanzania to monitor and effectively promote and market our present business. We also intend to expand to our Turnkey Projects vertical to other African countries in the future.

Further, we intend to expand our FTWZ business nationally to locations such as Mumbai, Visakhapatnam, Mundra, Ennore and Khurja. We currently operate our FTWZ business in Sriperumbudur, Tamil Nadu. We intend to expand our Offshore Services to regions where oil companies operate in India on high seas.

We believe expansion plans in our NVOCC, Freight Forwarding, Turnkey Projects and FTWZ business will allow us to serve our existing and/or new customers better by providing integrated logistics services across different locations. Our expansion to various jurisdictions where we currently do not have direct presence will reduce our dependence on agents in such jurisdiction and reduce our cost of operations. By pursuing these expansion efforts, we intend to achieve a larger network scale, create synergies to generate higher revenue and enhance operational efficiency.

In line with our strategy to expand the business of our Company, certain infrastructural requirements are pertinent. Accordingly, in our effort to expand our business and strengthen our abilities, we propose to deploy certain amount of the Net Proceeds towards funding our capital expenditure. For details, see "*Objects of the Offer*" on page 90.

Expand customer base and value added services with a focus on improving profitability

The logistics industry in India is a highly competitive and fragmented industry and we intend to continue to focus on improving our operational efficiency and quality of service. We intend to capitalise on the fragmented market to increase our market share and expand our services to new customers.

We aim to enhance our NVOCC business by investing in our infrastructure, which will increase our container handling capacity by approximately 20,000 Throughput TEUs per annum and allow us to capture the expected increase in cargo volumes regions like Indonesia, Vietnam and Thailand. As on February 29, 2016, we operate 16,214 containers for our NVOCC business and intend to procure another 2,000 new containers for our NVOCC business. It is our Company's constant endeavour to upgrade its container fleet by replacing old containers with new ones in order to enable higher load-bearing capacity. Our Company plans to increase the competitiveness of our NVOCC vertical's business by investing in good quality containers to replace leased and old containers. Our old and leased containers are prone to regular repair and maintenance cost along with reduced load bearing capacity. New containers with their increased load bearing capacity and reduced operational cost will help us cater to a wider range of customers and industries. Our Company also intends to invest in certain equipment and infrastructural requirements in different business verticals. For further details, see "*Objects of the Offer*" on page 90.

In our Freight Forwarding vertical, we intend to expand the value added services at the port to provide end to end logistic solutions. We intend to focus more on imports which involve several value added services post shipment of consignment to the port. Further, our Company intends to focus on high value added services in freight, such as warehousing. In Bulk Cargo vertical, we intend to increase our client base by offering competitive rates and by improving efficiency through minimising handling loss and delivering on time. We believe that this would be partially achieved by our proposed deployment of certain amount of Net Proceeds towards purchase of certain equipment in the Bulk Cargo vertical, which could be operated in multi-purpose ways. For further details, see "*Objects of the Offer*" on page 90. Our Company also intends to focus on turnkey projects that have high logistic requirements and business margins. In our endeavour to increase volume of our business, we are also focused on expanding to different geographies, as explained in "*Our Business – Our Strategies - Expansion in different geographies*" on page 139.

Further, our Company has various sales and marketing strategies and procedures in place under each of our business verticals to ensure continuous flow of business. For details, see "*Our Business – Sales and Marketing*" on page 149.

We also continue to implement strict cost control measures in order to achieve the lowest cost base and enhance the overall competitiveness. These cost control measures include: i) strengthening yield management and client management throughout the Company's operations, ii) maximising the benefits of economies of scale through integrated services, iii) enhancing operational management, to improve efficiency and lower administrative expenses, and iv) improving profit management and analysis, focusing on expansion in target high margin markets and regions identified through constant customer and project evaluation.

Focus on cargo diversification

In the freight forwarding vertical, we handle various type of cargo including agri-products, manufacturing products, paper, seafood, food products, steel coils, steel billets, steel plates, aluminium ingots, ferro alloys, chemicals pharmaceuticals, electrical, electronic engineering goods, etc. We also handle all types of bulk cargo including coal, iron ore, fertilizers, chemicals (dry & wet), cement clinker, lime stone, etc. We intend to expand our cargo portfolio by handling cargo such as pharmaceuticals, textiles, consumer durables and consumer goods. We also intend to handle power project cargo such as insulators, towers, transmission cables, transformers, turbines, generators etc. We expect increased business from sectors dealing with the aforesaid goods, in the future. Diversifying our cargo business to different types of goods will enable us to cater new markets and increase volume of business which in turn will contribute to increased revenue and profitability.

Leverage existing customer base and add new customers

We operate in a highly competitive and fragmented industry and believe that quality customer service is a key differentiating factor in winning orders and growing our business. We intend to continue to improve our operational efficiency and customer service quality. We intend to expand our services to our existing customers by providing high value added services. We also intend to explore oppurtunities to expand the reach of our services to different geographies new customers including an online business model. Our expansion to new markets will also help us serve our existing customers in different jurisdictions, increasing our cargo volume.

Our business verticals

NVOCC

Our services

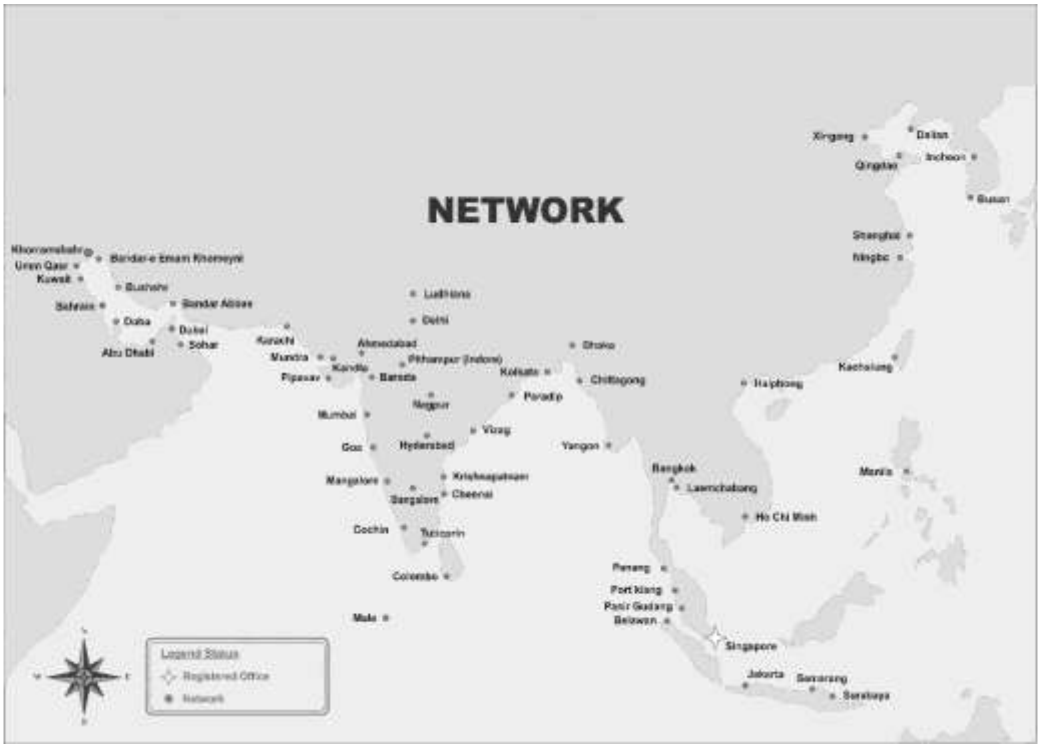
NVOCC refers to non-vessel operating common carrier. Containers are used for movement of goods. Containers required for transportation of goods are either owned by our Company or are leased from third parties. The primary activity under this vertical involves understanding customer requirements, booking freight container slots on one or more third party vessels which match customer requirements and co-ordinating the movement of cargo through transhipment hubs and ports within an acceptable cost for the customer. The activities undertaken under the NVOCC vertical are relevant to the shipping lines since they consolidate freight from less feasible lanes and feed in to the main routes of the shipping lines (with committed slots) leading to improved utilization.

NVOCCs act like an alternate to shipping lines and offer solutions to the customers that a pure play freight forwarder cannot. NVOCCs operate in trade lanes with lower coverage and can offer better transit time and lower freight rates compared to the shipping lines on specific relatively low volume trade lanes.

Our Company does not own vessels. Therefore, once an order is received for transportation by a shipper, our Company arranges for required containers and books slots in available vessels for transportation of goods to desired destination. While booking slots in a vessel, our Company acts as a shipper to the carriers. Depending on the quantity of containers to be shipped, our Company either books an entire vessel or books partial slots in a vessel. Under NVOCC arrangement, our Company assumes complete responsibility and liability of transportation of goods. In this vertical, movement of goods may either involve loading of goods in containers at ICDs or at container freights stations and loading of containers on the carrier for shipment. This process might also involve certain transportation activities by road and rail while moving the good between port container freight stations or ICDs. Our Company's NVOCC business in undertaken through our Subsidiary – Maxicon Singapore.

Operational locations

Maxicon Singapore has offices in various jurisdictions including Singapore, Malaysia, UAE and Bahrain. It operates in 73 locations across Asia, either through its own branches or through third party agents to book cargo from shippers. It has presence in all major ports across Asia including Singapore, Port Klang and Jebel Al. Maxicon Singapore operates in key trade lanes such as India – China, India – UAE, Singapore – Malaysia, India – Bangladesh, Malaysia – Bangladesh, India – Middle East, India – Indonesia. The below map provides a graphical representation of the key routes in which Maxicon Singapore operates:



Note: Map not to scale

Maxicon Singapore offers trans-shipment services from ports in India to ports in Bangladesh, Myanmar, Thailand Far East and Middle East destinations through hub ports like Singapore, Colombo, Port Klang and Jebel Ali. Trans-shipment refers to the hub and spoke model where containers from a small port are brought to a hub port in smaller vessel and are loaded on to a larger vessel going to the destination port. Trans-shipment entails Maxicon Singapore to connect containers from port to port where direct carrier services are not available.

Infrastructure

As on February 29, 2016 Maxicon Singapore has an asset base of 16,214 containers, including leased containers. Depending on the volume of business, Maxicon Singapore also enters into long term contract with third parties for lease of additional containers. Our Company shall utilise a part of the Net Proceeds in procuring new containers. For further details, see "*Objects of the Offer*" on page 90.

Our Company also operates container repair yards in Mumbai and Chennai, which were set up in 2011 and 2013, respectively. Containers are prone to damage in the process of handling by shippers, consignees, carriers and also at the ports. Our repair yard helps us to carry out repairs of the containers at nominal cost, since labour and material cost is significantly low compared to third party repair yards. Maintaining own repair yard helps in better quality monitoring and controlling and achieving shorter turn-around time.

Volume of business

Our NVOCC vertical handled 135,797 Throughput TEUs, 128,891 Throughput TEUs and 69,577 Throughput TEUs in the Fiscals 2015, 2014 and for the six months ended September 30, 2015. Of our total NVOCC business volumes, about 40% originate from India. Having been well positioned in all the trade lanes it operates, Maxicon Singapore is steadily increasing its share of own-branch cargo which is now accounting for about 80% of the total volumes.

Our customers

Some of our key customers in the NVOCC business vertical include IIC Container Line (S), and Primefreight &

Forwarding Service Sdn Bhd.

Freight Forwarding

Our services

Freight forwarding activities involves acting as an agent between shipper and shipping line to source the best possible shipping freight and transit for the shipper, who is our customer. The service also includes channelling the movement of the goods/cargo from one place/port to another (usually from origin to consumption centres or destination) using the best mode of transport. In the process, freight forwarders make contracts with single or multiple carriers to move the cargo, across multiple modes which include transportation like road, rail, sea and air.

Our Company acts as freight forwarders for various customers and provides various scopes of transportation of goods from the plants to the final destination including delivery to the door. Our Company has achieved 100,000 TEUs volume of business in the Freight Forwarding vertical during the last two Fiscals.

By virtue of asset light model, our Company does not own transportation assets like trucks, wagons or ships. We have business arrangements with various carriers, which help the shippers in planning the best routes and modes of transport for their shipments. Depending on the nature of cargo and timeline, our Company arranges for a combination of trucks, trains, aeroplanes and ships to the move the cargo. For example, a shipment of containers from Hyderabad, India to an inland destination in Germany can involve road or rail transport from Hyderabad to Mumbai, sea transport from Mumbai to Hamburg port in Germany, and again road/rail transportation from Hamburg port to the final inland destination. The process of freight forwarding service may also include coordinating with non-vessel operating common carrier service providers to procure containers from container freight stations or ICDs. In this vertical, we offer freight and ancillary services such as packaging, palletising, fumigation and survey services, cargo handling, transportation, custom documentation and clearances.

Operational locations

Our Company is operating in this vertical for the past 20 years and offers a full spectrum of freight forwarding services to the customers. We have offices in various ports in India including minor ports and ICD’s for our Freight Forwarding business. We operate in 40 locations across the globe, either through our branches or through third party agent offices, as provided in the map below:

Note: Map not to scale

Infrastructure/ Mode of transport

Our company engages with third party transport providers on contractual basis for outsourcing transport activities. Depending on the nature of the cargo, destination and timeline for delivery, a particular mode of transport is selected. As aforesaid, in some occasions, multi-mode transport is utilised for transportation of consignment.

Ocean cargo: Ocean freight refers to carriage of containers from one port to another across the world. Our company arranges the freight for our customers within the best possible transit time at competitive rates. Due to the long standing relationship with several shipping lines, our company is generally able to provide the best possible freight rates and demonstrate a cost effective solution for our customers.

Air cargo: Our Company has an air cargo division, which is IATA registered, for servicing international and domestic sectors. Our air cargo division arranges for transportation by air of all types of cargo. The division also arranges on-demand chartered planes to carry special and high value cargo.

Road/ Rail cargo: Road cargo involves movement of cargo from place of origin to ports/ ICDs and from ports to the final destination. Road is majorly used for inland transportation of cargo, given the connectivity to deepest hinterlands. Depending on the type and size of the cargo, various types of trucks and truck trailers are utilized for the purpose. Ordinary containers are transported on forty feet trailers, while specialized multi-axle trailers are required for over-dimensional and over-weight cargo. Transportation of cargo from place of origin to ports and ports to origin may also be done through rail, provided that rail connectivity is available between the source and destination.

Our Company works with various transport vendors to offer multimodal transportation solutions to move clients' cargoes across different geographies in India and abroad.

All import and export shipments need to be cleared by the Customs department at seaports, airports and inland container depots. Our Company employs people with customs house license to handle CHA operations.
Our Company also acts as liner agents to container shipping lines in a principal-agent relationship. The principal activity as a liner agent is to act on behalf of the container shipping lines and market freight for them in locations where they do not have a presence. By virtue of our control over cargo we are able to consolidate cargo as liner agents.

Volume of business

In the Freight Forwarding vertical, we have handled various type of cargo including steel coils, steel billets, steel plates, aluminium ingots, ferro alloys, agri-products, chemicals, pharmaceuticals, electrical, electronics engineering goods, paper, seafood, food products, fertilizers, cement etc. While our Freight Forwarding vertical (FCL) handled 102,266 TEUs, 100,307 TEUs and 54,192 TEUs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively. Our Freight Forwarding vertical (Air) handled 586,410 KGs, 552,397 KGs, and 316,882 KGs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively.

Our customers

Some of our key customers in the Freight Forwarding business vertical include Jindal Stainless Limited, Xena Bio Herbals Pvt. Ltd., Pitti Laminations Limited, Andromeda Energy Technologies Private Limited, Hamilton Housewares P. Ltd., and Eicher Goodearth Private Limited.

Bulk Cargo

Our services

Bulk Cargo refers to non-container transportation of goods by a vessel. Our Company has been engaged in bulk cargo handling since its inception.

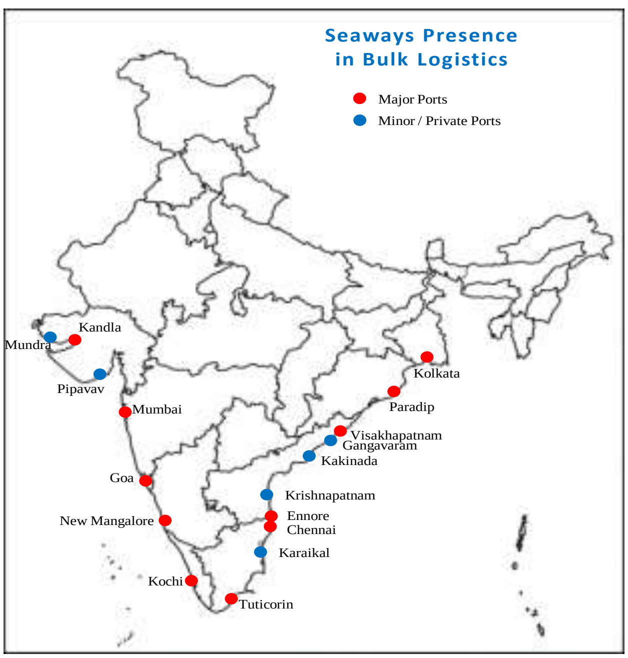
Our Company provides stevedoring services, which refers to loading or unloading of cargo from a vessel. It involves loading operations in case of export cargo. Loading can be done through giant harbour mobile cranes (manual loading) as well as through mechanized loading systems. On the other hand, unloading is done for import cargo which mostly includes coal, fertilizers, cement clinker, limestone steel etc. Similar to equipment in case of loading, harbour mobile cranes and mechanized unloading systems are used for unloading. Our Company handles movement of bulk cargo from place of origin to port as well from port to the final destination. Our Company also offers on demand door delivery to our clients by arranging for hassle-free transportation services.

In this vertical, we primarily deal in vessel cargo operations for loading or discharging cargo, ensuring speedy operations with minimum handling loss/ damage. As a part of our Bulk Cargo service, we make arrangements of all necessary permissions for cargo operations for export or import and preparation of proper documentation for the same. Depending on the nature of the cargo, we arrange the requisite cargo handling equipment, manpower, transport and space for storage, which could be open plots, covered godowns or sheds. We ensure that the cargo is protected in all weather. Our services include arranging for cargo weighment and tallying records during entire operations. For demand door delivery, we also arrange the transport for final delivery, as per instructions of the customer.

Our Company acts as vessel agent, which refers to the relationship between the principal (in this case the shipping company conveying the goods). Typically, we arrange for all formalities, documentation and management of cargo handling while a vessel is at a particular port, on behalf of the vessel. Since its inception, our Company has handled substantial number of agency vessels for various owners/charterers around the world.

Operational locations

We operate our Bulk Cargo vertical in India only, which includes all major ports and private ports. We have offices in various states of India. The below map provides a graphical representation of our presence in various locations in India:



Note: Map not to scale

Infrastructure

Our Company procures cargo handling equipment on hire basis from third parties, depending on the nature of the cargo. Such equipment include payloaders, caterpillars, excavators, forklifts and trailers. Our Company also arranges for manpower depending on the volume and nature of cargo to be handled. These manpower are typically own employees of our Company or arranged on contractual basis from the Dock Labour Board / port. Our company engages with third party vessel carriers on contractual (agency) basis. Depending on the nature of the cargo, destination and timeline for delivery, a vessel is selected.

Volume of business

Our Company has handled various types of bulk cargo including coal, iron ore, fertilizers, chemicals (dry & wet), cement clinker, lime stone, agri-products, steel, slag etc. Our Bulk Cargo vertical handled 3,428,308 MTS, 3,221,685 MTS and 1,192,972 MTS during Fiscals 2015, 2014 and the six months ended September 2015 respectively..

Our Customer

Some of our key customers in the Bulk Cargo business vertical include Steel Authority of India Limited, National Aluminium Company Limited, Worldwide CommTrade Pvt. Ltd., KRBL Limited and Agarwal Coal Corporation Pvt. Ltd.

Turnkey Projects

Our services

Turnkey Projects vertical provides logistics solutions which includes ex-works multi modal logistics to the nearest gateway port/airport for shipment by sea/air and further carriage to the foreign port/airport and overland logistics thereafter to the final delivery site. Turnkey Projects involve movement of capital asset cargo from different manufacturing locations or vendor location to the project site, where such capital asset is to be put to utilisation. Project site could include power projects, construction of manufacturing facility, construction of public infrastructure etc. Our Company's services involves complete end to end transport of such capital assets and installation of the same at the project site. Since typically the cargo size is huge and technically complex, it requires extensive infrastructure and professional and technical expertise to provide such service. Our in-house technical and professional expertise, combined with reliable network of highly qualified associates worldwide, enables us to custom design the supply chain and logistics for different projects. Over the years, our Company has also gained expertise in moving over dimensional cargo and over-weight cargo equipment to deepest hinterlands in the African continent. Our Company is one of the few integrated logistics players to execute complex project cargo shipments to the deepest pockets of African countries.

Our Turnkey Project services include documentation for export in origin country/ port, arrangement and coordination with suitable freight carriers for the project cargo (which may include container cargo and air logistics), overseeing the carriage/transport operations as per strict checklist in line with the shipper/ manufacturer requirement and coordinating release of shipping documents for the cargo. At times, due to big size of the cargo and the complicated structure, we have to undertake civil works for strengthening of bridges/ bypass constructions/ roll-on roll-off jetty construction, all of which our experienced technical team executes. Movement of such cargo often requires approval/license from various regulatory authorities such as NHAI, relevant electricity authority and local municipal authorities. Our Company engages with all relevant regulatory authorities on behalf of the customer and obtains necessary approvals/licenses for movement of cargo. Our services in Turnkey Projects vertical also include related sub-activities such as customs clearance, loading, unloading and surveys.

Operational locations

In respect of our Turnkey Projects vertical, we have already executed door delivery project shipments to many countries of Africa such as Algeria, Kenya, Nigeria, Zambia, Zimbabwe, Mozambique and Ethiopia. We intend to set up own offices in Zambia and Tanzania to monitor and effectively market our present business. We are also working towards expanding our Turnkey Services to other African countries in the future.

Infrastructure/ Mode of transport

We use open yards to store various type cargoes including machinery, project equipment, construction equipment, power plant equipment, etc. Sometimes the cargo is also stored in container freight stations. In our Turnkey projects operations, we use equipment such as forklifts, cranes, reach stackers, hydraulic axles, pullers, trailers, all of which we hire from third parties on need basis. Cargo is moved from origin to destination primarily by ocean carriage and road transport.

Our Turnkey Projects vertical handled 976 TEUs and 53,636 MTS of cargo in the Fiscal 2015. For the Fiscal 2014, the Turnkey Projects vertical handled 1,038 TEUs and 7,079 MTS of cargo. For the six months ended September 30, 2015, the Turnkey Projects vertical handled 662 TEUs and 797 MTS of cargo.

Our Customer

Some of our key customers in the Turnkey Project business vertical include Tata Projects Limited, NCC Limited, Thermal Systems (Hyd) Pvt Ltd and Power Mech Projects Limited.
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FTWZ Services

Our company also provides warehousing services in the free trade and warehousing zone. Activities of FTWZ Services vertical involve providing warehousing service in duty free/deferred duty zones, typically for periods of five years. It enables the consignors/consignees to park their goods at such warehouses without any duty for further movement at a later date or for further assembling, packaging, grading, labelling etc. of goods. Our Company provides all ancillary services at the warehouses including assembling, bundling, bottling, grouping, grading, labelling and packaging. Our FTWZ Services vertical provide warehousing for various kinds of products, handling and transportation of equipment, lease of commercial space for office and related utilities like telephone, internet, water, power and canteen services.

Operational location and infrastructure

Our present FTWZ Services vertical hub is located in Sriperambudur, Tamil Nadu, having 77,104 sq. ft. covered warehousing space with five storied high density racking for palletized cargo and 47,155 sq. ft. of open plot. Our FTWZ Services vertical acts as a hub for exports, imports and re-exports. It is a gateway for the Indian and South Asian traders to connect with the global supply chains and trade in a cost effective way. Our Company intends to expand FTWZ Services vertical to Mumbai, Visakhapatnam, Mundra, Ennore, and Khurja.

Volume of business

Our FTWZ operations handled 119,520 sq. ft. warehousing space and 3,056 pallets, in the Fiscal 2015, 1,103 pallets in Fiscal 2014 and for six months ended September 30, 2015, handled 200,721 sq. ft. warehousing space and 912 pallets.

Our Customer

Some of our key customers in the FTWZ Services business vertical include Boge Compressors (India) Private Limited, BET Medical (P) Ltd., and Delhi Textile Traders.

Offshore Services

Our services

Our Offshore Services involve total logistics solutions to oil and gas companies and fleet owners. This involves arranging freight, first mile, last mile connections, customs approvals, cargo handling, transport and warehousing. We also provide vessel agency, dry dock, workshop support and husbanding services to the fleet owners. Some specialized services of getting ministry approvals, regulatory approvals and security clearances are also carried out for our clients. Our Offshore Services are tailor made to meet specific requirements of our customers, major oil companies and fleet owners operating in India. Offshore services also include crewing, other support services, supply chain management, aviation and marine support, hospitality services to employees of our customer, helicopter chartering, all of which our Company provides.

Our Offshore Logistics vertical renders professional services tailored to meet individual requirements of all major participants in India's offshore sector. Our Company undertakes all clearances from customs department, immigration and port authorities and meet all other formalities for clearance and entry of drilling rigs.

Operational location

We operate our Offshore Services in India. We intend to expand our Offshore Services to regions where oil companies operate in India on high seas.

Infrastructure/ Mode of transport

We store cargoes such as bagged cement in covered warehouse and cargoes such as store pipes, steel plates, motors and pumps are stored in open plots. In our Offshore Services, we use equipment such as cranes, forklifts and trailers, all of which we hire from third parties on need basis.

Volume of business

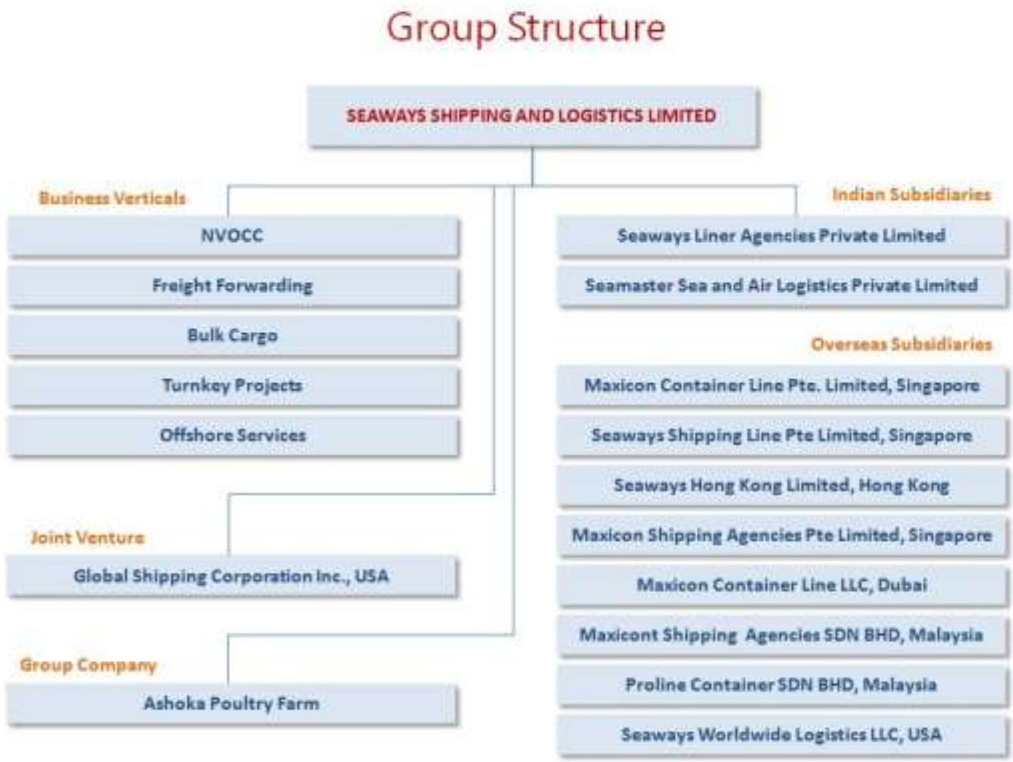
In our Offshore vertical, we operated 300 tugs, 307 tugs and 140 tugs during Fiscals 2015, 2014 and the six months ended September 30, 2015, respectively.

Our Customer

Some of our key customers in the Offshore Services business vertical include Shipping Corporation of India Limited and GOL Offshore Limited.

Our group structure

Our Company has 10 Subsidiaries, out of which eight are foreign Subsidiaries. Our Company has one Joint Venture and one Group Company. Following is a graphical representation of our group.



Awards, recognition and memberships

Our Company was felicitated for outstanding support and patronage by Maesrk Line in 2015. In 2015, we were recognized by LT Foods Limited as a gold partner for timely services in clearing and handling of container shipping in Vishakhapatnam as Customs House Agents. We were also recognized by the Chennai Ports Trust for our record loading of 23,958 tonnes of Ferro Slag to the vessel M V Maa Samuda Khatun in 2015. Similarly, the Marmugao Port Trust awarded our Company with outstanding service achievement and contribution for the year 2015.

Company is in compliance with ISO 9001:2008, ISO 18001:2007, and ISO 14001: 2004 norms issued by Standards Certification Council, India. It has also obtained registration from the IATA for air freight of cargo. Our Company is a member of organizations like the Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry and Freight Organisation of Related Cargo Experts.

Sales and marketing

Our Company follows a competitive strategy while managing the NVOCC vertical. The rates which are offered to customers are typically very economical and are often met with efficient customer service during and after shipments of cargoes. The strategy followed by the Company is centered around timely connections and advance space allocation. Our Company has been successful in growing business under the NVOCC vertical by carrying out advertisements from time to time in local shipping dailies, forums, leaflets and brochures. A part of our branding is also materialized by advertising our Company's name on various containers and updating information on the Company's website from time to time. Representatives of our Company visit customers on a regular basis and make extensive use of the internet to communicate with customers, sharing insights on our Company's NVOCC vertical.

Our marketing strategy for Freight Forwarding vertical is typically direct interaction with existing and prospective customers. We endeavor to provide quality service and round the clock customer service. Our marketing strategy for the bulk vertical revolves around the vision of providing exemplary services to our clients. Our bulk vertical has an impressive success rate of having very minimal handling loss. We market our operational effectiveness and efficiency and these factors are key factor for growth of our business.

Our Company employs a backward integration strategy to promulgate shipping and logistics services for our clients. With a focus on first mile and last mile connectivity, as a part of our marketing strategy for the offshore vertical, we offer our clients with end to end solutions by providing a market free trade zone and other warehousing solutions in the form of critical spares. Our Company follows a systematic approach in marketing the turnkey projects vertical. As a part of our Company's strategy, we place staff with marketing specializations at significant locations to facilitate the sale of turnkey projects. Our marketing staff presently focuses on our logistics and FTWZ Services.

Information technology infrastructure

Our information technology systems provide support to all aspects of our NVOCC vertical business, from sales, planning, operations and documentation to accounts and customer service. Our systems provide customers with access to detailed tracking and tracing of shipments through our website. We have ERP system to manage our FTWZ Service operations with respect to stock management which controls inventory, stock inward/outward, location Management and invoicing. The Company believes that its advanced information technology systems not only enhance the Company's operational efficiency and customer service quality, but also reduce operating costs of the Company, enable the Company to respond to the market promptly and enhance its ability to handle emergency situations, making it more competitive in the global logistics markets.

Human resources

As on February 29, 2016, we have 793 permanent employees across different business segments in India and abroad. Our workforce includes people with relevant experience in logistics industry. We employ people with bachelors' and master's degrees at various positions in different functional roles. Our organisation's various business teams include business development, customer care, sales and operations who are supported by teams such as legal and secretarial and information technology.

Competition

The logistics industry is highly competitive. Our competition varies by nature of vertical, cargo and jurisdiction. Some other players in the sector within India include All Cargo Logistics Limited, J. M. Baxi & Co. and SICAL Logistics Limited as well as leading multi-national companies such as DHL, DB Schenker and Panalpina, who operate in the Indian logistics market. In foreign jurisdiction, we compete with regional players and multinationals. In the South East Asia, Middle East and African markets, other players in the logistics sector include BLPL, Geodis and Kuehne & Nagel.

Many of our competitors are larger than us and have greater financial and other resources. Also see, "*Risk Factors – Our Company operates in a highly competitive industry, and such competition may adversely affect the Company's results of operations"* on page 202.

Insurance

We have taken insurance policies with various insurance companies covering certain risks in relation to our business and our people. We have obtained office protection shield insurances under the miscellaneous and special type of vehicles package policy for heavy and major equipment like the fork lift. We have obtained stevedores liability policy for cover of persons on board of a ship while undertaking stevedoring operations and also include claim against any third party damage done. We have standard fire and special perils and office protection shield insurance for our office premises insuring all of our assets such as buildings, furniture, fixtures and fittings, stocks and stocks from risks such as fire, earthquake and machinery breakdown.

We have also obtained burglary standard policy for a few locations which cover risks related to dock food grains. We have also taken directors' and officers' liability cover, group personal accident insurance cover and mediclaim policy for our employees.

Our policies are subject to customary exclusions and customary deductibles, such as terrorist attacks, severe earthquakes, plinth and foundations. Also see, "*Risk Factors – Our insurance may be inadequate to cover all losses associated with our business operations"* on page 21.

Properties

Our Company's registered office is located in Hyderabad in Telangana and is owned by our Company. We are located in 30 locations in India with 45 offices for our different verticals, out of which the company operates from own premises in six locations and the remaining premises are on leasehold basis.

REGULATIONS AND POLICIES

The following is an overview of the relevant regulations and policies in India which are applicable to our business and operations in India. The information detailed below has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

Laws applicable to our business operations

Major Ports Act, 1963 (the "Major Ports Act")

The Major Ports Act applies *inter alia* to the ports located in Kochi, Kerala; Vishakhapatnam, Andhra Pradesh; Mangalore, Karnataka; and Paradip, Odisha. In accordance with the terms of the Major Ports Act, ports located across India are permitted to issue licenses to business entities. These licenses permit business entities to carry out the business of steamer agencies, clearing and forwarding agencies, stevedoring operations, and other related activities within the precincts of the major ports located across India.

The Multimodal Transportation of Goods Act, 1993 (the "Multimodal Transportation Act")

The Multimodal Transportation Act regulates the transportation of goods from any place in India, to a place outside India. A multimodal transport is governed under a transport contract which *inter alia* sets out the liability of a multimodal transport operator to perform, or procure the performance of multimodal transportation against a payment of freight. Multimodal transport has been defined as the carriage of goods, by at least two different modes of transport under the same contract, from the place of acceptance of goods in India, to a place of delivery of such goods outside India. In terms of the Multimodal Transportation Act, any person can provide the services of multimodal transportation after obtaining a certificate of registration which is valid for a period of three years.

Customs House Agents Licensing Regulations, 2004 ("**Customs Regulations**")

Customs Regulations regulates customs house agents in India. As per the Customs Regulations, no person is allowed to carry on the business of the entry or departure of a conveyance, or the import or export of goods at any customs station, unless such person holds a valid license under the Customs Regulations. Customs house agents who have been granted valid licenses under the Customs Regulations are eligible to work in all customs stations within the country, subject to an intimation to the Commissioner of Customs of the concerned customs station where business is transacted.

Warehousing (Regulatory and Development) Act, 2007 (the "Warehousing Act")

The Warehousing Act regulates the manner of registration of warehouses as well as the issuance of negotiable warehousing receipts in electronic formats. These negotiable warehousing receipts provide proof of ownership of commodities that are stored in a warehouse for safekeeping. In accordance with the terms of the Warehousing Act, no person is permitted to commence or carry on the business of warehousing without obtaining a certificate of registration in respect of such warehouse. Warehouses which do not propose to issue negotiable warehouse receipts are not required to obtain a certificate of registration under the Warehousing Act

Guidelines for setting up ICD/CFS in India

The ICD/CFS Guidelines regulates the requirements and procedures for setting up ICD and/or CFS in India. As per extant ICD/CFS guidelines, an application for setting up an ICD/CFS along with a survey and feasibility report and the proposed tariff structure should be made to the Infrastructure Division of the MCI and the jurisdictional Customs Commissioner. Upon acceptance of the proposal, a letter of intent is issued enabling the applicant to set up the requisite infrastructure for the ICD/CFS, within one year from the issue of such letter of intent. Subsequently, once the infrastructure has been established, the security standards of the jurisdictional Commissioner of Customs have to be complied with and backed by a bond with bank guarantee to receive the final clearance and customs notification.

Free Trade and Warehousing Zones

The FTWZ, a policy of the Government of India was announced in the Foreign Trade Policy 2004 – 2009 with the objective to create trade-related infrastructure to facilitate the import and export of goods and services with the freedom to carry out trade transactions in free currency. FTWZs are designated as a deemed foreign territory and are envisaged to be integrated zones and used as international trading hubs. FTWZs are treated as a special category of the Special Economic Zone and are governed under the provisions of the Special Economic Zones, 2005 and the rules thereunder.

The Indian Carriage of Goods by Sea Act, 1925 (the "Sea Carriage Act")

The Sea Carriage Act, and the rules thereunder, have been enacted to regulate the carriage of goods by sea from any port in India, to any port within or outside India. The Sea Carriage Acts recognises the concept of a 'bill of lading', whereby the goods are to be carried in a general ship, and the person consigning the goods is known as a shipper. In the case of a bill of lading, the owner of the ship undertakes the responsibility of carrying the goods of a consignor safely, and securely to the destination.

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

The Motor Vehicles Act and the rules prescribed thereunder have been enacted to regulate all aspects of road transport vehicles in India. Accordingly, the Motor Vehicles Act places a liability on every owner, or person responsible for a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Under the Motor Vehicles Act, the owner of the motor vehicle also bears the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act, and the certificate of registration of the vehicle has not been suspended or cancelled and the vehicle carries a prescribed registration mark. No motor vehicle can be used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorising him to use the vehicle for transportation purposes.

The Carriage by Road Act, 2007 (the "Road Carriage Act")

The Road Carriage Act, and the rules thereunder, have been enacted to regulate all aspects of common carriers. No person can engage in the business of a common carrier unless he has a valid certificate of registration. A common carrier, in accordance with the terms of the Road Carriage Act may be an individual, firm or a company, which transports goods as regular business for money, over land or inland waterways. Among other things, common carriers are required to receive and carry goods from all corners indiscriminately, and deliver the goods within the agreed time at stipulated prices.

As per the Carriage by Road Rules, 2011, the liability of a common carrier for loss or damage to any consignment is limited to 10 times of the freight paid, or payable, provided such amount shall not exceed the value of the goods declared in the goods forwarding note.

The Carriage by Air Act, 1972 (the "Air Carriage Act")

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

Labour laws

We are subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of our Company.

The Industrial Disputes Act, 1947, as amended, provides for statutory mechanism of settlement of all industrial disputes, a term which primarily refers to a dispute or difference between employers and workmen concerning employment or the terms of employment or with the conditions of labour of any person.

The Motor Transport Workers Act, 1961 ("**MTW Act**") regulates the welfare of motor transport workers and the conditions of their work. Every motor transport undertaking employing five or more motor transport workers are required to comply with the provisions of the MTW Act. Among other provisions, the Motor Transport Workers Act stipulates compliances pertaining to working hours, payment of wages and protection of the welfare and health of employees. Any contravention of a provision regarding employment of motor transport workers is punishable with imprisonment or with fine.

The provisions of shops and establishments legislations, as may be applicable in a state in which establishments are set up, regulate the conditions of work and employment and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work. Some of the shops and establishments legislations which are applicable to our Company include the Andhra Pradesh Shops and Establishments Act, 1988, as amended, the Bombay Shops and Establishments Act, 1948, as amended.

The provisions of the Factories Act, 1948, and the rules thereunder (as applicable) defines a 'factory' to cover any premises which employs ten or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least twenty workers even though there is no electrically aided manufacturing process being carried on. Among other requirements, each State Government prescribes rules in respect of prior submission of plans and their approval for establishment, registration and licensing of factories.

Our Company is subject to other laws concerning condition of working, benefit and welfare of our labourers and employees such as The Employees State Insurance Act 1948, as amended, The Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, as amended, The Payment of Gratuity Act, 1972, as amended, The Payment of Bonus Act, 1965, as amended, The Minimum Wages Act, 1948, as amended, The Payment of Wages Act, 1936, as amended, The Payment of Bonus Act, 1965 The Maternity Benefit Act, 1961, as amended and The Equal Remuneration Act, 1976, as amended.

Other laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013, Companies Act, 1956, to the extent applicable, and rules framed thereunder and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as Seaways Shipping Services Private Limited on December 1, 1989, at Hyderabad, Andhra Pradesh (now Telangana) (the "**RoC**"), as a private limited company under the Companies Act, 1956. Our Company became a deemed public company under the Companies Act, 1956 with effect from February 24, 1995 and the term 'Private' was deleted from the name of our Company. The name of our Company was changed from Seaways Shipping Services Limited to Seaways Shipping Limited and a fresh certificate of incorporation dated October 12, 1995 consequent on change of name was issued by the RoC. Thereafter, our Company was converted into a public limited company and a fresh certificate of incorporation dated October 16, 1995 consequent upon conversion under Section 31/44 of the Companies Act, 1956 was issued by the RoC. The name of our Company was changed from Seaways Shipping Limited to Seaways Shipping and Logistics Limited and a fresh certificate of incorporation dated June 17, 2010 consequent upon change of name was issued by the RoC.

The changes to the name of our Company were undertaken to align the name of our Company with the nature of business of our Company and upon conversion of our Company from a private limited company to a public limited company.

Our Company has 14 members as of the date of this Draft Red Herring Prospectus. For more details on the shareholding pattern, please refer to the "*Capital Structure*" on page 71.

Business and management

For information on our Company's profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, customers and acquisitions, see"*Management*" "*Our Business*" and "*Industry Overview*" on pages 170, 136 and105, respectively.

There have been no significant changes in the activities of our Company during the last five years which could have a material effect on our profits/ losses, including discontinuance of lines of business, loss of agencies or markets and other such factors.

Changes in Registered Office

Our registered office was originally located at 8-303/36, M - 2 Mayfair Complex, S. P. Road, Secunderabad 500 003 and was shifted to No. 405 & 406, 4th Floor, Ashoka Bhoopal Chambers, Sardar Patel Road, Secunderabad 500 003 pursuant to the resolution of the Board dated August 18, 1998, with effect from August 12, 1998, for operational convenience.

Subsequently, our registered office was shifted from No. 405 & 406, 4th Floor, Ashoka Bhoopal Chambers, Sardar Patel Road, Secunderabad 500 003 to Seaways Pride, Plot No. 731, Road No. 36, Jubilee Hills, Hyderabad 500 034 pursuant to the resolution of the Board dated August 27, 2007, with effect from October 1, 2007, for operational convenience and larger space.

The main objects of our Company

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

1. *To own or otherwise acquire sea crafts, motor powered vessels, refrigerated and insulated vans and to operate them for the purpose of transportation of cargo and personnel.*

2. *To engage in the business of stevedores, shipping, agency, crewing, clearing and forwarding, ship channeling, chartering and brokerage and other services connected with shipping.*

3. *To engage in the business of repairing ships, fishing boats trawlers, marine engines, fishing gears.*

4. *To establish, conduct, acquire or carry on any business as importers, exporters and dealers of or otherwise of all kinds of goods including metals, minerals, timber, marine products or articles or things usually or which may be conveniently dealt with in the course of carrying on any of the businesses above mentioned.*

5. *To carry on the business of processing, packing, trading, wholesale and retail, distribution for domestic and export sale all types of frozen foods including fruits, vegetable, meat, seafood and all other types of foods and business in storing for rent or any other consideration, transporting, handling and generally dealing in, all kinds of frozen, chilled, cooled and refrigerated items, including fruits, vegetables, seafood, meats, dairy products and horticultural produce.*

6. *To carry on the business of buying, selling or otherwise dealing in, operating, hiring, letting on hire, leasing, giving on lease, obtaining licenses for the use of and granting licenses for the use of, cold stores, freezing, chilling and cooling plants, refrigeration units, refrigerated trucks and containers and any and all kinds of freezing, chilling, cooling, refrigeration and cold storage machinery and equipment also buying, selling, transporting, storing, distributing, handling and dealing in any other goods or food products.*

7. *To carry on the business of the public carriers, transporters and carriers of goods, passengers, merchandise, commodities documents, parcels, services to pick up and delivery of documents, parcels, all types of goods and merchandise, door to door/desk to desk service of small, medium, bulk, odd of any size or type of consignments of all types of goods and merchandise including parcels, documents, refrigerated and frozen goods, public issue materials and household articles on land by any conveyances whatsoever and luggage of all kinds of descriptions in any part of India and/or abroad, on land, water or rail and air by any means of conveyance whatsoever, in its own name or as an agent and to undertake and carry on the business of loading and unloading forwarding and clearing agents, warehousemen, muccadams and caremen for and on behalf of owners of goods, luggage, parcels, materials, articles, commodities, life-stock & other movables of all kinds and descriptions.*

8. *To acquire permits for plying lorries, buses, cars, rails or any other mode of conveyances as case may be on any route in India or in any part of the world on own account or as agents of other carriers or transporters.*

9. *To Carry on the business of setting up and provide services of Free Trade and Warehousing Zone (FTWZ), Special Economic Zone (SEZ), Port and Port related activities which inter- alia includes development of port and related infrastructure like jetties, shipyards, rail yards, rail and road connectivity to and from port, IT and ITES infrastructure and services, facilities for generation of power, refueling station facilities for handling of cargo, export and import houses, domestic and international trading, banking, insurance, hospitals and other activity related to FTWZ, SEZ and ports.*

10. *To develop, maintain, operate, lease, hire, manage, keep and run warehouses, godown, open platforms, refrigeration houses, stores and other similar establishments to provide for storage of commodities, goods, articles and things and for the purpose to act as custodian, warehouse man, transportation and distribution agent, stockiest, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, either on its own or on 3PL (Third Party Logistics) basis.*

11. *To carry on the business of providing various support services to e-commerce companies including warehousing, distribution, reverse logistics and other ancillary services and also to enter into any strategic partnerships, ventures and other kind of associations thereto.*

12. *To carry on the business of logistics, transporters, road carriers, cargo, pets, animals, contractors, cartage and handling contractors, garage proprietors, fleet owners, importing, exporting, re-exporting, trading, clearing and forwarding agents, shipping agents, international freight, forwarders, warehouse keepers, godown keepers, transport brokers, stevedoring, loading and unloading agents and trade logistics in respect of any kind of materials, merchandise, commodities, goods, live stock, cargo, freight, luggage, to and from any part of the world, whether by road, sea, rail or air and to own, acquire, hire, take on lease, maintain, equip, work and ply and acquire permits for public transport, and commercial vehicles, automobiles and vessels of any class or kind and bonded caremen, common caremen and cargo superintendents for any Indian or foreign company, firm, corporations, central or state government, any local public or statutory bodies whether incorporated or not.*

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as the activities proposed to be undertaken pursuant to the Objects of the Offer.

Amendments to the Memorandum of Association

Since incorporation of our Company, the following amendments have been made to the Memorandum of Association:

Date of shareholders' resolution	Nature of Amendment
January 17, 1991	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 500,000 divided into 50,000 Equity Shares of ₹ 10 each to ₹ 2,500,000 divided into 250,000 Equity Shares of ₹ 10 each.
August 18, 1995	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 2,500,000 divided into 250,000 Equity Shares of ₹ 10 each to ₹ 10,000,000 divided into 1,000,000 Equity Shares of ₹ 10 each. Amendment to the Memorandum of Association to reflect the change in name of our Company from Seaways Shipping Services Private Limited to Seaways Shipping Services Limited upon conversion of our Company into a public limited company. Amendment to the Memorandum of Association to reflect the change in name of our Company from Seaways Shipping Services Limited to Seaways Shipping Limited.
August 12, 1998	Amendment to the Memorandum of Association to reflect change in the Registered office of our Company from 8-303/36, M - 2 Mayfair Complex, S. P. Road, Secunderabad 500 003 to No. 405 & 406, 4th Floor, Ashoka Bhoopal Chambers, Sardar Patel Road, Secunderabad 500 003
'February 7, 2000	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 10,000,000 divided into 1.000,000 Equity Shares of ₹ 10 each to ₹ 20,000,000 divided into 2,000,000 Equity Shares of ₹ 10 each.
March 2, 2004	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 20,000,000 divided into 2,000,000 Equity Shares of ₹ 10 each to ₹ 60,000,000 divided into 6,000,000 Equity shares of ₹ 10 each.
February 21, 2006	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 60,000,000 divided into 6,000,000 Equity shares of ₹ 10 each to ₹ 1,000,000,000 divided into 100,000,000 Equity shares of ₹ 10 each.
October 10, 2007	Amendment to the Memorandum of Association to reflect change in the Registered office of our Company from No. 405 & 406, 4th Floor, Ashoka Bhoopal Chambers, Sardar Patel Road, Secunderabad 500 003 to Seaways Pride, Plot No. 731, Road No. 36, Jubilee Hills, Hyderabad 500 0034
April 25, 2008	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 100,000,000 divided into 10000000 Equity Shares of ₹ 10 each to ₹ 1,000,000,000 divided into 100,000,000 Equity shares of ₹ 10 each.
June 25, 2009	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 1,000,000,000 divided into 100,000,000 Equity shares of ₹ 10 each to ₹ 1,020,000,000 divided into 102,000,000 Equity shares of ₹ 10 each, pursuant to amalgamation of Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited and Seabird Sea and Air Logistics Private

Date of shareholders' resolution	Nature of Amendment
	Limited with our Company.
May 18, 2010	Amendment to the Memorandum of Association to reflect the change in name of our Company from "*Seaways Shipping Services Limited*" to "*Seaways Shipping and Logistics Limited*" upon amalgamation of Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited and Seabird Sea and Air Logistics Private Limited with our Company.
March 10, 2016	Amendment to the Objects Clause of Memorandum of Association to incorporate additional objects to be pursued by our Company. For details, see " - *The main objects of our Company*" on page 156

Major events:

The table below sets forth some of the key events in the history of our Company:

Year	Event
1989	Our Company was incorporated
1992	Our Company opened branch office at Chennai
2001	Our Company joined the FORCE network and opened a branch at Bhubaneshwar
2002	Our Company was the first to commence container services at Paradip Port
2007	Our Company commenced NVOCC operations in Singapore
2008	Our Company received private equity investment from IDFC PE
2009	Our Company commenced ocean freight services in Singapore
2010	Amalgamation of Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited and Seabird Sea and Air Logistics Private Limited with our Company
2013	Our Company incorporated Subsidiaries in Hong Kong and Bahrain
	Amalgamation of Levan Marine Services Private Limited, wholly owned Subsidiary with our Company
2014	Our Company commenced Free Trade Warehousing operations in Chennai

Awards and achievements

Sr. No.	Award Description	Year of award
1.	Recognition in honor of outstanding support and patronage, awarded by Maersk Line	2015
2.	Record loading of 23,958 tonnes of Ferro Slag to the vessel M V Maa Samuda Khatun, awarded by Chennai Port Trust	2015
3.	Outstanding Service Achievement and Contribution, awarded by Cargo Handling Labour Section, Traffic Department, Mormugao Port Trust	2015
4.	Excellence in Maritime and Logistics Sector EXIM-Special Equipment, awarded by Maritime and Logistics Awards to Maxicon Container Line Pte Ltd, Singapore	2015 and 2014
5.	Appreciation as gold partner for timely services in clearing and handling of container shipping in Vishakhapatnam as Customs House Agents, awarded by LT Foods Limited	2014
6.	Citation for achieving the record loading of HR Coils in a day, awarded by Vishakhapatnam Port Trust	2013
7.	Citation for achieving the record loading of steel billets in a day, awarded by Vishakhapatnam Port Trust	2012
8.	Import and export performance at CFS Gandhidham, awarded by Central	2005

Sr. No.	Award Description	Year of award
	Warehousing Corporation, Ahmedabad	

Our holding company

As on date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries

Our Company has 10 Subsidiaries and one Joint Venture. For details regarding our Subsidiaries and Joint Venture, see "*Subsidiaries and Joint Ventures*" on page 163.

Capital raising through equity and debt

For details in relation to equity and debt capital raised by our, see "*Capital Structure*" and "*Financial Indebtedness*" on pages 71 and 197 respectively.

Defaults or rescheduling of borrowings with financial institutions/ banks

Other than term loan availed by Canara Bank pursuant to the sanction letter dated March 17, 2011, repayment schedule of which was deferred by 12 months, there have been no rescheduling of borrowings with the financial institutions/banks.

There have been no defaults of borrowings with the financial institutions/banks for which a notice has been issued or any action has been taken by any financial institutions/banks against our Company.

Conversion of loans into equity

Our Company has not converted any loan into equity since its incorporation.

Changes in activities of our Company during the last five years

There has been no change in the activities of our Company during last five years.

Revaluation of assets

Our Company has revaluated its assets during the period of five years prior to the filing of this Draft Red Herring Prospectus. For further details, see "*Financial Statements*" on page 195.

Injunction or Restraining Order

Our Company is not operating under any injunction or restraining order.

Time/ cost overrun, defaults and lock out /strikes

There have been no time and cost over runs for any of our projects. Our Company has not suffered any strikes or lock-outs.

Acquisition of business, mergers and amalgamations

Scheme of Amalgamation between our Company and Levan Marine Services Private Limited

On May 28, 2013, our Board approved a scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 for the amalgamation of Levan Marine Services Private Limited (the "**Transferor**") with our Company (the "**Scheme of Amalgamation**"), whereby the entire business and undertaking including all the assets, liabilities, rights, duties, and obligations of the Transferor were transferred to our Company. The Transferor was dissolved without winding up with effect from March 1, 2013, and all employees of the Transferor became employees of our Company. Since the Transferor was a wholly owned subsidiary of our Company, no shares were contemplated to be issued or allotted upon the Scheme of Amalgamation becoming effective. Further, all equity shares of the Transferor held by our Company were extinguished. The Scheme of Amalgamation was sanctioned by the High Court of Andhra Pradesh on September 21, 2013.

Scheme of Amalgamation and Arrangement between our Company and Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited, and Seabird Sea and Air Logistics Private Limited

On March 25, 2009 our Board approved a scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 for the amalgamation of Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited, and Seabird Sea and Air Logistics Private Limited (collectively, the "**Transferors**") with our Company (the "**Scheme of Amalgamation**"), whereby the entire business and undertaking including all the assets, liabilities, rights, duties, and obligations of the Transferors were transferred to our Company. The Transferors were dissolved without winding up with effect from 1 April 2008, and all employees of the Transferors became employees of our Company. Since the Transferors were wholly owned subsidiaries of our Company, no shares were contemplated to be issued or allotted upon the Scheme of Amalgamation becoming effective. Further, all equity shares of the Transferors held by our Company were extinguished. The Scheme of Amalgamation was sanctioned by the High Court of Andhra Pradesh on 25 June, 2009.

Summary of key agreements:

Share subscription agreement and shareholders' agreement between our Company, Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, Ratakondla Ramesh, and IDFC PE

Our Company and Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, and Ratakondla Ramesh have entered into a share subscription agreement and shareholders' agreement (the "**SHA**"), both dated April 23, 2008, with IDFC PE for issue and allotment of 23,83,790 Equity Shares by our Company to IDFC PE. The SHA regulates the relationship and respective rights and obligations of the shareholders of our Company. The SHA also provides certain rights to IDFC PE which *inter alia* include the right to appoint two directors on the board of our Company, and one director on each of the boards of the subsidiaries and joint ventures of our Company. Further, in accordance with the terms of the SHA, our Company is required to cause a listing of its Equity Shares by way of a public offering with necessary consents of IDFC PE prior to September 30, 2009. Failure of our Company to complete a public offering before September 30, 2009 provides IDFC PE with the right to cause our Company to facilitate an offer for sale at IDFC PE's sole discretion. IDFC PE also has affirmative voting rights in relation to certain corporate matters such as merger or amalgamation, initiation or consummation of an initial public offering by our Company, and passing of resolutions under the provisions of the Act, or applicable statutes. In the event of a default, IDFC PE has a right to require the Promoters to sell their equity shareholding in our Company to such persons as may be identified by IDFC PE. The parties to the SHA have also entered into an amendment agreement to the SHA dated March 21, 2016, pursuant to which the parties have agreed that the SHA will terminate immediately on and from listing and commencent of trading of the Equity Shares of the Company on the Stock Exchanges subsequent to the completion of the Offer.

Memorandum of understanding between our Company (formerly Seaways Shipping Limited) and Western Overseas Corporation

Our Company and Western Overseas Corporation ("**WOC**") are parties to a memorandum of understanding dated June 15, 2010 (the "**MOU**"), in terms of which it was agreed that our Company and WOC will incorporate a joint-venture entity called Global Shipping Corporation in the United States of America ("**GSC**"). WOC, on the recommendation of our Company had successfully bid for the Liner Agency business of Shipping Corporation of India. Pursuant to the MOU, it has *inter alia* been agreed upon by our Company and WOC that the Liner Agency business will be subcontracted to GSC. It has further been agreed between our Company and WOC that WOC shall be the preferred partner of GSC for all its requirements in relation to customs handling, port handling and allied services through all ports in the United States of America. This memorandum of understanding may be terminated by either our Company or WOC if, among other things, there is an event of bankruptcy, insolvency, or change in ownership of the other party, unacceptable to the party terminating the memorandum of understanding.

Compromise agreement between our Company, Maxicon Container Line Pte Ltd, Mcquilling Partners Inc., Mcquilling Shipping Services (India) Private Limited, McQuilling Shipping Services, Mr John M Schmidt, Capt. Harihar Prasad, Mr Kodakara Raghu Achuthan, Seaways McQuilling FZC, Seaways McQuilling India Private Limited, and Suchitra Harihar

Our Company, Maxicon Container Line Pte Ltd (collectively referred to as "**Plaintiffs**"), Mcquilling Partners Inc. Mcquilling Shipping Services (India) private Limited, McQuilling Shipping Services, Mr John M Schmidt, Capt. Harihar Prasad, Mr Kodakara Raghu Achuthan, Seaways McQuilling FZC, Seaways McQuilling India Private Limited, and Suchitra Harihar (collectively referred to as "**Defendants**") have entered into a compromise agreement dated 25th November, 2015 ("**Compromise Agreement**").

Our Company and McQuilling Partners Inc., were parties to a joint venture agreement dated February 14, 2014, pursuant to which Seaways McQuilling FZC (the "**JV**") was incorporated and Maxicon Container Line Pte Ltd held 50% share capital in the JV. Due to certain disputes, the Plaintiffs filed a suit before the Chief Judge, City Civil Court, Hyderabad against the Defnedants (the "**Suit**"). Subsequently, the Plaintiffs and the Defendants agreed to mutually to settle their disputes and withdraw the Suit, thereby executing the Compromise Agreement.

In terms of the compromise agreement, it was *inter alia* agreed that the Plaintiffs will ensure the transfer of 50% of the shares held by Maxicon Container Line Pte Ltd in Seaways McQuilling FZC to McQuilling Shipping Services. Accordingly, Seaways McQuilling FZC seized be our joint venture.

Other material agreements

The Company has not entered into any material agreement in the last two years from the date of this Draft Red Herring Prospectus, which is not in the ordinary course of its business.

Financial and Strategic Partners

Our Company does not have any financial partners as of the date of filing this Draft Red Herring Prospectus. Other than those mentioned in "*Our Buisness*" on page 136, our Company does not have any strategic partners as of the date of filing this Draft Red Herring Prospectus

Guarantees provided to third parties by Parvataneni Vivek Anand

Deed of guarantee executed by Parvataneni Vivek Anand and others in favour of RBL Bank Limited

Pursuant to a sanction letter dated June 6, 2015 issued by RBL Bank Limited ("**RBL Bank**"), our Company has availed a cash credit facility amounting to ₹ 100 million from RBL Bank Limited valid till June 5, 2016 (the "**RBL Facility**"). In terms of the RBL Facility, Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, and Parvataneni Vivek Anand (collectively, "**RBL Guarantors**") have executed a deed of guarantee dated June 12, 2015 for the due payment and discharge of the RBL Facility. In terms of deed of guarantee, the RBL Guarantors have undertaken to *inter alia* and on demand by RBL Bank, forthwith pay RBL Bank any and all monies together with interests, costs, charges, and expenses due by our Company pursuant to the RBL Facility. Further, the deed of guarantee provides RBL Bank with a right to call upon the RBL Guarantors to pay the guaranteed amount of ₹ 100 million notwithstanding RBL Bank Limited's rights under any security which RBL Bank Limited may have obtained or may obtain.

Deed of guarantee executed by Parvataneni Vivek Anand and others in favour of Canara Bank Limited

Pursuant to a sanction letter dated March 17, 2011 issued by Canara Bank Limited ("**Canara Bank**"), our Company has availed various credit facilities from Canara Bank ("**Canara Bank Facility**"). In this regard, Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, and Ratakondla Ramesh (collectively, "**Canara Bank Guarantors**") had individually caused to issue personal guarantees in favour of Canara Bank on June 25, 2014 with an aggregate liability of up to ₹ 1.01 billion, which is continuing and in full force to secure the Canara

Bank Facility. Further, the Canara Bank Guarantors agreed to retain their liability to the extent of ₹ 1.01 billion with applicable interest.

SUBSIDIARIES AND JOINT VENTURES

Our Company has ten Subsidiaries and one Joint Venture as on the date of this Draft Red Herring Prospectus.

Indian Subsidiaries:

1. Seaways Liner Agencies Private Limited; and
2. Seamaster Sea and Air Logistics Private Limited

Overseas Subsidiaries:

1. Maxicon Container Line Pte. Limited, Singapore;
2. Seaways Shipping Line Pte Limited, Singapore;
3. Seaways Hong Kong Limited, Hong Kong;
4. Maxicon Shipping Agencies Pte Limited, Singapore;
5. Maxicon Container Line LLC, UAE;
6. Maxicont Shipping Agencies SDN BHD, Malaysia;
7. Proline Container SDN BHD, Malaysia; and
8. Seaways Worldwide Logistics LLC, USA.

Joint Venture:

1. Global Shipping Corporation.

None of our Subsidiaries or Joint Venture is listed on any stock exchange in India or abroad. None of our Subsidiaries or Joint Venture have become sick companies under the meaning of SICA. There are no accumulated profits or losses of our Subsidiaries that are not accounted for by our Company. None of our Subsidiaries or Joint Venture is under winding up.

Details of our Subsidiaries are given below:

1. Seaways Liner Agencies Private Limited

Corporate Information

Seaways Liner Agencies Private Limited was incorporated on March 6, 2013 as a private limited company, registered under the Companies Act, 1956 and having its registered office at Seaways Pride, Plot No 731, Road 36 Jubilee Hills, Hyderabad 500 034. The main object of Seaways Liner Agencies Private Limited is to carry on the business as carriers, shipping, to establish and carry on business as tourist agency and to act as customs clearing agents and undertake and transact all kinds of agency business including other identical businesses and provide facilities for the carrying on of any of these business including consultancy services, to carry on shipping business for transporting goods and passengers at national and international levels and do all activities necessary for attainment of the objects.

Capital Structure and Shareholding Pattern

The authorized share capital of Seaways Liner Agencies Private Limited is ` 500,000 divided into 50,000 shares of face value ₹ 10 each and the paid up capital is ₹ 100,000 divided into 10,000 shares of face value of ₹ 10 each**.**

The shareholding pattern of Seaways Liner Agencies Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of Equity shares of face value of ₹10 each	Percentage of total equity holding (%)
1.	Seaways Shipping and Logistics Limited	9,999	99.99

Sr. No.	Name of the shareholder	No. of Equity shares of face value of ₹10 each	Percentage of total equity holding (%)
2.	Capt. Parvataneni Venkata Krishna Mohan *	1	Negligible
	Total	**10,000**	**100.00**

* *Nominee of our Company*

2. Seamaster Sea and Air Logistics Private Limited

Corporate Information

Seamaster Sea and Air Logistics Private Limited was incorporated on March 5,2013 as a private limited company, registered under the Companies Act, 1956 and having its registered office at Seaways Pride, Plot No 731, Road 36, Jubilee Hills, Hyderabad 500 034. The main object of Seamaster Sea and Air Logistics Private Limited is to do business as carriers, shipping, to establish and carry on business as tourist agency and to act as customs clearing agents and undertake and transact all kinds of agency business including other identical businesses and provide facilities for the carrying on of any of these business including consultancy services.

Capital Structure and Shareholding Pattern

The authorized share capital of Seamaster Sea and Air Logistics Private Limited is ₹ 500,000 divided into 50,000 shares of face value ₹ 10 each and the paid up capital is ₹ 100,000 divided into 10,000 shares of face value of 10 each**.**

The shareholding pattern of Seamaster Sea and Air Logistics Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of shares of face value of ₹ 10 each	Percentage of total equity holding
1.	Seaways Shipping and Logistics Limited	9,999	99.99
2.	Capt. Parvataneni Venkata Krishna Mohan *	1	Negligible
	Total	**10,000**	**100.00**

**Nominee of our Company*

3. Maxicon Container Line Pte. Limited, Singapore

Corporate Information

Maxicon Singapore was incorporated under the laws of Singapore as on March 12, 2006, in Singapore having its registered office at No. 79, Robinson Road, # 17-03, CPF Building, Singapore - 068897. It has three subsidiaries namely, Maxicon Shipping Agencies Pte. Limited, Maxicon Container Line LLC, UAE and Maxicont Shipping Agencies SDN. It is involved in the business of shipping, shipping agents, forwarding agents, freight agents, cargo agents, transport agents, stevedores, port handling, container transportation, ship owners, ship management, marine agencies, and also to buy, sell, lease, hire or charter and deal in all kinds of ships and vessels and to carry on all other related businesses.

Capital Structure and Shareholding Pattern

The share capital of Maxicon Singapore is 300,000 equity shares of one SGD each.

The shareholding pattern of Maxicon Singapore as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of Equity shares of face value one SGD each	Percentage of total equity holding
1.	Seaways Shipping and Logistics Limited	300,000	100.00
	Total	**300,000**	**100.00**

Maxicon Singapore, has contributed more than 5% of revenue or profits or assets of our Company on a consolidated basis, as of and for the year ended March 31, 2015 and for the six months ended September 30, 2015. The financial details are as follows:

(in SGD, except share data)

Sr. No.	Particulars	For the Fiscal 2015	For period six months ended 30-Sep-15
1.	Equity Capital	300,000	300,000
2.	Revenue	72,745,248	34,409,104
3.	Profit After Tax	5,018,477	428,348

4. Seaways Shipping Line Pte. Limited, Singapore

Corporate Information:

Seaways Shipping Line Pte. Limited, Singapore a company limited by shares was incorporated under the laws of Singapore, on September 25, 2008. Seaways Shipping Line Pte. Limited, Singapore has its registered office at 151 Chin Swee Road, 06-04 Manhattan House Singapore (169876). Seaways Shipping Line Pte. Limited has a subsidiary, Proline Container SDN BHD in Malaysia. The main objects of Seaways Shipping Line Pte. Limited, Singapore is to carry on business of shipping property, ship management and brokerage, carriers, builders, repairers and breakers of ship and vessels, general merchants and manufacturers, agency house, selling and letting on hire all kinds of vessels and can enter into any arrangement with Government or authority that may seem conductive to our Company's business.

Capital Structure and Shareholding Pattern

The share Capital of Seaways Shipping Line Pte. Limited, Singapore is SGD 235,001 divided into 235,001 equity shares of one SGD each.

The shareholding pattern of Seaways Shipping Line Pte. Limited, Singapore is as follows:

Sr. No.	Name of the shareholder	No. of shares of face value one SGD each	Percentage of total equity holding
1.	Seaways Shipping and Logistics Limited	235,001	100.00
	Total	**235,001**	**100.00**

5. Seaways Hong Kong Limited

Corporate Information

Seaways Hong Kong Limited, a company limited by shares was incorporated under the laws of Hong Kong on June 25, 2013 and having its registered office at Room A, 22/F, Guangdong Investment Tower. 148, Connaught Road Central, Hong Kong. The principal activity of Seaways Hong Kong Limited is to engage in the provision of shipping services.

Capital Structure and Shareholding Pattern

The Share Capital of Seaways Hong Kong Limited is 470,000 divided into 470,000 equity shares of Hong Kong of one HKD each.

The shareholding pattern of Seaways Hong Kong Limited is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of face value one HKD each	Percentage of total equity holding
1.	Seaways Shipping and Logistics Limited	470,000	100.00
	Total	**470,000**	**100.00**

6. Maxicon Shipping Agencies Pte. Limited, Singapore

Corporate Information

Maxicon Shipping Agencies Pte. Limited, Singapore was incorporated on May 18, 2004 as a private liability company, registered under the laws of Singapore and having its registered office at No. 79, Robinson Road. # 17-03, CPF Building, Singapore 068 897. Maxicon Shipping Agencies Pte. Limited, Singapore is the subsidiary of Maxicon Singapore. The main object of Maxicon Shipping Agencies Pte. Limited, Singapore is to carry on the business of shipping, deal in all kinds of ships and vessels and generally to carry on all other related business, to act as attorney and agents of principals both in and out of Singapore, develop and turn into account, purchase or otherwise acquire land.

Capital Structure and Shareholding Pattern

The share capital of Maxicon Shipping Agencies Pte. Limited, Singapore is SGD 100,000 divided into 100,000 ordinary shares of one SGD each.

The shareholding pattern of Maxicon Shipping Agencies Pte. Limited, Singapore as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of ordinary shares of face value of one SGD each	Percentage of total equity holding
1.	Maxicon Singapore	100,000	100.00
	Total	**100,000**	**100.00**

7. Maxicon Container Line LLC, UAE

Corporate Information

Maxicon Container Line LLC, UAE was incorporated on July 7, 2008 as a limited liability company under the laws of UAE and having its registered office at No.106, 1st floor, Plot No. 3212-1518 Al Souq Al Kabeer, Bur UAE, UAE, P.O. Box No. 115813. Maxicon Container Line LLC, UAE is the subsidiary of Maxicon Singapore. The principal activities of Maxicon Container Line LLC, UAE is dealing with cargo packaging, sea cargo services, ship management and operations. Maxicon Container Line LLC, UAE also serves as shipping line agent and customs broker.

Capital Structure and Shareholding Pattern

The authorized and issued share capital of Maxicon Container Line LLC, UAE is divided into 300 shares of AED 1,000 each.

The shareholding pattern of Maxicon Container Line LLC, UAE as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of shares of face value of AED 1000 each	Percentage of total equity holding
1.	Mohd. Mousa Mohd. Yousuf M Al Houti	153	51.00
2.	Maxicon Singapore	132	44.00
3.	Parvataneni Sarat Kumar	15	5.00

Sr. No.	Name of the shareholder	No. of shares of face value of AED 1000 each	Percentage of total equity holding
	Total	**300**	**100.00**

Note: *As per the Memorandum and Articles of Association of Maxicon Container Line LLC, UAE, Parvataneni Sarat Kumar on behalf of Maxicon Singapore has the full authority for the management and control of the Maxicon Container Line LLC, UAE and that all his actions will be fully and finally binding on the Maxicon Container Line LLC, UAE.*

8. Maxicont Shipping Agencies SDN BHD, Malaysia

Corporate Information

Maxicont Shipping Agencies SDN BHD, Malaysia was incorporated on April 25, 2006 as a private limited company under the laws of Malaysia and having its registered office at No.9, 15^{th} Floor, Centro, No. 8, Jalan Batu Tiga Lama, 41300, Klang, Selanagar, Malaysia. Maxicont Shipping Agencies SDN BHD, Malaysia is the subsidiary of Maxicon Singapore. The main object of Maxicont Shipping Agencies SDN BHD, Malaysia is to engage in the business as shipping and forwarding agents, act as agents for sale of land, carry on business of general and commission agents.

Capital Structure and Shareholding Pattern

The authorized share capital of Maxicont Shipping Agencies SDN BHD, Malaysia is RM 1,000,000 Malaysian Currency divided into 1,000,000 shares of one MYR each.

The shareholding pattern of Maxicont Shipping Agencies SDN BHD, Malaysia as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of shares of face value of one MYR each	Percentage of total equity share capital
1.	Maxicon Singapore	1,000,000	100.00
	Total	**1,000,000**	**100.00**

9. Proline Container SDN BHD, Malaysia

Corporate Information

Proline Container SDN BHD, Malaysia was incorporated on July 21, 2005 as a limited liability company under the laws of Malaysia and having its registered office at No.2-4, 2nd floor, No. 44(B), Jalan Cungah, 42000, Port Klang. Proline Container SDN BHD, Malaysia is the subsidiary of Seaways Shipping Line Pte. Limited, Singapore. The main object of Proline Container SDN BHD, Malaysia is to carry on the business of freight forwarding, transport, cartrage, carry on all or any business of general importers and exporters, and to carry on any other business which may be conveniently carried in connection with it's business.

Capital Structure and Shareholding Pattern

The authorized share capital of Proline Container SDN BHD, Malaysia of MYR 500,000 is divided into 500,000 shares of one MYR each.

The shareholding pattern of Proline Container SDN BHD, Malaysia as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of shares of face value of one MYR each	Percentage of total equity holding (%)
1.	Seaways Shipping Line Pte Limited, Singapore	500,000	100.00
	Total	**500,000**	**100.00**

10. Seaways Worldwide Logistics LLC , USA

Seaways Worldwide Logistics LLC, USA was incorporated on January 20, 2016 as a Limited Liability Company under the laws of Delaware and having registered office at One Commerce Center, 1201 Orange St. #600, Wilmington, DE 19899 New Castle County, Wilmington, United States of America is the Subsidiary of Seaways Shipping and Logistics Limited. The main object of Seaways Worldwide Logistics LLC, USA is NVOCC, Freight Forwarding, Logistics and Warehousing.

Seaways Worldwide Logistics LLC, USA is not required to have share capital under relevant laws of State of Delaware.

Details of our Joint Ventures

1. Global Shipping Corporation

Corporate Information

Global Shipping Corporation is a joint venture between Seaways Shipping and Logistics Limited and Seahorse Container Lines, Inc, which was incorporated under the laws of Virginia on July 07, 2010 and certified on November 3, 2010 by the State Corporate Commission, having its registered office at 201, North Union Street, Suite 140, Alexandria, Virginia 22314. The main object of this company is to carry on liner agency business actvities.

Capital Structure and Shareholding Pattern

The authorized share capital of Global Shipping Corporation is USD 25,000 divided into 25,000 equity shares of face value one USD each.

The shareholding pattern of Global Shipping Corporation is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of face value USD 1 each	Percentage of total equity holding
1.	Seaways Shipping and Logistics Limited	12,500	50.00
2.	Seahorse Container Lines, Inc	12,500	50.00
	Total	**25,000**	**100.00**

Interest of the Subsidiaries or Joint Venture in our Company

None of our Subsidiaries or Joint Venture hold any equity shares in our Company. Except as stated in the chapter "*Related Party Transactions*" on page 193, our Subsidiaries and Joint Ventures do not have any other interest in our Company's business.

Other confirmations

Our Subsidiaries and Joint Venture (i) are not listed on any stock exchange in India or abroad; (ii) have not become a sick company under the meaning of SICA; or (iii) are not under winding up.

Common Pursuits

All of our Subsidiaries and/or Joint Ventures are engaged in activities similar to that of our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situations as and when they arise.

Sale of shares of our Subsidiaries

Neither our Promoters, nor the members of our Promoter Group or our Directors or their relatives have sold or purchased securities of our Subsidiaries during the six months preceding the date of this Draft Red Herring Prospectus.

Revenue or Profit or Asset Contribution

Except Maxicon Singapore, there is no Subsidiary or Joint Venture which has contributed more than 5% of revenue or profits or assets of our Company on a restated consolidated basis as of and for Fiscal 2015. For details, see "- *Maxicon Container Line Pte. Limited, Singapore*" on page 164.

MANAGEMENT

Board of Directors

In terms of the Articles of Association, our Company is required to have not less than three Directors and not more than 12 Directors. As on the date of this Draft Red Herring Prospectus the Board comprises of eight Directors.

The following table sets forth details regarding the Board as of the date of this Draft Red Herring Prospectus:

Sr. No.	Name, designation, address, occupation, nationality, term, DIN and date of appointment	Age (years)	Other directorships/partnerships
1.	**Capt. Parvataneni Venkata Krishna Mohan** ***Designation****:* Chairman and Managing Director ***Address:*** Plot No.319, Road No.25 Jubilee Hills, Hyderabad 500033 Telangana, India ***Occupation:***Business ***Nationality:*** Indian ***Term:*** Till March 31, 2020 ***DIN:*** 00335125 ***Date of Appointment:*** April 1, 2015	58	1. Seaways Liner Agencies Private Limited; 2. Seamaster Sea and Air Logistics Private Limited; 3. Maxicon Singapore; and 4. Maxicon Shipping Agencies Pte. Limited, Singapore. *Partnership* 1. Ashoka Poultry Farm.
2.	**Parvataneni Sarat Kumar** ***Designation:*** *Whole Time Director* ***Address:*** Plot No. 11 Nandagiri Hills, Jubilee Hills Hyderabad 500034 Telangana, India ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Till March 31, 2020 ***DIN:*** 00016144 ***Date of Appointment:*** April 1, 2015	54	1. Seaways Liner Agencies Private Limited; and 2. Seamaster Sea and Air Logistics Private Limited. *Partnership* 1. Ashoka Poultry Farm.
3.	**Parvataneni Vivek Anand** ***Designation:*** Whole Time Director ***Address:***	53	1. Seaways Liner Agencies Private Limited; 2. Seamaster Sea and Air Logistics Private Limited; 3. Seaways Hong Kong Limited;

Sr. No.	Name, designation, address, occupation, nationality, term, DIN and date of appointment	Age (years)	Other directorships/partnerships
	Plot No. 68, MP/MLA Colony Road No. 10 C, Jubilee Hills Hyderabad 500 034 Telangana, India ***Occupation:***Business ***Nationality:*** Indian ***Term:***Till March 31, 2020 ***DIN:*** 00016163 ***Date of Appointment:*** April 1, 2015		4. Proline Container SDN BHD; and 5. Seaways Shipping Line Pte Limited.
4.	**Mohandas Karunakaran Nair** ***Designation:*** Independent Director ***Address:*** TC4/1804 Ushasandhya, T.T.C Junction Kowdiar Thiruvananthapuram 695 003 Kerala, India ***Occupation:***Retired Government Officer ***Nationality:*** Indian ***Term:*** Till Sepetember 29, 2020 ***DIN:*** 06493283 ***Date of Appointment:*** September 30, 2015	64	1. HLL Lifecare Limited; 2. HLL Infra Tech Services Limited; 3. HLL Biotech Limited; 4. Turya Consulting Private Limited; 5. Falcon Infrastructures Limited; and 6. Goa Shipyard Limited.
5.	**Prasad Gadkari** ***Designation:*** Non-executive and Non-independent director ***Address:*** 111, 4th Road Hindu Colony, Dadar Mumbai 400 014 Maharashtra, India ***Occupation:***Service ***Nationality:*** Indian ***Term:*** Not liable to retire by rotation ***DIN:*** 02607255	42	1. Manipal Integrated Services Private Limited; 2. Manipal Education and Medical Group India Private Limited; 3. Skyron Eco Ventures Private Limited; 4. MediAssist Health Care Services Private Limited; and 5. GVR Infra Projects Limited.

Sr. No.	Name, designation, address, occupation, nationality, term, DIN and date of appointment	Age (years)	Other directorships/partnerships
	Date of Appointment:July 7, 2014		
6.	**Anupam Ghulati** ***Designation:*** Independent Director ***Address:*** E-335, East of Kailash New Delhi- 100065, India ***Occupation:*** Sports Media Professional ***Nationality:*** Indian ***Term:*** Till March 1, 2021 ***DIN:*** 07456221 ***Date of Appointment:*** March 2, 2016	62	Nil
7.	**Dr. Tuktuk Ghosh-Kumar** ***Designation:*** Independent Director ***Address:*** D69 IInd Floor Saket New Delhi 110 017 Delhi, India ***Occupation:*** Retired Government Officer ***Nationality:*** Indian ***Term:*** Till September 29, 2020 ***DIN:*** 06547361 ***Date of Appointment:*** September 30, 2015	60	Nil
8.	**Raghu Ramaiah Kaveti** ***Designation:*** Independent Director ***Address:*** H No 43 Road No 2 Balamrai Housing Society Mahendra Hills Secunderabad 500 026 Telangana, India ***Occupation:*** Retired Government Officer	65	1. Vnt FIN Data Base Private Limited; 2. Sayak Infratech Private Limited; and; 3. Nihar Logistics India Private Limited.

Sr. No.	Name, designation, address, occupation, nationality, term, DIN and date of appointment	Age (years)	Other directorships/partnerships
	Nationality: Indian ***Term:*** Till December 31, 2020 ***DIN:*** 03288531 ***Date of Appointment:*** January 1, 2016		

Brief Biographies

Capt. Parvataneni Venkata Krishna Mohan

Capt. Parvataneni Venkata Krishna Mohan is one of the Promoters and the founding Chairman and Managing Director of our Company. He has a degree of Management and ancilliary activities in Shipping from Royal Melbourne Institute of Technology (RMIT) University, Australia. He has qualified the Certificate of Competency examination as First Mate conducted by the Directorate General of Shipping, Government of India. He is a master mariner with 14 years of international sailing experience and has held the position of chairman of the National Shipping Board, Ministry of Shipping, Government of India. He is currently a member of the Nautical Institute, which is an international representative body for maritime professionals. He was the President of International FORCE Group, England.

Parvataneni Sarat Kumar

Parvataneni Sarat Kumar is one of our Promoters and a Whole Time Director of our Company and heads the Finance and Human Resources functions of our Company. He commenced the course for a Bachelor's degree in Arts from Sri Venkateswara College, University of Delhi, and then moved onto to start the business undertaken by our Company. He has more than 26 years of experience in human resources, finance and international trading. He is also responsible for all corporate social initiatives of the Company. He is the Secretary of Parvataneni Foundation, which is involved in many social and philanthropic activities.

Parvataneni Vivek Anand

Parvataneni Vivek Anand is one of our Promoters and a Whole Time Director of our Company. He heads marketing and operations of our Company. He is a graduate from the Institute of Hotel Management, Catering Technology and Applied Nutrition, New Delhi and also holds a Masters diploma in Hotel Management from Austria. He has been with our Company since 1994.

Mohandas Karunakaran Nair

Mohandas Karunakaran Nair is an independent director of our Company. He is a 1974 batch IAS officer from Kerala cadre**.** He has served as the Secretary in Ministry of Shipping from 2009 to 2012 and Secretary, Ministry of Overseas Indian Affairs from 2008 to 2009. He also worked as the Principal Secretary to Government of Kerala and as Secretary for Industries, Education and other departments of the Government of Kerala.

Prasad Gadkari

Prasad Gadkari has completed his Master's degree in Management Studies from Narsee Monjee Institute of Management Studies, University of Mumbai, in 1996 and is also a qualified Chartered Financial Analyst. He has 19 years of experience across private equity, project finance, mezzanine capital, investment banking and advisory.

Anupam Ghulati

Anupam Ghulati is an independent director of our Company. He is a very well-known Sports Media Professional. He has over forty years of experience in the sports industry including broadcasting, management and marketing. He was the first executive director of Hockey India and was the Advisor Communications for the Commonwealth Games 2010. He was the member of the governing board of FIH Hockey World Cup 2010 and a member of the Rajiv Gandhi Khel Ratna and Arjuna Awards Selection Committee 2014 constituted by the Ministry of Youth Affairs & Sports, Government of India.

Dr. Tuktuk Ghosh-Kumar

Dr. Tuktuk Ghosh-Kumar is an independent Director of our Company. She is a 1981 batch IAS officer from Government of West Bengal cadre. She has served in several key positions both in West Bengal and the Central Government. She retired in 2015 in the rank of Secretary to Government of India as its Financial Advisor. She holds a Master's degree in Philosophy and a PhD from University of Delhi.

Raghu Ramaiah Kaveti

Raghu Ramaiah Kaveti is an independent Director of our Company. He is a 1979 batch IRTS Officer and has a total experience of 30 years in the Indian Railways and Ministry of Shipping, Government of India. He has got rich experience in the areas of logistics, transportation, planning, train operations, human resources, project management, financial management, construction, commercial and marketing. He has served as the Chairman of Paradip Port Trust for five years from 2005 to 2010.

Relationship between the Directors and Key Management Personnel

Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand are brothers. None of the other Directors are related to each other.

Arrangements and Understanding with Major Shareholders

Prasad Gadkari has been appointed as a nominee director nominated by IDFC PE pursuant to the shares subscription agreement dated April 23, 2008 between our Company and IDFC PE. Other than the above, there are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors was appointed as a Director.

Confirmations

None of the Directors is or was a director of any listed company during the last five years preceding the date of the Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchanges, during the term of their directorship in such company.

None of the Directors is or was 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.

Terms of appointment of Whole Time Directors on the Board:

1. **Capt. Parvataneni Venkata Krishna Mohan**

Capt. Parvataneni Venkata Krishna Mohan was reappointed as the Chairman and Managing Director of our Company with effect from April 1, 2015 for a period of five years, pursuant to resolutions passed by the Board and the Shareholders on March 27, 2015. His remuneration was revised pursuant to resolutions passed by Board and Shareholders on June 26, 2015. The following are the terms of appointment of Capt. Parvataneni Venkata Krishna Mohan which were effective from June 1, 2015.

Particulars	Remuneration
Gross Salary	₹ 16.20 million p.a.
Commission	Other benefits as per statutory norms.
Perquisites	
Others	

2. **Parvataneni Sarat Kumar**

Parvataneni Sarat Kumar was reappointed as the Whole Time Director of our Company with effect from April 1, 2015 for a period of five years, pursuant to resolutions passed by the Board and the Shareholders on March 27, 2015. His remuneration was revised pursuant to resolutions passed by Board and Shareholders on June 26, 2015. The following are the terms of appointment of Parvataneni Sarat Kumar which were effective from June 1, 2015:

Particulars	Remuneration
Gross Salary	₹ 13.20 million p.a.
Commission	Other benefits as per statutory norms.
Perquisites	
Others	

3. **Parvataneni Vivek Anand**

Parvataneni Vivek Anand was reappointed as the Whole Time Director of our Company with effect from April 1, 2015 for a period of five years, pursuant to resolutions passed by the Board and the Shareholders on March 27, 2015. His remuneration was revised pursuant to resolutions passed by Board and Shareholders on June 26, 2015. The following are the terms of appointment of Parvataneni Vivek Anand which were effective from June 1, 2015:

Particulars	Remuneration
Gross Salary	₹ 13.20 million p.a.
Commission	Other benefits as per statutory norms.
Perquisites	
Others	

Payment or benefit to Directors of our Company

Remuneration to Whole Time Directors:

The aggregate value of the remuneration paid by our Company to the Whole Time Directors in the Financial Year 2015 was ₹ 33.5 million. No sitting fees / other remuneration was paid to the Whole Time Directors of our Company in Financial Year 2015.

The details of remuneration paid to our Whole Time Directors in the Financial Year 2015 are as follows:

Name of Director	**Remuneration (in ₹ million)**
Capt. Parvataneni Venkata Krishna Mohan	12.70
Parvataneni Sarat Kumar	10.40
Parvataneni Vivek Anand	10.40

Remuneration to Non-Executive Directors:

The sitting fees/other remuneration paid to the Non Executive Directors during Fiscal 2015 are as follows:

Name of Director	**Sitting Fees (₹)**	**Commission (₹)**
Mohandas Karunakaran Nair	50,000	Nil
Dr. Tuktuk Ghosh Kumar	Nil	Nil
Raghu Ramaiah Kaveti	Nil	Nil
Prasad Gadkari	Nil	Nil
Anupam Ghulati	Nil	Nil
Total	50,000	Nil

In addition to the above, travel expenses for attending meetings of the Board of Directors or a committee thereof, office visits and other Company related expenses are borne by our Company on behalf of the Non-Executive Directors, from time to time.

Other than as disclosed in the chapter "*Related Party Transactions*" on page 193, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Bonus or profit sharing plan of the Directors

There is no profit sharing or bonus sharing plan for our Directors.

Benefits upon termination

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the Directors and the Key Management Personnel, are entitled to any benefits upon termination of employment.

Loans availed by our Directors from our Company

None of the Directors of our Company has availed any loan from our Company.

Remuneration paid or payable from Subsidiary and associate companies

No remuneration has been paid, or is payable, to the Directors of our Company by our Subsidiaries or associate companies of our Company during Fiscal 2015.

Shareholding of Directors

Other than as stated below, none of the Directors of our Company hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus:

Name of Director	Number of Equity Shares held	Percentage Shareholding (%)
Capt. Parvataneni Venkata Krishna Mohan	7,105,132	33.07
Parvataneni Sarat Kumar	2,420,196	11.27
Parvataneni Vivek Anand	2,389,944	11.12

Our Articles of Association do not require our Directors to hold any qualification shares.

Shareholding of Directors in Subsidiaries and associate companies

Other than as stated below, none of our Directors hold any shares in any of our subsidiaries:

<table>
<tr><th>Name of Director</th><th>Number of Equity Shares held</th><th>Name of the Subsidiary/Associate Company</th><th>Percentage Shareholding</th></tr>
<tr><td>Parvataneni Sarat Kumar</td><td>15</td><td>Maxicon Container Line LLC, UAE</td><td>5.00</td></tr>
<tr><td rowspan="2">Capt. Parvataneni Venkata Krishna Mohan*</td><td>1</td><td>Seamaster Sea and Air Logistics Private Limited</td><td>Negligible</td></tr>
<tr><td>1</td><td>Seaways Liner Agencies Private Limited</td><td>Negligible</td></tr>
</table>

** Nominee of Seaways Shipping and Logistics Limited*

Appointment of relatives of Directors to any office or place of profit

Except as stated below, none of the relatives of Directors currently hold any office or place of profit in our Company:

Name	Relation with Director	Position in our Company
Parvataneni Vijayendra	Son of Capt. Parvataneni Venkata Krishna Mohan	General Manager
Parvataneni Vinayendra		Assistant General Manager
Parvathaneni Vishwa Ratan	Son of Parvataneni Sarat Kumar	Assistant General Manager
Parvataneni Satya Ridhima	Daughter of Parvataneni Vivek Anand	Legal and Professional Consultant

Interest of Directors

Our Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Except for the Promoters, none of our Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Prasad Gadkari, Nominee Director for IDFC PE, may be deemed to be interested to the extent of shareholding of IDFC PE, the entity he represents on our Board.

Our Directors may also be regarded as interested in the Equity Shares or equity shares of our Subsidiaries held by them as disclosed in this Draft Red Herring Prospectus. Our Directors, other than our Promoters, may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to them or to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries or promoter, pursuant to the Offer. All of our Directors may also be deemed to be interested to the extent of any dividends payable to them and other distributions in respect of the Equity Shares.

Capt. Parvataneni Venkata Krishna Mohan has granted an unsecured, interest-free financing arrangement to our Company. For details, see “*Financial Indebtedness*” and “*Financial Statements*” on page 197 and 195.

No consideration in cash or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Interest in property

Except as disclosed in this Draft Red Herring Prospectus, our Directors have no interest in any property acquired or proposed to be acquired by our Company within the two years from the date of this Draft Red Herring Prospectus.

Our Directors have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Borrowing Powers of the Board

In accordance with the Articles of Association, the Board may, from time to time, at its discretion, raise or borrow or secure the payment of any sum or sums of money for the purpose of our Company. Provided however, where the money to be borrowed together with the money already borrowed (apart from temporary loan obtained from our Company's bankers in the ordinary course of business) exceeds the aggregate of the paid up capital of our Company and its free reserves the Board shall not borrow such moneys without the consent of our Company in a General Meeting.

Pursuant to a resolution passed by our Shareholders on March 10, 2016, our Board has been authorised to borrow any sum or sums of monies (apart from temporary loans/facilities obtained or to be obtained from our Company’s bankers in the ordinary course of business) in excess of our aggregate paid-up capital and free reserves, provided that the total amount which may be so borrowed and outstanding shall not exceed the aggregate of the paid-up capital and free reserves of our Company by more than a sum of ₹ 5,000 million.

Corporate Governance

The corporate governance provisions of the Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations, including the Listing Regulations and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of the committees of our Board, as required under law,

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

Currently the Board has eight Directors, of which the Chairman is the Managing Director, who is also one of our Promoters. In compliance with the requirements of Regulation 17 of the Listing Regulations, our Company has three Whole Time Directors and five Non-Executive Directors, including four Independent Directors, on the Board. Further, in compliance with the Listing Regulations, our Company has a woman director on the Board.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Committees of the Board

Audit Committee

The members of the Audit Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1.	Mohandas Karunakaran Nair	Independent Director	Chairman
2.	Dr. Tuktuk Ghosh-Kumar	Independent Director	Member
3.	Capt. Parvataneni Venkata Krishna Mohan	Managing Direcor	Member

The Audit Committee was reconstituted at a meeting of the Board of Directors held on March 10, 2016. Our Company Secretary is the secretary of the Audit Committee. The scope and function of the Audit Committee is in accordance with the provisions of the Companies Act, 2013 and Listing Regulations and its terms of reference include the following:

1. Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Providing recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;

3. Review and monitor the statutory auditor's independence and performance and effectiveness of audit process;

4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

5. Reviewing, with the management, the annual financial statements 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, 2013, as amended;
    (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.

6. Reviewing, with the management, the quarterly and half-yearly financial statements before submission to the Board for approval;

7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

9. 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;

10. Discussion with internal auditors any significant findings and follow up there on;

11. 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;

12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

13. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

14. Review the functioning of the whistle blower mechanism;

15. Approval of appointment of the chief financial officer (i.e., the whole time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;

16. Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

17. Scrutiny of inter-corporate loans and investments;

18. Valuation of undertakings or assets of the Company, wherever it is necessary;

19. Evaluation of internal financial controls and risk management systems; and

20. Carry out any other function as mentioned in the terms of reference of the Audit Committee.

The powers of the Audit Committee shall include the power to:

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; and

5. The appointment, removal and terms of remuneration of the chief internal auditor.

6. Statement of deviations:

   (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Regulation 32(1) of the Listing Regulations; and

   (ii) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

The Audit Committee is required to meet at least four times in a year under the Listing Regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1.	Raghu Ramaiah Kaveti	Independent Director	Chairman
2.	Mohandas Karunakaran Nair	Independent Director	Member
3.	Prasad Gadkari	Nominee Direcor	Member

The Nomination and Remuneration Committee was reconstituted at a meeting of the Board of Directors held on March 10, 2016. The terms of reference of the committee were revised on March 10, 2016. The revised terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of independent Directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;

5. 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 the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and

12. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1	Raghu Ramaiah Kaveti	Independent Director	Chairman
2	Parvataneni Sarat Kumar	Director	Member
3	Parvataneni Vivek Anand	Director	Member

The Stakeholders' Relationship Committee was constituted by the Board of Directors at their meeting held on March 10, 2016. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013. This Committee is responsible for the redressal of shareholder grievances. The terms of reference of the Stakeholders' Relationship Committee include the following:

1. Considering and resolving the grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, annual reports of the Company or any other documents or information to be sent by the Company to its shareholders etc.

2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

3. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;

4. Oversee the performance of the registrars and transfer agents of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended and other related matters as may be assigned by the Board of Directors; and

5. Carrying out any other function as prescribed under the equity listing agreement and as may be delegated by the

Board of Directors

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1.	Dr. Tuktuk Ghosh-Kumar	Independent Director	Chairman
2.	Parvataneni Sarat Kumar	Director	Member
3.	Parvataneni Vivek Anand	Director	Member
4.	Anupam Ghulati	Independent Director	Member

The Corporate Social Responsibility Committee was reconstituted by our Board at its meeting on March 10, 2016. The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013. The terms and reference of the Corporate Social Responsibility Committee include the following:

1. To review the existing CSR policy and suggest changes if any, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the the Companies Act, 2013;

2. To review and recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the Company;

3. Monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time

IPO Committee

Members of the IPO Committee are**:**

Sr. No.	Name	Designation	Designation in the Committee
1.	Capt. Parvataneni Venkata Krishna Mohan	Chairman and Managing Director	Chairman
2.	Parvataneni Sarat Kumar	Director	Member
3.	Parvataneni Vivek Anand	Director	Member
4.	Prasad Gadkari	Nominee Director	Member

The IPO Committee was constituted by our Board on March 10, 2016. The terms and reference of the IPO Committee include the following:

1. decide on the actual issue size, timing, pricing and all the terms and conditions of the issue of the equity shares of the Company for the Offer and to accept any amendments, modifications, variations or alterations thereto;

2. appoint and enter into arrangements with the book running lead managers to the Offer ("**BRLMs**"), underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, bankers to the Offer (including escrow collection banks, public issue accounts banks, and refund banks), registrar(s), legal advisors, advertising agency(ies) and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalisation and execution of the issue agreement with the BRLMs etc.;

3. finalise, settle, execute and deliver or arrange the delivery of the syndicate agreement, underwriting agreement, escrow agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchanges, BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;

4. finalise, settle, approve and adopt the draft red herring prospectus, the red herring prospectus, and the prospectus for the Offer, including the preliminary and final international wrap (collectively, the "**Offer Documents**") and take all such actions as may be necessary for filing of the Offer Documents with, and incorporating such alterations/corrections/ modifications as may be required by, SEBI, Registrar of Companies, or any other relevant governmental and statutory authorities;

5. make applications, if necessary, to the Reserve Bank of India, or to any other statutory or governmental authorities in connection with the Offer;

6. open and operate bank account(s) of the Company in terms of the escrow agreement for handling of refunds for the Offer and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

7. open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

8. determine and finalise terms of the Offer including the floor price/price band for the Offer, approve the basis of allotment and confirm allocation/allotment of the equity shares of the Company in the Offer to various categories of persons as disclosed in the Offer Documents, including anchor investors, in consultation with the BRLMs and/or the selling shareholders;

9. issue receipts/allotment advices/confirmations of allocation notes either in physical or electronic mode representing the equity shares in the share capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;

10. make applications to one or more recognised stock exchange(s) for listing of the equity shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);

11. do all such deeds and acts as may be required to dematerialise the equity shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar & transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;

12. authorize and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the Offer;

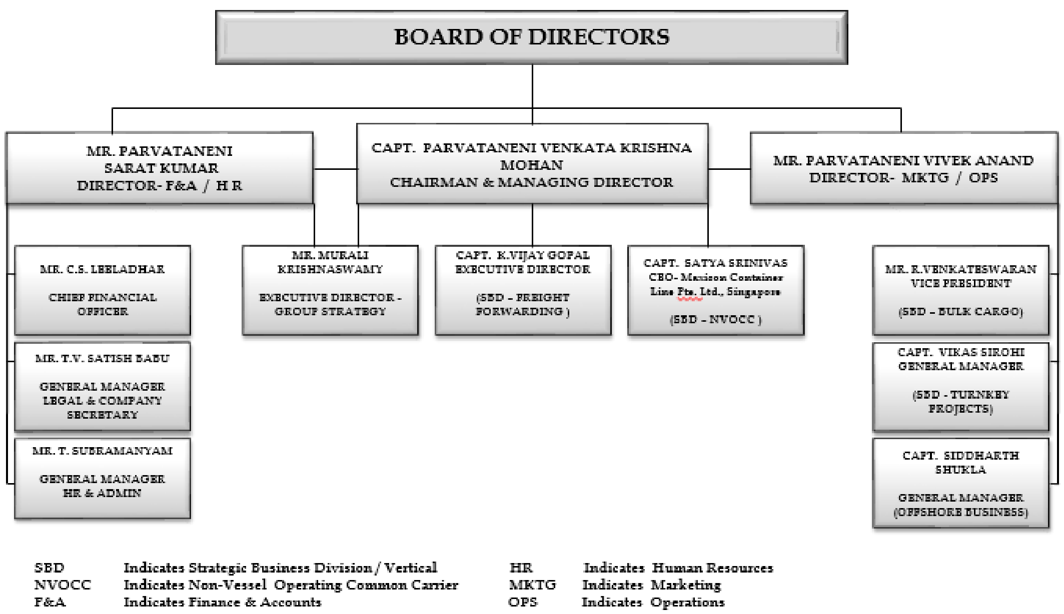
13. to finalise, authorise and adopt restated audited financials of the Company for inclusion in the offer document in connection with the Offer;

14. do all such acts, deeds, matters and things and settle all questions, difficulties or doubts that may arise in relation to the Offer, and execute all such other agreements, documents, certificate(s), undertaking(s) etc. as it may, in its absolute discretion, deem necessary, expedient, incidental, ancillary or desirable for the purpose of the Offer and allotment of equity shares of the Company pursuant to the Offer, including the matters set forth hereinabove.

Changes in Directors of our Company during the last three years

Name	Date of Change	Nature of Change	Reason
Ratakondla Ramesh	March 31, 2013	Cessation	Resignation
Shyamsundar Sundaresan Gurumoorthy	May 26, 2014	Cessation	Resignation
Prasad Gadkari	July 7, 2014	Appointment	Nominated by IDFC PE
Sarma Padmanabha Venkata Narayana Avva	February 27, 2015	Cessation	Resignation
Mohandas Karunakaran Nair	September 30, 2015	Appointment	Appointment
Dr. Tuktuk Ghosh-Kumar	September 30, 2015	Appointment	Appointment
Raghu Ramaiah Kaveti	January 1, 2016	Appointment	Appointment
Anupam Ghulati	March 2, 2016	Appointment	Appointment
Vinod Premchand Giri	March 10, 2016	Cessation	Resignation

Organization Chart



Key Management Personnel

The details of the key managerial personnel, other than our Whole Time Directors, as on the date of the Draft Red Herring Prospectus are as follows:

Capt. K. Vijay Gopal is an Executive director of our Company and heads the freight and forwarding business of our Company. He joined our Company is 1999. He holds a Master's degree in Shipping and Navigation from the Director General of Shipping, India. He was awarded the FICS (Fellow of Institute of Chartered Shipbrokers) from the Institute of Chartered Ship Brokers for the commercial services in the field of shipping in 1999. He leads the business development of container logistics, import export forwarding, air cargo and liner agencies business of our Company. Prior to joining the Company, he was in the Merchant Navy as a Master Mariner. The gross annual remuneration paid to him in Fiscal 2015 was ₹ 4.26 million.

Murali Krishnaswamy is the Executive Director-Group Strategy of our Company. He joined our Company is 2009. He is a member of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India. He has 26 years experience in shipping, logistics, retail, trading, process, manufacturing and service sectors. His professional areas of expertise are corporate finance, corporate strategy, international accounting consolidations, financial modeling, ERP implementation, and corporate governance. Prior to joining our Company, he worked with Vah Magna Retail Private Limited, Visu International Limited, Sona Breweries Plc., and The Balaji Group in various capacities. After working at the Aditya Birla Group, he served in Africa for eight years before returning to India in 2004 and has since served in international trading and retail companies. The gross remuneration paid to him in Fiscal 2015 is ₹ 3.65 millon.

Capt. Satya Srinivas is the Chief Executive Officer of Maxicon Singapore and heads the NVOCC. He joined our Company in 2009. He holds a Master's degree in shipping and navigation from the Director General of Shipping, India. His experience includes handling of the of liner activity of NVOCC business, project and sector planning for India's container feeder operation, co-ordination of coastal cargo movement in containers, chartering and brokering of handy-max bulkers and container feeders and liaisoning with all the main line and feeder operators. The gross remuneration paid to him in Fiscal 2015 was SGD 228,000.

R Venkateswaran is a vice-president in our Company and head the bulk cargo vertical. He joined our Company in 1995. He is a veteran in the shipping industry with over 30 years of experience. Over the years, he has acquired wide-ranging experience of the shipping business, having worked in various capacities. His experience includes start-up operations, development and execution of strategies for leveraging new markets and customers. He is presently the Vice President of the Chennai Port Stevedore's Association. The gross remuneration paid to him in Fiscal 2015 was ₹ 3.00 million.

Capt. Vikas Sirohi holds the position of the General Manager in our company. He joined our Company in 2011. He has been awarded the Certificate of Compentency under the Merchant Shiping Act, 1995 of United Kingdom and holds a Bachelor's degree in Science from the University of Delhi. He has over 17 years of experience in overall strategy planning which includes shipping operations, voyage operations, vessel operations, port operations and logistics and cargo management. Prior to joining our company, he was working with Campbell Shipping Company Limited Nassau and Dockendale Shipping Company Limited as Master, A.P Moller (MAERSK) Singapore as Chief Officer and Nassau. The gross fiscal remuneration paid to him in Fiscal 2015 was ₹ 2.10 million.

Capt. Siddharth Shukla is the General Manager—Offshore business of our Company. He joined our Company since 2005. He holds a Bachelor's of Science in Nautical Sciences from University of Mumbai in 1998. He helped in commencing bulk operations in Kandla port and took lead in establishing our Offshore business vertical. The gross remuneration paid to him in Fiscal 2015 was ₹ 2.46 million.

Chidravuri Subrahmanya Leeladhar is the Chief Financial Oficer of our Company. He is a qualified chartered and cost accountant. He has 23 years of experience in logistics, manufacturing, EPC, petroleum and IT, ITES sectors. His areas of expertise are Corporate Finance, IPO, Mergers and acquisitions, US GAAP and Taxation. Prior to joining us, he has worked with companies like Cambridge Technology Enterprise Limited, and EPC contractors like Sujana Towers Limited and Shell Petroleum. He joined our Company in November 2015 and was not paid any remuneration in Fiscal 2015.

T.V. Satish Babu is the General Manager-Legal, Company secretary, compliance officer and heads the Corporate & Legal affairs in the Company. He joined our Company is 2012. He is a fellow member of the Institute of Company Secretaries of India and law graduate from Marthwada University in the year 1990. His his experience in managing corporate actions, statutory compliances and corporate governance. Prior to joining our Company, he had worked with Bodhtree Consulting Limited, Avantel Limited, Nile Limited and EPTRI. He is responsible for undertaking all secretarial functions of our Company including ensuring compliance with various regulatory requirements applicable to our Company The gross remuneration paid to him in Fiscal 2015 was ₹ 1.62 million.

T. Subramanyam is the General Manager—Human Resources, Administration. He joined our Company in 2008. He holds a Master's degree in Human Resources Management from Symbiosis Institute of Business Management, Pune, and a Bachelor's degree in Commerce from Andhra University. He has over 20 years of experience in managing and building HR functions across IT, marketing, logistics services, manpower planning, recruitment, mentoring and employee welfare. Prior to joining our Company, he worked with Tata Consultancy Services, Bajaj Electricals Limited and Tanla Solutions Limited. The gross remuneration paid to him in Fiscal 2015 was ₹ 2.10 million.

All Key Management Personnel as disclosed above are permanent employees.

Service Contracts

Our Company has not entered into any service contracts, pursuant to which its officers, including its Directors and Key Management Personnel, are entitled to benefits upon termination of employment.

Shareholding of Key Management Personnel

Our KMPs do not hold any Equity Shares of our Company or in any of its Subsidiaries or Joint Venture or Associate Companies.

Bonus or profit sharing plan of the Key Management Personnel

There is no profit sharing plan for the Key Management Personnel. The Key Management Personnel are entitled to bonuses in accordance with policies of our Company.

Loans to Key Management Personnel

As on the date of this Draft Red Herring Prospectus, there is no amount outstanding under any loan given by our Company to the benefit of any Key Management Personnel

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Management Personnel has been appointed pursuant to any arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which a Key Management Personnel was selected as member of senior management.

Interests of Key Management Personnel

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. The Key Management Personnel may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. All of the Key Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any.

None of the Key Management Personnel have been paid any consideration of any nature from our Company or its Subsidiaries, other than their remuneration and use of Company vehicles for official purposes.

Changes in the Key Management Personnel

Except the following, there has been no changes in the Key Management Personnel of our Company in the last three years:

Name	Designation	Date of Change	Nature of Change	Reason
Murali Krishnaswamy	Executive Director-Group Strategy	March 18, 2016	Change in designation	Promoted as Executive Director—Group Strategy
Chirravuri	Chief	March 18,	Change in	Re-designated as Chief Financial

Name	Designation	Date of Change	Nature of Change	Reason
Subrahmanya Leeladhar	Financial Officer	2016	designation	Officer

Payment or Benefit to officers of our Company

No non-salary amount or benefit has been paid or given within the two preceding years (including loans), nor is intended to be paid or given to any of our Company's employees including the Key Management Personnel and the Directors.

Employee Stock Option Scheme

Our Company does not have any Employee Stock Option Scheme.

Other Confirmation

None of the Directors and Key Management Personnel has been paid any benefits in kind. No compensation has been paid by our Company to the Directors and Key Management Personnel in capacities other than their directorship and position of employment, respectively.

Further, no contingent or deferred compensation has accrued during fiscal year 2015, which is payable at a later date, in respect of the Directors and Key Management Personnel.

PROMOTERS AND PROMOTER GROUP

Our Promoters are Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand. As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group together hold 14,150,570 Equity Shares representing 65.87% of the fully paid up Equity Share Capital of our Company.

Details of our Promoters are as follows:

1. Capt. Parvataneni Venkata Krishna Mohan

Capt. Parvataneni Venkata Krishna Mohan, aged 58 years, is the Chairman and Managing Director of our Company. For further details, see "*Management*" on page 173.

Driving licence: 115261999OD
Passport no.: Z2220658
Voters identity card: FYY1181072

2. Parvataneni Sarat Kumar

Parvataneni Sarat Kumar, aged 54 years, is a Whole Time Director of our Company. For further details, see "*Management*" on page 173.

Driving licence: 5812000OS
Passport no.: L5575889
Voters identity card: FYY5842091

3. Parvataneni Vivek Anand

Parvataneni Vivek Anand, aged 53 years, is a Whole Time Director of our Company. For further details, see "*Management*" on page 173.

Driving licence: 3051988OS
Passport no.: J2218040
Voters identity card: TDZ0301283

We confirm that the PAN, bank account number, and passport number of our Promoters, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus with them.

Change in control of our Company in the last five years

There has been no change in the control of our Company in the last five years.

Interests of Promoters

Our Promoters are interested in our Company to the extent of their respective shareholding, dividends received by them on such shareholding, and the remuneration/ commission received by them in their capacity as a Director or a Key Managerial Personnel, as the case may be. For details of our Promoters' shareholding in our Company, see "*Capital Structure*" on page 71 and for details of the remuneration paid by our Company to our Promoters, see "*Management*" on page 170.

Further, our Promoters are also directors on the board or are members of some of our Subsidiaries and may be deemed to be interested to the extent of the payments made by our Company, if any, to such of our Subsidiaries. For details regarding the payments made by our Company to our Subsidiaries, see "*Related Party Transactions*" on page 193.

Except as stated here under "*Related Party Transactions*" on page 193, respectively, we have not entered into any contract, agreements or arrangements which are not in the ordinary course of business during the preceding two years from the date of this Draft Red Herring Prospectus or propose to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them.

Our Promoters are not interested in any property acquired by us in the two years preceding the date of the Draft Red Herring Prospectus or proposed to be acquired by us.

Our Promoters are not related to any of the sundry debtors of our Company. Capt. Parvataneni Venkata Krishna Mohan has granted an unsecured, interest-free financing arrangement to our Company. For details, see "*Financial Indebtedness*" and "*Financial Statements*" on page 197 and 195.

Payment or benefits to our Promoters in the last two years

Except as stated in "*Related Party Transactions*" and "*Management*" on pages 193 and 170 of this Draft Red Herring Prospectus, respectively, no benefits have been paid or given to our Promoters or our Promoter Group, within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given.

Common Pursuits

None of our Promoters are engaged in the same line of business as our Company or have any interest in any venture that is involved in activities similar to those conducted by our Company.

Our Company will adopt necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated from any company or firm in the last three years preceding the date of this Draft Red Herring Prospectus.

Promoter Group

Our Promoter Group, as defined under Regulation 2(zb) of the SEBI ICDR Regulations, comprises of the following, in addition to our Promoters:

1. Natural persons who are a part of the Promoter Group

Sr. No.	Name	Relationship with Promoter
1.	Parvataneni Sudha Mohan	Wife of Capt. Parvataneni Venkata Krishna Mohan
2.	Parvataneni Vasundhara	Mother of Capt. Parvataneni Venkata Krishna Mohan and Parvataneni Sarat Kumar and Parvataneni Vivek Anand
3.	Lagadapati Padma	Sister of Capt. Parvataneni Venkata Krishna Mohan and Parvataneni Sarat Kumar and Parvataneni Vivek Anand
4.	Ratakondla Radha	Capt. Parvataneni Venkata Krishna Mohan's Wife's sister
5.	Parvataneni Vijayendra	Son of Capt. Parvataneni Venkata Krishna Mohan
6.	Parvataneni Vinayendra	Son of Capt. Parvataneni Venkata Krishna Mohan
7.	Parvataneni Prasanthi	Wife of Parvataneni Sarat Kumar
8.	Jasti Mallikharjunudu	Parvataneni Sarat Kumar's wife's brother
9.	Parvataneni Sri Ratna Kumari	Parvataneni Sarat Kumar's wife's sister
10.	Jasti Veera Sampurna	Parvataneni Sarat Kumar's wife's mother
11.	Parvathaneni Divya	Wife of Parvataneni Vivek Anand
12.	Parvathaneni Vishwa Ratan	Son of Parvataneni Sarat Kumar
13.	Parvataneni Satya Ridhima	Daughter of Parvataneni Vivek Anand
14.	Maganti Balarama Krishna	Parvataneni Vivek Anand's wife's brother
15.	Maganti Kamala Kumari	Parvataneni Vivek Anand's wife's mother
16.	Maganti Jaya Rao	Parvataneni Vivek Anand's wife's father

2. HUFs forming part of the Promoter Group

1. Parvathaneni HUF; and
2. Parvathaneni Vivek Anand HUF.

3. Trusts forming part of the Promoter Group

Parvathaneni Foundation

4. Partnerships forming part of the Promoter Group

Ashoka Poultry Farm

5. Corporate entities forming part of the Promoter Group

There are no other entities forming part of the promoter group.

GROUP COMPANIES

In accordance with the provisions of the SEBI ICDR Regulations, for the purpose of identification of 'Group Companies', our Company has considered companies as covered under the applicable accounting standards, being AS 18 (as mentioned in our Restated Consolidated Summary Statements for fiscal year 2015) and other companies as per the policy adopted by our Board. Our Board, in its meeting held on dated March 10, 2016, has decided that a company shall be considered as a 'Group Company' if: (i) such company is part of the "Promoter Group" of our Company in terms Regulation 2(1)(zb) of the SEBI ICDR Regulations; and (ii) our Company has entered into one or more transactions with such company during the last completed financial year which in value exceeds 5% of the total consolidated revenue of our Company for that financial year as per the audited financial statements.

Based on the above, following is our Group Company.

A. Details of Group Company

As on the date of this Draft Red Herring Prospectus, our Company has only one Group Company, Ashoka Poultry Farm, whose details are set forth below:

Corporate Information

Ashoka Poultry Farm was constituted on April 1, 1992, as a partnership firm under the provisions of Partnership Act, 1932, with an object to carry out business of Poultry farming or any other business as per the mutual consents of partners.

Interest of our Promoters

The share of profit or loss of our Promoters in Ashoka Poultry Farm is as follows:

Name of Promoter	Partnership share (in %)
Capt. Parvataneni Venkata Krishna Mohan	54.00
Parvataneni Sarat Kumar	1.00
Total	**55.00**

Financial Performance

The audited financial results of Ashoka Poultry Farm for the Fiscal 2015, Fiscal 2014 and Fiscal 2013 are as follows:

(in ₹)

Particulars	Fiscal 2015	Fiscal 2014	Fiscal 2013
Partner's Capital	600,000	600,000	600,000
Sales/turnover (income, including other income)	610,200	610,200	572,000
Profit after tax	132,560	129,965	130,064
Reserves	-	-	-

Details of Group Companies listed on the stock exchanges

As on the date of this Draft Red Herring Prospectus, our Group Company, Ashoka Poultry Farm, being a partnership firm, is not listed on any Stock Exchange. As on the date of this Draft Red Herring Prospectus, Ashoka Poultry Farm has not made any public or rights issue of securities in the three years immediately preceding the date of this Draft Red Herring Prospectus.

B. Group Entities with negative net-worth:

Our Group Company does not have a negative net worth.

Nature and Extent of Interest of Group Companies

(a) ***In the promotion of our Company***

Our Group Company does not have any interest in the promotion of our Company.

(b) ***In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with SEBI***

Our Group Company is not interested in the properties acquired by our Company in the two years preceding the filing of the Draft Red Herring Prospectus, or proposed to be acquired.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits

There are no common pursuits between our Company and Group Company. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

Related Business Transactions within the Group and Significance on the Financial Performance of our Company

For details, see "*Related Party Transactions*" on page 193.

Sale/Purchase with Group Entities, Subsidiary and associates

Other than as discussed in the section "*Related Party Transactions*" on page 193, there are no sales/purchases between our Company and the Group Entities or our Subsidiary, wherein such sales/purchase exceed in value aggregate of 10% of the total sales or purchases of our Company.

Business Interest of Group Entities, Subsidiary and associates in our Company

Other than as stated above, none of the Group Entities have any business interest in our Company.

Defunct Group Entities

Our group Company has not remained defunct and no application has been made for striking off the name of any of our Group Companies during the five years preceding the date of filing of this Draft Red Herring Prospectus with SEBI. Further, none of our Group Companies fall under the definition of sick companies under SICA and none of them is under winding up.

Loss making Group Entities

Our Group Company has not incurred loss as per their last available audited financial statements for Fiscal 2015, Fiscal 2014 and Fiscal 2013.

Other confirmations

Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

None of the Group Entities have been identified as wilful defaulters by the RBI or other authorities.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the last five financial years, as per the requirement under Accounting Standard 18 "Related Party Disclosures" issued by ICAI, see "*Financial Statements –Restated Standalone Statement of Related Party Transactions*" and "*Financial Statements – Restated Consolidated Statement of Related Party Transactions*" on pages F 119 and F 58, respectively.

DIVIDEND POLICY

Our Company has no formal dividend policy as on date of filing this Draft Red Herring Prospectus. The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by the Shareholders, in their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including the results of operations, financial condition, contractual restrictions and restrictive covenants under the loan or financing arrangements we may enter into to finance our various projects. Our Company may also, from time to time, pay interim dividends.

Dividends/ interim dividend declared in the last five fiscal years

Except as stated below our Company has not declared any dividends in any of the five fiscal years preceding the filing of this Draft Red Herring Prospectus.

Fiscal	Dividend per share (₹)	Amount of dividend declared exclusive of tax (₹ in million)	Rate of dividend (%)
2015	2.00	21.48	20
2014	Nil	Nil	Nil
2013	Nil	Nil	Nil
2012	Nil	Nil	Nil
2011	Nil	Nil	Nil

The amounts paid as dividends in the past are not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in the future.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Examination Report on Restated Consolidated Summary Statements ("Consolidated Report") in connection with the Draft Red Herring Prospectus

To,
The Board of Directors,
Seaways Shipping and Logistics Limited,
Seaways Pride, Plot-731,
Road No. 36, Jubilee Hills,
Hyderabad – 500034.

1. We have examined the attached Restated Consolidated Summary Statements (initialed by us for identification purposes) of Seaways Shipping and Logistics Limited (hereinafter referred to as 'SSLL' or 'the Company') and its Subsidiaries and Joint Venture (collectively referred to as the "Group") which comprises the attached Restated Consolidated Summary Statement of Assets and Liabilities as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015, Restated Consolidated Summary Statement of Profits and Losses and Restated Consolidated Summary Statement of Cash Flows for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and for the six months period ended 30 September 2015, together with the annexures thereto (hereinafter collectively referred to as "the Restated Consolidated Summary Statements"), as approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 as amended ('the Act') read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), issued by the Securities and Exchange Board of India (the "SEBI"), the "Guidance Note on Reports in Company Prospectuses (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable ('the Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 27 February 2016 (signed by you on 29 February 2016) in connection with the proposed issue of equity shares of the Company.

2. These information have been prepared by the Management from the consolidated financial statements for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015.

3. The audit of the standalone financial statements of the Company for the year ended 31 March 2011 was conducted by S.R. Batliboi & Associates, Chartered Accountants whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in the attached Restated Consolidated Summary Statements are based solely on the report submitted by them.

4. The financial statements of the subsidiaries incorporated outside India, not audited by us, for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015, whose financial statements reflect the total assets of Rs. 235.59 millions, Rs. 166.95 millions, Rs. 317.30 millions, Rs. 116.98 millions, Rs. 137.20 millions and Rs. 142.87 millions as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015 respectively, the total income of Rs. 2,122.19 millions, Rs. 2,504.02 millions, Rs. 2,540.34 millions, Rs. 38.50 millions, Rs. 83.20 millions and Rs. 144.81 millions for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 and the total cash inflows/ (outflows) of Rs. 4.82 millions, Rs. 5.64 millions, Rs. 10.32 millions, Rs. 3.78 millions, Rs. 12.30 millions and Rs. (3.09) millions for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 respectively. These financial statements have been audited by another firm of Chartered Accountants duly qualified to act as auditors in those countries whose reports have been furnished to us (refer Appendix 1). For the purposes of preparation of consolidated financial statements, the aforesaid financial statements prepared under generally accepted accounting principles ("GAAP") of the respective countries have been converted by the management of the said entities so that they conform to the generally accepted accounting principles in India. Our opinion in so far as it relates to the amounts included in the attached Restated Consolidated Summary Statements are based solely on the reports of the other auditors on financial statements prepared under GAAP of respective countries and conversion by the Management into generally accepted accounting principles in India.

5. The financial statements of the subsidiaries incorporated in India, not audited by us, for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 whose financial statements reflect the total assets of Rs. 3.55 millions, Rs. 3.67 millions, Rs. Nil, Rs. 199.27 millions, Rs. 12.82 millions and Rs. 20.30 millions as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015 respectively, the total income of Rs. 11.83 millions, Rs. 6.49 millions, Rs. 15.66 millions, Rs. 71.01 millions, Rs. 22.04 millions and Rs. 34.82 millions for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 respectively, and the total cash inflows of Rs. 0.34 millions, Rs. 0.39 millions, Rs. 1.67 millions, Rs. 69.20 millions, Rs. 0.69 millions and Rs. 0.77 millions for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 respectively. These financial statements have been audited by another firm of Chartered Accountants SPAD & Associates, ADSK & Associates and B S R R & Co, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in the attached Restated Consolidated Summary Statements are based solely on the report of other auditors (refer Appendix 1). B S R R & Co and B S R & Associates LLP are member firms of B S R & Affiliates, a network of firms, registered with ICAI.

6. Further, the financial statements of a Joint Venture incorporated outside India are not audited by any auditors. The financial statements included in the consolidated financial statements as furnished by the Management reflects total assets of Rs. 5.07 millions, Rs. 2.84 millions, Rs. 3.69 millions, Rs. 4.30 millions and Rs. 4.36 millions as at 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015 respectively, the total income of Rs. 1.27 millions, Rs. 0.46 millions, Rs. 1.48 millions, Rs. 0.67 millions and Rs. 0.02 millions for the year ended 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 respectively, and the total cash inflows/ (outflows) of Rs. 0.64 millions, Rs. (0.61) millions, Rs. (0.02) millions, Rs. 1.21 millions and Rs. 0.69 millions for the year ended 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 respectively. In our opinion and according to the information and explanation given to us by the Management, these financial statements are not material to the Group.

7. In accordance with the requirements of Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 of the Act, the SEBI Regulations, the Guidance Note and the terms of our engagement agreed with you, we report that:

   (a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015 examined by us, as set out in Annexure I to this Consolidated Report read with the significant accounting policies in Annexure IV are after making adjustments and regroupings, as in our opinion, were appropriate and more fully described in Statement of Restatement Adjustments to Consolidated Financial Statements in Annexure V;

   (b) The Restated Consolidated Summary Statement of Profits and Losses of the Group for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 are as set out in Annexure II to this Consolidated Report read with the significant accounting policies in Annexure IV are after making adjustments and regroupings, as in our opinion, were appropriate and more fully described in Statement of Restatement Adjustments to Consolidated Financial Statements in Annexure V; and

   (c) The Restated Consolidated Summary Statement of Cash Flows of the Group for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 are as set out in Annexure III to this Consolidated Report read with the significant accounting policies in Annexure IV are after making adjustments and regroupings, as in our opinion, were appropriate and more fully described in Statement of Restatement Adjustments to Consolidated Financial Statements in Annexure V; and

   (d) Based on the above, and also as per the reliance placed on the financial statements of SSLL audited by S.R. Batliboi & Associates and the financial statements of subsidiaries audited by other auditors as detailed in Appendix I, we are of the opinion:

      i. that the Restated Consolidated Summary Statements have been made after incorporating adjustments for the prior period and other material amounts in the respective financial years to which they relate;

      ii. there are no adjustments regarding changes in accounting policies of the Group during the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015; and

iii. there are no extra-ordinary items that need to be disclosed separately in the Restated Consolidated Summary Statements and there are no qualifications requiring adjustments.

Other remarks/ comments in the Auditor's Report and Annexure to the Auditor's Report on the financial statements of the Group for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and for the six months period ended 30 September 2015 which do not require any corrective adjustment in the Restated Consolidated Summary Statements are mentioned in Non-adjusting items under Annexure V. For this purpose, we have placed reliance on the audited standalone financial statements of the entities in the Group and the Audit Reports thereon by the respective auditors as listed in paragraphs 3, 4 and 5.

(e) We have also examined the following Annexures in Restated Consolidated Summary Statements prepared by the Management and approved by the Board of Directors relating to the Group for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015:

i. Restated Consolidated Statement of Share Capital, included in Annexure VI;

ii. Restated Consolidated Statement of Reserves and Surplus, included in Annexure VII;

iii. Restated Consolidated Statement of Long-term Borrowings, included in Annexure VIII, Annexure VIII A and Annexure VIII B;

iv. Restated Consolidated Statement of Provisions, included in Annexure IX;

v. Restated Consolidated Statement of Short-term Borrowings, included in Annexure X, Annexure X A and Annexure X B;

vi. Restated Consolidated Statement of Trade Payables, included in Annexure XI;

vii. Restated Consolidated Statement of Other Current Liabilities, included in Annexure XII;

viii. Restated Consolidated Statement of Tangible Assets and Intangible Assets, included in Annexure XIII;

ix. Restated Consolidated Statement of Non-Current Investments, included in Annexure XIV;

x. Restated Consolidated Statement of Loans and Advances, included in Annexure XV;

xi. Restated Consolidated Statement of Other Non-Current Assets and Other Current Assets, included in Annexure XVI;

xii. Restated Consolidated Statement of Trade Receivables, included in Annexure XVII;

xiii. Restated Consolidated Statement of Inventories, included in Annexure XVIII;

xiv. Restated Consolidated Statement of Cash and Bank Balances, included in Annexure XIX;

xv. Restated Consolidated Statement of Revenue from Operations, included in Annexure XX;

xvi. Restated Consolidated Statement of Other income, included in Annexure XXI

xvii. Restated Consolidated Statement of Cost of Services, included in Annexure XXII;

xviii. Restated Consolidated Statement of Employee Benefits Expense, included in Annexure XXIII;

xix. Restated Consolidated Statement of Finance Costs, included in Annexure XXIV;

xx. Restated Consolidated Statement of Other Expenses, included in Annexure XXV;

xxi. Restated Consolidated Statement of Contingent Liabilities, included in Annexure XXVI;

xxii. Restated Consolidated Statement of Related Party Transactions, included in Annexure XXVII, Annexure XXVII A and Annexure XXVII B;

xxiii. Restated Consolidated Statement of Dividend, included in Annexure XXVIII;

xxiv. Notes annexed to and forming part of Restated Consolidated Summary Statements, included in Annexure XXIX;

xxv. Restated Consolidated Capitalisation Statement, included in Annexure XXX; and

xxvi. Restated Consolidated Statement of Accounting Ratios, included in Annexure XXXI.

In our opinion the Restated Consolidated Summary Statements contained in Annexure I to XXXI of this Consolidated Report read along with the Significant Accounting Policies and Statement of Restatement Adjustments to Consolidated Financial Statements (Refer Annexure IV and V) have been prepared after making adjustments and regrouping as considered appropriate have been prepared in accordance with Section 26 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note and the terms of our engagement as agreed with you.

8. This Consolidated Report should not in any way be construed as a reissuance or re-dating of any of the previous Audit Reports issued on the consolidated financial statements of the Company.

9. Our Consolidated Report is intended solely for use of the Management and for inclusion in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares of the Company. Our Consolidated Report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024

Vikash Somani
Partner
Membership No.: 061272

Place: Hyderabad
Date: 16 March 2016

Appendix I

List of financial statements of subsidiaries audited by other auditors:

Name of the entity	Year/ period ended	Name of the auditors
Maxicon Container Line Pte. Ltd., Singapore	31 March 2011	D. Arumugam & Co.
	31 March 2012	D. Arumugam & Co.
	31 March 2013	D. Arumugam & Co.
Seaways Liner Agencies Private Limited, India	31 March 2014	B S R R & Co*
Seamaster Sea and Air Logistics Private Limited, India	31 March 2014	ADSK & Associates
	31 March 2015	ADSK & Associates
	30 September 2015	ADSK & Associates
Levan Marine Services Private Limited, India	31 March 2011	SPAD & Associates
	31 March 2012	SPAD & Associates
	28 February 2013#	SPAD & Associates
Seaways Shipping Line Pte. Ltd., Singapore	31 March 2011	D. Arumugam & Co.
	31 March 2012	D. Arumugam & Co.
	31 March 2013	Natarajan & Swaminathan
	31 March 2014	Natarajan & Swaminathan
	31 March 2015	Natarajan & Swaminathan
	30 September 2015	Natarajan & Swaminathan
Seaways Hong Kong Limited, Hong Kong	31 December 2014**	Falcon Certified Public Accountants Limited
	30 September 2015	Falcon Certified Public Accountants Limited
Maxicon Shipping Agencies Pte. Ltd., Singapore	31 March 2011	D. Arumugam & Co.
	31 March 2012	D. Arumugam & Co.
	31 March 2013	D. Arumugam & Co.
	31 March 2014	Natarajan & Swaminathan
	31 March 2015	Natarajan & Swaminathan
	30 September 2015	Natarajan & Swaminathan
Maxicon Container Line LLC Dubai, United Arab Emirates	31 March 2011	Puthran Chartered Accountants
	31 March 2012	Puthran Chartered Accountants
	31 March 2013	Puthran Chartered Accountants
	31 March 2014	Sajjad Haider & Co.
	31 March 2015	Sajjad Haider & Co.
	30 September 2015	Sajjad Haider & Co.

List of financial statements of subsidiaries audited by other auditors:

Name of the entity	Year/ period ended	Name of the auditors
Maxicont Shipping Agencies SDN. BHD., Malaysia	31 March 2011	Tan Che & Associates
	31 March 2012	Tan Che & Associates
	31 March 2013	Tan Che & Associates
	31 March 2014	Tan Che & Associates
	31 March 2015	Tan Che & Associates
	30 September 2015	Tan Che & Associates
Proline Container SDN. BHD., Malaysia	31 March 2011	Tan Che & Associates
	31 March 2012	Tan Che & Associates
	31 March 2013	Tan Che & Associates
	31 March 2014	Tan Che & Associates
	31 March 2015	Tan Che & Associates
	30 September 2015	Tan Che & Associates

* B S R R & Co and B S R & Associates LLP are member firms of B S R & Affiliates, a network of firms, registered with ICAI
** Included in Consolidated Financial Statement as at and for the year ended 31 March 2015
[#] Merged with the Company with effect from 28 February 2013 (refer Annexure XXIX note (iv)(a))

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES: **Annexure - I**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	107.42	107.42	107.42	107.42	107.42	107.42
Reserves and surplus	503.74	455.84	190.73	19.67	148.18	832.15
	611.16	**563.26**	**298.15**	**127.09**	**255.60**	**939.57**
Minority interest	6.97	5.31	5.22	4.36	3.24	2.92
Non-current liabilities						
Long-term borrowings	508.79	506.94	425.15	341.65	535.98	125.91
Long-term provisions	35.84	30.49	25.27	25.38	18.40	15.73
Deferred tax liabilities, net	0.22	0.25	0.29	0.34	0.30	0.11
	544.85	**537.68**	**450.71**	**367.37**	**554.68**	**141.75**
Current liabilities						
Short-term borrowings	417.72	378.32	257.14	288.79	249.25	176.77
Trade payables	678.45	922.02	626.06	604.44	364.07	344.43
Other current liabilities	467.43	411.62	342.55	301.72	387.56	1,134.10
Short-term provisions	37.64	37.23	10.08	4.73	5.34	4.71
	1,601.24	**1,749.19**	**1,235.83**	**1,199.68**	**1,006.22**	**1,660.01**
TOTAL	**2,764.22**	**2,855.44**	**1,989.91**	**1,698.50**	**1,819.74**	**2,744.25**
ASSETS						
Non-current assets						
Fixed assets						
Tangible assets	1,283.74	1,193.51	844.13	734.53	1,106.54	1,653.77
Intangible assets	5.70	6.78	2.81	3.80	4.98	3.98
	1,289.44	**1,200.29**	**846.94**	**738.33**	**1,111.52**	**1,657.75**
Non-current investments	-	-	-	-	-	-
Deferred tax assets, net	1.79	4.24	1.30	0.32	0.12	-
Long-term loans and advances	217.51	174.14	155.14	144.20	74.75	57.94
Other non-current assets	1.07	1.52	5.73	9.88	16.59	10.66
	220.37	**179.90**	**162.17**	**154.40**	**91.46**	**68.60**
Current assets						
Inventories	-	-	-	-	26.69	38.57
Trade receivables	860.91	985.51	596.99	591.04	274.95	388.72
Cash and bank balances	189.10	256.48	198.52	111.23	104.11	380.48
Short-term loans and advances	170.62	186.37	136.19	93.79	195.68	184.05
Other current assets	33.78	46.89	49.10	9.71	15.33	26.08
	1,254.41	**1,475.25**	**980.80**	**805.77**	**616.76**	**1,017.90**
TOTAL	**2,764.22**	**2,855.44**	**1,989.91**	**1,698.50**	**1,819.74**	**2,744.25**

Note:
1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFITS AND LOSSES: **Annexure - II**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Income						
Revenue from operations	3,232.20	7,150.36	6,936.41	6,100.88	5,404.51	5,031.75
Other income	7.03	14.48	21.62	42.64	25.27	39.41
Total income	**3,239.23**	**7,164.84**	**6,958.03**	**6,143.52**	**5,429.78**	**5,071.16**
Expenses						
Cost of services	2,651.93	5,872.51	5,936.26	5,298.77	4,920.09	4,556.20
Employee benefits expense	241.08	415.30	355.34	305.83	264.15	195.23
Finance costs	65.39	108.26	98.98	125.31	144.55	128.52
Depreciation and amortisation	50.39	79.14	77.85	99.05	170.07	164.11
Other expenses	175.96	366.01	307.79	246.44	199.07	171.68
Total expenses	**3,184.75**	**6,841.22**	**6,776.22**	**6,075.40**	**5,697.93**	**5,215.74**
Profit / (loss) before exceptional item and tax	**54.48**	**323.62**	**181.81**	**68.12**	**(268.15)**	**(144.58)**
Exceptional item	-	-	-	465.42	418.02	-
Profit / (loss) before tax, as restated	**54.48**	**323.62**	**181.81**	**(397.30)**	**(686.17)**	**(144.58)**
Profit before tax from continuing operations	54.48	323.62	181.81	219.78	2.68	(54.07)
Income tax expense of continuing operations						
- Current tax expense	6.07	34.12	4.69	1.74	0.75	(0.05)
- Deferred tax (benefit)/ expense	2.59	(2.97)	(0.98)	(0.18)	0.04	-
Profit after tax from continuing operations (A)	**45.82**	**292.47**	**178.10**	**218.22**	**1.89**	**(54.02)**
Loss before tax from discontinuing operations	-	-	-	(617.08)	(688.85)	(90.51)
Income tax expense of discontinuing operations						
- Current tax expense	-	-	-	-	-	-
- Deferred tax expense/ (benefit)	-	-	-	-	-	-
Loss after tax from discontinuing operations (B)	**-**	**-**	**-**	**(617.08)**	**(688.85)**	**(90.51)**
Profit/ (loss) before minority interest (A+B)	**45.82**	**292.47**	**178.10**	**(398.86)**	**(686.96)**	**(144.53)**
Minority interest	0.38	0.32	0.49	0.87	(0.12)	1.88
Profit/ (loss) after minority interest, as restated	**45.44**	**292.15**	**177.61**	**(399.73)**	**(686.84)**	**(146.41)**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS: **Annexure - III**

Rupees in millions

Particulars	**Six months period ended 30 September 2015**	**Year ended 31 March 2015**	**Year ended 31 March 2014**	**Year ended 31 March 2013**	**Year ended 31 March 2012**	**Year ended 31 March 2011**
Cash flows from operating activities						
Profit / (loss) before tax, as restated	54.48	323.62	181.81	(397.30)	(686.17)	(144.58)
Adjustments for:						
Exceptional items	-	-	-	465.42	418.02	-
Depreciation and amortisation	50.39	79.14	77.85	99.05	170.07	164.11
(Profit)/ loss on sale of fixed assets, net	(2.32)	(2.14)	2.65	(16.41)	(11.08)	1.85
Finance costs	65.39	108.26	98.98	125.31	144.55	128.52
Interest income	(0.85)	(2.01)	(6.01)	(6.78)	(8.07)	(21.52)
Provision for diminution in value of investment	-	0.20	-	-	-	-
Unrealised foreign exchange differences, net	(3.81)	10.42	(4.79)	(8.25)	3.53	(6.24)
Operating profit / (loss) before working capital changes	**163.28**	**517.49**	**350.49**	**261.04**	**30.85**	**122.14**
(Increase)/decrease in inventories	-	-	-	26.69	11.88	4.93
(Increase)/decrease in trade receivables	125.21	(392.16)	(7.20)	(316.66)	103.38	276.20
(Increase)/decrease in long-term and short-term loans and advances	6.75	(56.15)	(81.46)	28.35	(17.18)	(7.71)
(Increase)/decrease in other non-current assets and other current assets	12.81	4.80	(39.71)	4.16	(5.11)	1.29
Increase/(decrease) in trade payables	(243.57)	295.09	21.89	240.36	19.64	(417.52)
Increase/(decrease) in other current and non-current liabilities	50.54	(74.93)	35.41	(137.93)	48.67	154.22
Increase/(decrease) in long-term and short-term provisions	5.38	4.71	2.23	6.36	3.98	(0.11)
Cash generated from/ (used in) operations	**120.40**	**298.85**	**281.65**	**112.37**	**196.11**	**133.44**
Income taxes refund/ (paid), net	(29.98)	(19.49)	26.35	2.46	(12.68)	(8.07)
Net cash provided by/ (used in) operating activities	**90.42**	**279.36**	**308.00**	**114.83**	**183.43**	**125.37**
Cash flows from investing activities						
Purchase of fixed assets	(145.05)	(444.88)	(191.99)	(108.17)	(245.42)	(61.61)
Proceeds from sale of fixed assets	4.38	5.29	2.59	211.48	221.91	8.87
Interest received	0.84	2.13	6.03	6.68	21.32	12.17
Investment in subsidiaries	-	(0.20)	-	-	-	-
Bank deposits (having original maturity of more than three months)	(5.53)	(4.16)	6.80	(10.59)	(11.88)	(1.36)
Net cash (used in)/ provided by investing activities	**(145.36)**	**(441.82)**	**(176.57)**	**99.40**	**(14.07)**	**(41.93)**
Cash flows from financing activities						
Proceeds from long-term borrowings	72.53	342.47	215.30	70.19	475.92	35.86
Repayment of long-term borrowings	(65.77)	(115.70)	(126.03)	(213.05)	(852.52)	(63.98)
Proceeds from/ (repayment of) short-term borrowings, net	39.40	121.18	(31.65)	39.54	72.49	54.40
Finance costs paid	(66.12)	(108.60)	(96.08)	(121.38)	(152.91)	(118.77)
Dividends paid on equity shares	-	(21.48)	-	-	-	-
Tax paid on dividends	-	(3.65)	-	-	-	-
Net cash (used in)/ provided by financing activities	**(19.96)**	**214.22**	**(38.46)**	**(224.70)**	**(457.02)**	**(92.49)**
Net increase/ (decrease) in cash and cash equivalents	**(74.90)**	**51.76**	**92.97**	**(10.47)**	**(287.66)**	**(9.05)**
Effect of exchange differences on cash and cash equivalent held in foreign currency	1.53	1.19	0.00	2.06	2.87	1.66
Cash and cash equivalents at the beginning of the period/ year	231.66	178.71	85.74	94.15	378.94	386.33
Cash and cash equivalents at the end of the period/ year (Note 1)	**158.29**	**231.66**	**178.71**	**85.74**	**94.15**	**378.94**
Note 1:						
Cash and cash equivalents include: (refer Annexure XIX)						
- Cash on hand	3.26	2.25	3.08	2.66	2.43	1.35
- Cheques on hand	-	9.86	-	-	2.63	1.83
- Funds in transit	1.97	-	-	-	-	-
Balances with banks:						
- in current accounts	150.90	206.75	174.61	78.40	89.02	65.95
- in exchange earner's foreign currency account	1.04	2.47	1.02	2.98	0.07	0.08
- in deposit account (with original maturity of 3 months or less)	1.12	10.33	-	1.70	-	309.73
TOTAL	**158.29**	**231.66**	**178.71**	**85.74**	**94.15**	**378.94**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

SIGNIFICANT ACCOUNTING POLICIES: **Annexure - IV**

Group overview

Seaways Shipping and Logistics Limited ("the Company" or "SSLL") together with its subsidiaries (collectively referred to as "the Group" or "Seaways") is headquartered in Hyderabad, India. The Group is engaged in the business of providing comprehensive freight forwarding, clearing and forwarding, container line, stevedoring, container handling, besides vessel agency services and liner agency services.

Seaways' subsidiaries, step-down subsidiaries and joint venture are listed below:

Entity Name	Country of Incorporation	Proportion of ownership interest as at 30 September 2015	Proportion of ownership interest as at 31 March 2015	Proportion of ownership interest as at 31 March 2014	Proportion of ownership interest as at 31 March 2013	Proportion of ownership interest as at 31 March 2012	Proportion of ownership interest as at 31 March 2011
Subsidiaries							
Maxicon Container Line Pte. Ltd	Singapore	100%	100%	100%	100%	100%	100%
Seaways Shipping Line Pte. Ltd.	Singapore	100%	100%	100%	100%	100%	100%
Seaways Liner Agencies Private Limited	India	100%	100%	100%	-	-	-
Seamaster Sea and Air Logistics Private Limited	India	100%	100%	100%	-	-	-
Seaways Hong Kong Limited	Hong Kong	100%	100%	-	-	-	-
Levan Marine Services Private Limited*	India	-	-	-	-	100%	100%
Step down Subsidiaries							
Maxicon Shipping Agencies Pte. Ltd	Singapore	100%	100%	100%	100%	100%	100%
Maxicont Shipping Agencies Sdn Bhd	Malaysia	100%	100%	100%	100%	100%	100%
Proline Container Sdn Bhd	Malaysia	100%	100%	100%	100%	100%	100%
Maxicon Container Line LLC	UAE	49%	49%	49%	49%	49%	49%
Joint Venture							
Global Shipping Corporation	USA	50%	50%	50%	50%	50%	-

* w.e.f 14 August 2010 upto 28 February 2013.

The Restated Consolidated Summary Statements relates to the Group and have been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company (referred to as the "Issue"). The Restated Consolidated Summary Statements consist of the Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015, the Restated Consolidated Summary Statement of Profits and Losses for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015, the Restated Consolidated Summary Statement of Cash Flow for each of the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 and the annexures thereto (hereinafter collectively referred to as "the Restated Consolidated Summary Statements").

The Restated Consolidated Summary Statements have been prepared to comply in all material respects with the requirements of Section 26 of the Companies Act, 2013 ('the 2013 Act') read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014; and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 notified by SEBI on August 26, 2009, as amended from time to time ("the SEBI Regulations"). The 2013 Act and the SEBI Regulations require the information in respect of the assets and liabilities and profits and losses of the Group for each of the five years immediately preceding the issue of the Prospectus.

These Restated Consolidated Summary Statements were approved by the Board of Directors of the Company in their meeting held on 16 March 2016.

1 Significant accounting policies

a Basis of preparation of Restated Consolidated Summary Statements

The Restated Consolidated Summary Statements of the Group are prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the 2013 Act [which has superseded Section 211(3C) of the Companies Act 1956 w.e.f. 12 September 2013], other pronouncements of the Institute of Chartered Accountants of India ('the ICAI'), and the provisions of the 2013 Act to the extent notified and applicable.

As at 30 September 2015, the current liabilities of the Group exceeded its current assets by Rs. 346.83 millions. The Group has however earned a restated cash profit (Earnings before depreciation and after tax) of Rs. 95.83 millions and Rs. 371.29 millions for the six months period ended 30 September 2015 and the year ended 31 March 2015 respectively. Management is also confident that based on its past records of maintaining short term borrowing and its ability to honour the payment of interest and repayment of principal, it will be able to maintain the short term borrowings at the current levels. Accordingly, Management considers it appropriate to prepare their accounts on a going concern basis.

The Restated Consolidated Summary Statements are prepared by applying uniform accounting policies for similar transactions and other events in similar circumstances across the Group. The accounting policies have been consistently applied by the Group. The Restated Consolidated Summary Statements are presented in Indian rupees in millions.

The Restated Consolidated Summary Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:

(a) Adjustments, if any, for audit qualification requiring corrective adjustment in the financial statements;

(b) Adjustments for the material amounts in respective years / periods to which they relate;

(c) Adjustments for previous years identified and adjusted in arriving at the profits/(losses) of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred;

(d) Adjustments, if any, to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years;

(e) Adjustments for reclassification of the corresponding items of incomes, expenses, assets and liabilities, in order to bring them in line with the groupings as per the consolidated financial statements of the Group as at and for the six months period ended 30 September 2015 and the requirements of the SEBI Regulations;

(f) The resultant impact of deferred taxes due to the aforesaid adjustments.

Basis of Consolidation

The Restated Consolidated Summary Statements include the financial statements of Seaways Shipping and Logistics Limited ("the Company"), the parent company and all of its subsidiaries and joint venture (collectively referred to as "the Group" or "Seaways"), in which the Company has more than one half of the voting power of an enterprise or where the Company controls the composition of the board of directors. In accordance with AS 27 "Financial Reporting of Interests in Joint Ventures", issued under Companies (Accounts) Rules, 2014 (Applicable accounting standards), the Group has accounted for its proportionate share of interest in a joint venture by the proportionate consolidation method.

The Restated Consolidated Summary Statements have been prepared on the following basis:

The financial statements of the parent company and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits in full. Unrealised losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.

The proportionate share of Group's interest in Joint Venture is combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group transactions and resulting unrealised profits, to the extent it pertains to the Group.

The consolidated foreign subsidiaries and joint venture has been identified as non-integral operations in accordance with the requirements of AS 11 "The Effect of Changes in Foreign Exchange rates" which is effective for the accounting periods commencing on or after 1 April 2004. In accordance with AS 11, the financial statements of such non-integral foreign operations are translated into Indian rupees as follows:
(a) All assets and liabilities, both monetary and non-monetary, are translated using the closing rate.
(b) Revenue items are translated at the respective monthly average rates.
(c) The resulting net exchange difference is credited or debited to a foreign currency translation reserve.
(d) Contingent liabilities are translated at the closing rate.

The excess / deficit of cost to the parent company of its investment in the subsidiaries and joint venture over its portion of equity at the respective dates on which investment in such entities were made is recognised in the consolidated financial statements as goodwill / capital reserve. The parent company's portion of equity in such entities is determined on the basis of the book values of assets and liabilities as per the financial statements of such entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant transactions, up to the date of investment.

Minority interest in the net assets of consolidated subsidiaries consists of:
(a) The amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and
(b) The minorities' share of movements in equity since the date the parent subsidiary relationship came into existence.

The Restated Consolidated Summary Statements are presented, to the extent possible, in the same format as that adopted by the parent company for its Restated Standalone Summary Statements.

The Restated Consolidated Summary Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

b. **Use of estimates**

The preparation of Restated Consolidated Summary Statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

c. **Current and non-current classification**

All assets and liabilities are classified into current and non-current.

Assets
An asset is classified as current when it satisfies any of the following criteria:
(a) it is expected to be realised in, or is intended for sale or consumption in, the Group’s normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realised within 12 months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities
A liability is classified as current when it satisfies any of the following criteria:
i. It is expected to be settled in the Group’s normal operating cycle;
ii. It is held primarily for the purpose of being traded;
iii. It is due to be settled within 12 months after the reporting date; or
iv. The Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle
Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has ascertained its operating cycle as 12 months.

d. **Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

(i) Revenue from container line, clearing and forwarding and freight forwarding operations is recognised at the port of loading on issue of bill of lading. Revenue from container line business is recognised upon completion of service and has been accepted by customers.

(ii) Revenue from stevedoring and vessel agency operations are recognised on completion of the services under the respective contracts entered into with the customers.

(iii) Revenue from liner agency operations is recognised as and when the services are rendered based on the terms of the specific contract.

Income from interest on deposits and interest bearing securities is recognised on the time proportionate method based on the underlying interest rates.

e. **Fixed assets and depreciation**

Fixed assets are carried at cost of acquisition, less accumulated depreciation. The cost of fixed assets comprises the purchase price, taxes, duties, freight and any other directly attributable costs of bringing the assets to their working condition for their intended use. Borrowing costs directly attributable to acquisition of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

Subsequent expenditures related to an item of tangible fixed assets are added to its book value only if they increase the future benefit from the existing asset beyond its previously assessed standard of performance.

Acquired intangible assets are recorded at the consideration paid for acquisition.

Depreciation on tangible fixed assets is provided using the straight-line method based on the useful life of the assets as mentioned in Schedule II of the Companies Act, 2013 except for heavy handling equipment (Containers), which are depreciated over the period of 15 years as estimated by the Management of the Group. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. Freehold land is not depreciated.

Individual assets costing Rs. 0.005 million or less are depreciated in full in the year of purchase**.**

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of revision, the unamortised depreciable amount is charged over the revised remaining useful life.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Intangible assets are amortised in the Restated Consolidated Summary Statement of Profits and Losses over their estimated useful lives, from the date they are available for use based on the expected pattern of the consumption of economic benefits of the asset.

f. **Employee benefits**

Defined contribution plans
The Group contributes to the recognised provident fund which is a defined contribution scheme. The contributions are charged to the Restated Consolidated Summary Statement of Profits and Losses in the year when the contributions to the fund are due.

Short-term employee benefits
Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Defined benefits plan
The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The liability recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the balance sheet date, less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising during the year are immediately recognised in the Restated Consolidated Summary Statement of Profits and Losses.

Compensated absences
Compensated absences, which is a long-term employee benefit is accrued based on an actuarial valuation done as per projected unit credit method at the balance sheet date, carried out by an independent actuary.

g. **Foreign currency transactions**

Foreign currency transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the Restated Consolidated Summary Statement of Profits and Losses.

Monetary current assets and current liabilities that are denominated in foreign currencies are translated at the exchange rate prevailing at the date of balance sheet. The resultant exchange differences are recognised in the Restated Consolidated Summary Statement of Profits and Losses. Non-monetary assets are recorded at the rates prevailing on the date of the transaction.

h. **Taxes on income**

Income-tax expense comprises current tax, deferred tax and Minimum Alternate Tax (MAT) credit entitlement.

Current tax
The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Group.

Deferred tax
The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each reporting date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

The break-up of the deferred tax assets and liabilities as at the reporting date has been arrived at after setting-off deferred tax assets and liabilities where the Company has a legally enforceable right and an intention to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

MAT credit entitlement
MAT credit entitlement represents the amounts paid in a year under Section 115JB of the Income-tax Act, 1961 ('IT Act') which is in excess of the tax payable, computed on the basis of normal provisions of the IT Act.

Such excess amount can be carried forward for set off in future periods in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Group as a result of past events and there is evidence as at the reporting date that the Group will pay normal income-tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT credit entitlement", in the consolidated balance sheet with a corresponding credit to the Restated Consolidated Summary Statement of Profits and Losses, as a separate line item.

Such assets are reviewed at each reporting date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

i. **Earnings per share**

The basic earnings per share ("EPS") is computed by dividing the restated consolidated net profit/ (loss) after tax attributable to equity shareholders, for the year by the weighted average number of equity shares outstanding during the year. The Company has no potentially dilutive equity shares.

j. **Impairment of assets**

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Restated Consolidated Summary Statement of profits and losses of that accounting period.

If at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

k. **Investments**

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments. However, that part of long-term investments which is expected to be realised within 12 months after the reporting date is also presented under current assets as current portion of long-term investments in consonance with the current / non-current classification scheme of revised Schedule III of the 2013 Act.

Long-term investments (including current investment part thereof) are carried at cost less any other-than temporary diminution in value, determined separately for each individual investment.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

l. **Provisions and contingent liabilities**

A provision is recognised if, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possibility of an obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

m. **Cash flow statement**

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and on hand, cheques on hand and short-term investments with an original maturity of three months or less.

n **Leases**

Assets taken on lease where the Group acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lesser of the present value of minimum lease rental and other incidental expenses during the lease term or the fair value of the assets taken on lease. The rental obligations, net of interest charges, are reflected as secured loans. Leases that do not transfer substantially all the risks and rewards of ownership are classified as operating leases and recorded as expense as and when the payments are made over the lease term. The total lease rentals in respect of an asset taken on operating lease are charged to Restated Consolidated Summary Statement of Profits and Losses on a straight line basis over the lease term.

Assets given by the Group under operating lease are included in fixed assets. Lease income from operating leases is recognised in the Restated Consolidated Summary Statement of Profits and Losses on a straight line basis over the lease term. Costs, including depreciation, incurred in earning the lease income are recognised as expenses.

Seaways Shipping and Logistics Limited

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

I MATERIAL ADJUSTMENTS:

The summary of the restatements made to the consolidated financial statements for the respective period / years and its effect on the profits/ (losses) of the Group for respective period / years is provided below:

Impact of material adjustments:

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Profit / (loss) after minority interest as per consolidated financial statements	50.14	335.56	165.39	(372.00)	(718.51)	(132.52)
Adjustments:						
Bad and doubtful trade receivables written off/ (recovered) (refer note 1)	6.90	-	-	(4.48)	38.25	(1.58)
Other receivables written off (refer note 2)	-	-	7.77	(6.83)	-	7.54
Income-tax expense/ (refund) (refer note 3)	(1.34)	1.29	(0.70)	(0.19)	4.10	6.76
Depreciation and amortisation (refer note 4)	-	-	2.08	0.27	(1.20)	(2.63)
Payable no longer required written back (refer note 5)	(34.01)	(24.62)	9.10	(16.92)	(12.22)	(13.86)
Prior period items (refer note 6)	27.74	(20.28)	(4.24)	(1.34)	(0.63)	(7.99)
Interest on income tax refund (refer note 7)	-	(2.72)	(2.39)	1.56	3.25	(2.13)
Gross Adjustments	**(0.71)**	**(46.33)**	**11.62**	**(27.93)**	**31.55**	**(13.89)**
Tax impact on adjustments (refer note 8)	(3.99)	2.92	0.60	0.20	0.12	-
Total adjustments, net	**(4.70)**	**(43.41)**	**12.22**	**(27.73)**	**31.67**	**(13.89)**
Profit / (loss) after minority interest, as restated	**45.44**	**292.15**	**177.61**	**(399.73)**	**(686.84)**	**(146.41)**

1 **Bad and doubtful trade receivables written off/ (recovered)**
Trade receivables written off/ (recovered) were adjusted in arriving at the profits/ (losses) for the years to which they relate irrespective of the year/ period in which the event triggering the profit or loss has occurred.

2 **Other receivables written off**
Other receivables written off were adjusted in arriving at the profits/ (losses) for the years to which they relate irrespective of the year/ period in which the event triggering the profit or loss has occurred.

3 **Income-tax expense/ (refund)**
Consequent to completion of income-tax assessment for certain years, the Company paid additional taxes/ received additional refund which were recorded in the year of completion of such assessments. As these were relating to earlier years, the same has been accounted for in the financial year to which the amount relates to.

4 **Depreciation and amortisation**
Pursuant to the notification of Schedule II of the Companies Act, 2013 ("the 2013 Act"), by the Ministry of Corporate Affairs effective 1 April 2014, the Management has internally reassessed and changed, wherever necessary the useful lives to compute depreciation, to conform to the requirements of the 2013 Act, for companies incorporated in India. Consequently, the carrying amount as at 1 April 2014 is being depreciated over the revised remaining useful life of the asset. The carrying value of Rs. 6.83 million in case of assets with nil revised remaining useful life as at 1 April 2014 was reduced from the retained earnings as at such date. The same has been adjusted in the respective years.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

MATERIAL ADJUSTMENTS (CONTINUED)

5 **Payables no longer required written back**
During each of the years, the Company reversed certain liabilities which were considered as no longer payable and recognised as Other income. Since, these were relating to earlier years, the reversal has been now reflected in respective year's payables no longer required written back under other income.

6 **Prior period items**
Prior period items comprises of expenses/ (income) pertaining to years prior to which it has been accounted. The same has now been restated to the financial year to which the amount relates to.

7 **Interest on income-tax refund**
Interest income has been restated to the period for which the Group has received the income.

8 **Deferred Tax:**
Deferred tax effects of the above restatement adjustments have been adjusted in the respective years.

9 **Material regroupings**
a) Appropriate adjustments have been made in the Restated Consolidated Summary Statement of Assets and Liabilities, Restated Consolidated Summary Statement of Profits and losses and Restated Consolidated Summary Statement of Cash Flow, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financial statements of the Company for the six months period ended 30 September 2015, prepared in accordance with Schedule III of the Companies Act 2013, and the requirements of the SEBI Regulations.

b) The Restated Consolidated Summary Statements of Assets and Liabilities have been presented after deducting the balance outstanding of revaluation reserve from both fixed assets and reserves in accordance with the requirement of the SEBI Regulations as at 31 March 2012 and 31 March 2011. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the Statement of Profit and Loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the balance outstanding in revaluation reserve was Rs. nil as at 31 March 2013 and thereafter no adjustment has been carried out to fixed assets as at 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015.

II NON-ADJUSTING ITEMS

In addition to the audit opinion on the standalone financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor’s Report) Order, 2003 issued by the Central Government of India under sub-section (4A) of Section 227 of Companies Act 1956 / Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the 2013 Act (together referred to as 'CARO'). Certain statements/comments included in audit opinion on the financial statements and the CARO, which do not require any adjustments in the Restated Consolidated Summary Statements are reproduced below in respect of the financial statements presented.

Seaways Shipping and Logistics Limited:

Financial Year: 2010-11

Clause (i) (a) of the CARO
The Company has maintained proper records showing particulars and situation of fixed assets other than quantitative details of fixed asset.

Clause (iv) of the CARO
In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets. However, the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents for sale of services needs to be further strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. Due to the nature of operations, the requirement of this paragraph relating to sale of goods is not applicable to the Company.

NON-ADJUSTING ITEMS (CONTINUED)

Clause (v) of the CARO

a. According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered into the Register maintained under Section 301 have been so entered.

b. In respect of transactions made in pursuance of such contracts or arrangements and exceeding the value of Rs. 0.50 million entered into during the financial year, because of the unique and specialised nature of the items involved and absence of any comparable prices, we are unable to comment whether the transactions were made at prevailing market prices at the relevant time.

Clause (ix) (a) of the CARO

Undisputed statutory dues of Provident Fund, Employees' State Insurance have generally been regularly deposited with appropriate authorities though there has been slight delay in few cases and in respect of undisputed statutory dues pertaining to Income Tax, Wealth Tax, Service Tax, Cess and other material statutory dues have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. The provision relating to sales-tax, custom duty, Excise Duty, investor education and protection fund are not applicable to the Company.

Further, since the Central Government has till date not prescribed the amount of cess payable under Section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.

Clause (ix) (b) of the CARO

According to information and explanations given to us, no undisputed dues payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, sales-tax, custom duty, Excise Duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable, except as follows:

Nature of the statute	Nature of the dues	Amount (in Rupees millions)	Period to which the amount relates	Due date	Date of payment
Wealth tax Act, 1957	Wealth tax	0.28	Mar-10	30-Sep-10	16-Sep-11
Professional tax Act	Professional tax	0.56	2009-10 & Earlier years	Various dates	Not paid
The Finance Act, 1994	Service tax	8.30	2009-10 & Earlier years	Various dates	Not paid

Clause (ix) (c) of the CARO

According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth tax, service tax, custom duty, Excise Duty and cess on account of any dispute, are as follows:

Nature of the statute	Nature of the dues	Amount (in Rupees millions)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Tax u/s 143 (3)	9.87	2006-07	CIT Appeals, Hyderabad
Income-tax Act, 1961	Tax u/s 143 (3)	4.26	2007-08	CIT Appeals, Hyderabad
The Finance Act, 1994	Service tax	119.23	2001-2006	CESTAT
The Finance Act, 1994	Service tax	33.84	2000-2005	CESTAT
The Finance Act, 1994	Service tax	51.02	2003-2009	Office of Commissioner of Central Excise & Custom, Vishakhapatnam - II Commissionerate
The Finance Act, 1994	Service tax	18.93	2006-2009	Office of Commissioner of Service tax, Chennai
The Finance Act, 1994	Service tax	46.64	2006-2009	Office of Commissioner of Central Excise & Custom, Vishakhapatnam - I Commissionerate

NON-ADJUSTING ITEMS (CONTINUED)

Clause (x) of the CARO

The Company's accumulated losses at the end of the financial year are less than fifty percent of its net worth. The Company has incurred cash losses in the current financial year and as at the end of the immediately preceding financial year.

Financial Year: 2011-12

Clause (iv) of the CARO

In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of fixed assets are for the Company's specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, services and fixed assets and for the sale of services. However, the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents for sale of services needs to be strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. The activities of the Company do not involve sale of goods.

Clause (v) of the CARO

1. In our opinion, and according to the information and explanations given to us, the particulars of contracts and arrangements referred to in Section 301 of the Companies Act, 1956 have been entered into the Register required to be maintained under that Section.

2. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs. 0.50 million with any party during the year have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except for certain items of fixed assets are for the Company's specialised requirements for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appears reasonable.

Clause (ix) (a) of the CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Income-Tax, Service Tax, Wealth Tax, Provident Fund and Professional Tax have generally been regularly deposited during the year by the Company with the appropriate authorities though there were slight delay in a few cases and in respect of undisputed dues pertaining to Employees' State Insurance and Service Tax have not been regularly deposited with the appropriate authorities and there have been serious delays in a large number of cases. Further, as explained to us, the Company did not have any dues on account of Excise Duty, Sales Tax, Customs Duty and Investor Education and Protection Fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service Tax, Income Tax, Professional Tax, Service Tax, Wealth Tax and other material statutory dues were in arrears as at 31 March 2012 for a period of more than six months from the date they became payable. The Company did not have any dues on account of Excise Duty, Sales Tax, Customs Duty and Investor Education and Protection Fund.

Clause (ix) (b) of the CARO

According to the information and explanations given to us, there are no dues in respect of Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Income Tax and Service Tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Amount (in Rupees millions)	Period to which the amount relates	Forum where dispute is pending as on date of this report
Income-tax Act, 1961	Duty and interest	9.87 (9.87)*	2006-07	Income Tax Appellate Tribunal
Income-tax Act, 1961	Duty and interest	4.26 (4.26)*	2007-08	Income Tax Appellate Tribunal
The Finance Act, 1994	Service tax	119.23	2001-2002 to 2005-2006	CESTAT, Chennai

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

NON-ADJUSTING ITEMS (CONTINUED)

Name of the Statute	Nature of the Dues	Amount (in Rupees millions)	Period to which the amount relates	Forum where dispute is pending as on date of this report
The Finance Act, 1994	Service tax	33.39	2000-2001 to 2004-2005	CESTAT, Bangalore

* Amounts in parenthesis represent payment made under protest.

Clause (x) of the CARO
The accumulated losses of the Company at the end of the financial year are not less than fifty percent of its net worth. Further, the Company has incurred cash losses during the current financial year and in the immediately preceding financial year.

Clause (xi) of the CARO
In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers except that in the case of term loans due to certain banks, overdue installments amounting to Rs. 77.82 millions and interest thereon amounting to Rs. 79.00 millions was repaid with delays ranging from 6 to 86 days and 1 to 30 days respectively. The Company did not have any outstanding debentures or dues to any financial institutions during the year.

Clause (xvii) of the CARO
According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the short term funds amounting to Rs. 257.94 millions have been used for long-term purpose.

Financial Year: 2012-13

Emphasis of Matter in Independent Auditor's Report
We draw attention to Note 44 to the financial statements which provide details with regard to set off of debit balance of profit and loss account amounting to Rs. 1,382.17 millions against Business Reconstruction Reserve and Securities Premium Account. This Business Reconstruction Reserve was created under the Scheme of Arrangement u/s 391 to 394 of the Companies Act, 1956 approved by the Honorable High Court of Andhra Pradesh vide its Order dated 21 September 2013 by transferring the balance standing to the credit of its Revaluation Reserve Account. Our opinion is not qualified in respect of this matter.

Clause (iv) of the CARO
In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of fixed assets and services are for the Company’s specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, services and fixed assets and for the sale of services. However, the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents for sale of services needs to strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. The activities of the Company do not involve sale of goods.

Clause (v) of the CARO
a. In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the Register required to be maintained under that Section.

b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts and arrangements referred to in (a) above and exceeding the value of Rs. 0.50 million with any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except with regard to purchase of certain items of fixed assets and services availed which are for the Company's specialised requirements for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appears reasonable.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

NON-ADJUSTING ITEMS (CONTINUED)

Clause (ix) (a) of the CARO
According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, professional tax, Income-Tax, Custom duty, Wealth Tax, and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities though there were slight delay in a few cases and in respect of undisputed dues pertaining to Service Tax have not been regularly deposited with the appropriate authorities and there have been serious delays in a large number of cases. Further, as explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales Tax and Excise Duty.

According to the information and explanations given to us, except for Service tax of Rs. 0.26 millions (which has been paid subsequently by 26 April 2013), there are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Custom duty, and other material statutory dues which were in arrears as at 31 March 2013 for a period of more than six months from the date they became payable. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales tax and excise duty.

Clause (ix) (b) of the CARO
According to the information and explanations given to us, there are no dues in respect of Custom duty, Income tax and Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Service Tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Amount (in Rupees millions)	Period to which the amount relates	Forum where dispute is pending as on date of this report
The Finance Act, 1994	Service tax	119.23	2001-2002 to 2005-2006	CESTAT, Chennai
The Finance Act, 1994	Service tax	33.39	2000-2001 to 2004-2005	CESTAT, Bangalore
The Finance Act, 1994	Service tax	18.24	2006-2007 to 2010-2011	CESTAT, Vizag
The Finance Act, 1994	Service tax	36.57	2006-2007 to 2010-2011	CESTAT, Vizag

Clause (x) of the CARO
The Company does not have any accumulated losses at the end of the financial year. The Company has incurred cash losses during the current financial year as well as in the immediately preceding financial year.

Clause (xvii) of the CARO
According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the short term funds amounting to Rs. 131.33 millions have been used for long-term purpose.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

NON-ADJUSTING ITEMS (CONTINUED)

Financial Year: 2013-14

Emphasis of Matter
We draw attention to Note 43 of the financial statements which provide details with regard to set off of debit balance of Statement of Profit and Loss amounting to Rs. 1,382.17 millions against Business Reconstruction Reserve and Securities Premium Account in the previous year. This Business Reconstruction Reserve was created under the Scheme of Arrangement u/s 391 to 394 of the Companies Act, 1956, approved by the Honorable High Court of Andhra Pradesh vide its Order dated 21 September 2013 by transferring the balance standing to the credit of its Revaluation Reserve Account. Our opinion is not qualified in respect of this matter.

Clause (iv) of the CARO
In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of fixed assets and services are for the Company's specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of fixed assets and for the sale of services, except that, the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents needs to be strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed till the balance sheet date. The activities of the Company do not involve sale of goods.

Clause (v) of the CARO
a. In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered into the register required to be maintained in that register.

b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts and arrangements referred to in (a) above and exceeding the value of Rs. 0.50 million with any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except with regard to services availed which are for the Company' s specialised requirements and similarly for sale of certain services for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appears reasonable.

Clause (ix) (a) of the CARO
According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Employees’ State Insurance, Wealth Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delay in few cases and in respect of undisputed dues pertaining to Service Tax, Provident Fund, Professional Tax, Income Tax and Tax deducted at sources have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales Tax, Excise Duty and Customs Duty.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Service tax, Wealth Tax, Income Tax and other material statutory dues were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

Clause (ix) (b) of the CARO
According to the information and explanations given to us, there are no dues of Income Tax and Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Service Tax have not been deposited by the Company on account of disputes:

Name of the statue	Nature of dues	Amount (in Rupees millions)	Related period	Forum where dispute is pending as on date of this report
The Finance Act, 1994	Service Tax	35.11	2001-02 to 2004-05	Customs, Excise and Service Tax Appellate Tribunal, Bangalore

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

NON-ADJUSTING ITEMS (CONTINUED)

Name of the statue	Nature of dues	Amount (in Rupees millions)	Related period	Forum where dispute is pending as on date of this report
The Finance Act, 1994	Service Tax	119.75	2000-01 to 2005-06	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	36.57	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	73.13	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	7.98	2005-06 to 2009-10	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	3.79	2007-08 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	2.14 and penalty	2008-09 to 2010-11	Directorate General of Central Excise Intelligence

Clause (x) of the CARO
The Company does not have any accumulated losses at the end of the financial year. The Company has not incurred cash losses during the current financial year. However, the Company had incurred cash losses in the immediately preceding financial year.

Clause (xvii) of the CARO
According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that the short-term funds amounting to Rs. 43.30 millions have been used for long-term purpose.

Financial Year: 2014-15

Clause (vii) (a) of the CARO
According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Employees' State Insurance, Provident Fund, Wealth Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delay in few cases and in respect of undisputed dues pertaining to Service Tax, Professional Tax, Income Tax and Tax deducted at sources have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales Tax and Duty of Excise and Duty of Customs.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service tax, Wealth Tax, Income Tax and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

NON-ADJUSTING ITEMS (CONTINUED)

Clause (vii) (b) of the CARO

According to the information and explanations given to us, there are no dues of Income Tax and Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Service Tax have not been deposited by the Company on account of disputes:

Name of the statue	Nature of dues	Amount (in Rupees millions)	Related period	Forum where dispute is pending as on date of this report
Income Tax Act, 1961	Income Tax	3.67	AY 2014-15	Commissioner of Income-tax appeals
The Finance Act, 1994	Service Tax	35.11	2001-02 to 2004-05	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	119.75	2000-01 to 2005-06	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	36.57	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	73.13	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	7.98	2005-06 to 2009-10	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	3.79	2007-08 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	18.14*	2008-09 to 2010-11	Directorate General of Central Excise Intelligence
The Finance Act, 1994	Service Tax	5.25	2007-08 to 2011-12	Customs, Excise and Service Tax Appellate Tribunal, Bangalore

* Paid under protest Rs.18.14 mllions (PY: Rs. 16.00 millions)).

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

NON-ADJUSTING ITEMS (CONTINUED)

Proline Container SDN BHD, Malaysia

Financial Year: 2010-11

Emphasis of matter
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption, notwithstanding that the Company incurred a net loss of MYR 0.004 million (Rs. 0.06 million) during the financial year ended 31 March 11, and as of that date, the Company's current liabilities exceeded its current assets by MYR 0.06 million (Rs. 0.83 million), thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Financial Year: 2011-12

Emphasis of matter
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption notwithstanding that the Company incurred a net loss of MYR 0.004 million (Rs. 0.07 million) during the financial year ended 31 March 12, and as of that date, the Company's current liabilities exceeded its current assets by MYR 0.06 million (Rs. 0.98 million) thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Financial Year: 2012-13

Emphasis of matter
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption notwithstanding that the Company incurred a net loss of MYR 0.005 million (Rs. 0.08 million) during the financial year ended 31 March 13, and as of that date, the Company's current liabilities exceeded its current assets by MYR 0.06 million (Rs. 1.08 million) thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Financial Year: 2013-14

Emphasis of matter
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption, notwithstanding that the Company generated an operating profit of MYR 0.013 million (Rs. 0.24 million) during the financial year ended 31 March 14, and as of that date, the Company's current liabilities exceeded its current assets by MYR 0.05 million (Rs. 0.87 million) thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Financial Year: 2014-15

Emphasis of matter
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which discloses the premise upon which the Company has prepared its financial statements by applying the going concern assumption notwithstanding that the Company generated an operating profit of MYR 0.037 million (Rs. 0.62 million) during the financial year ended 31 March 15, and as of that date, the Company's current liabilities exceeded its current assets by MYR 0.01 million (Rs. 0.16 million) thereby indicating the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

Maxicon Container Line LLC, Dubai

Financial Year: 2012-13

Year end bank balances are not independently confirmed by certain bank.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO CONSOLIDATED FINANCIALS STATEMENTS **Annexure - V**

NON-ADJUSTING ITEMS (CONTINUED)

Seaways Liner Agencies Private Limited, India

Financial Year: 2013-14

Clause (v) of the CARO

(a) In our opinion, and according to the information and explanations given to us, the particulars of contracts and arrangements referred to in section 301 of the Companies Act, 1956 have been entered into the register required to be maintained in that register.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs. 0.50 million with any party during the period have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except with regard to services availed which are for the Company's specialised requirements and similarly for sale of certain services for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appears reasonable.

Clause (ix) (a) of the CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Service tax, Provident Fund, Employees' State Insurance, Income Tax and other material statutory dues have not generally been regularly deposited during the period by the Company with the appropriate authorities and there have been serious delays in large number of cases. As explained to us, the Company did not have any dues on account of lnvestor Education and Protection Fund, Wealth tax, Sales Tax, Excise Duty and Customs Duty.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service tax, Income Tax and other material statutory dues were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

Financial Year: 2014-15

Clause (vii) (a) of the CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Employees' State Insurance, Provident Fund and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delay in few cases and in respect of undisputed dues pertaining to Service Tax, Professional Tax, Income Tax and Tax deducted at sources have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. As explained to us, the Company did not have any dues on account of lnvestor Education and Protection Fund, Wealth tax, Sales Tax, Duty of Excise and Duty of Customs.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service tax, Income Tax and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

Maxicon Container Line Pte. Ltd.

Financial Year: 2011-12

Emphasis of matter

We draw attention to note 28 to the financial statements which describes the significant going concern uncertainty of the Group and the Company. Our opinion is not qualified in respect of this matter.

Seaways Shipping Line Pte. Ltd

Period ended: 30 September 2015

Emphasis of matter

We draw attention to Note 2 to the financial statements, which discloses the premise upon which the Company has prepared their financial statements by applying the going concern assumption, notwithstanding that the Company was in a capital deficit of SGD 0.09 million (Rs. 4.21 million). These conditions indicate the existence of material uncertainties, which may cast significant doubt about the Company's ability to continue as a going concern. The directors are confident and satisfied that financial support from the shareholders will be available when required.

RESTATED CONSOLIDATED STATEMENT OF SHARE CAPITAL: **Annexure - VI**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Authorised:						
Equity shares of Rs. 10/- each (Numbers)	102,000,000	102,000,000	102,000,000	102,000,000	102,000,000	102,000,000
Equity shares of Rs. 10/- each (Rs in millions)	1,020.00	1,020.00	1,020.00	1,020.00	1,020.00	1,020.00
Issued, subscribed and fully paid-up						
Equity shares of Rs. 10/- each (Numbers)	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043
Equity shares of Rs. 10/- each (Rs in millions)	107.42	107.42	107.42	107.42	107.42	107.42

Reconciliation of number of shares outstanding:

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of Shares	Rs. in millions	No. of Shares	Rs. in millions	No. of Shares	Rs. in millions	No. of Shares	Rs. in millions	No. of Shares	Rs. in millions	No. of Shares	Rs. in millions
Equity Shares of Rs. 10/- each												
At the commencement of the period/year	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42
At the end of the period/year	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**

Particulars of shareholders holding more than 5% shares of a class of shares:

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Equity Shares of Rs. 10/- each fully paid-up												
Capt P.V.K. Mohan	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%
Mr P. Sarat Kumar	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%
Mr. P. Vivek Anand	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%
Mr R. Ramesh	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%
IDFC Private Equity Fund II	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%

Terms and rights attached to equity shares:

The Company has single class of equity shares having par value of Rs 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Note:

1. The Board of Directors of the Company in their meeting held on 10 March 2016 have proposed for the issuance of Bonus shares in the ratio of 1:1 to the existing shareholders of the Company. The proposal of the Board of Directors was approved by the Shareholders of the Company in their Extra-Ordinary General meeting held on 10 March 2016.
2. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF RESERVES AND SURPLUS: **Annexure - VII**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Revaluation Reserve						
Balance at the beginning of the period/ year	-	-	-	162.94	162.94	162.94
Less: Outstanding balance deducted from fixed assets as per SEBI Regulations [Refer note no. 9(b) of section I ("Material adjustments") of Annexure V]					(162.94)	(162.94)
Add: Revaluation of land [Refer note no. (iii) (b) of section (iii) ("Other Significant Notes") of Annexure XXIX]	-	-	-	100.59	-	-
Less: Transfer to Business Reconstruction Reserve pursuant to Scheme of Amalgamation and Arrangement [Refer note no. (iii) (a) of section (iii) ("Other Significant Notes") of Annexure XXIX]	-	-	-	(263.53)	-	-
Balance at the end of the period/ year	**-**	**-**	**-**	**-**	**-**	**-**
Securities premium account						
Balance at the beginning of the period/ year	-	-	-	1,122.97	1,122.97	1,122.97
Set off with debit balance in the Statement of Profit and Loss as per Scheme of Amalgamation and Arrangement [Refer note no. (iii) (a) of section (iii) ("Other Significant Notes") of Annexure XXIX]	-	-	-	(1,122.97)	-	-
Balance at the end of the period/ year	**-**	**-**	**-**	**-**	**1,122.97**	**1,122.97**
Business reconstruction reserve						
Balance at the beginning of the period/ year	-	-	-	-	-	-
Add: Transfer from Revaluation reserve pursuant to Scheme of Amalgamation and Arrangement [Refer note no. (iii) (a) of section (iii) ("Other Significant Notes") of Annexure XXIX]	-	-	-	263.53	-	-
Less: Set off with debit balance in the Statement of Profit and Loss as per Scheme of Amalgamation and Arrangement [Refer note no. (iii) (a) of section (iii) ("Other Significant Notes") of Annexure XXIX]	-	-	-	(263.53)	-	-
Balance at the end of the period / year	**-**	**-**	**-**	**-**	**-**	**-**
Surplus / (Deficit) in Statement of Profit and Loss						
Opening balance	456.05	189.03	11.42	(975.35)	(288.51)	(142.10)
Add: Profit/ (loss) after minority interest, as restated	45.44	292.15	177.61	(399.73)	(686.84)	(146.41)
Amount available for appropriation	501.49	481.18	189.03	(1,375.08)	(975.35)	(288.51)
Less: Appropriations:						
Interim equity dividend	-	(21.48)	-	-	-	-
Tax on interim equity dividend	-	(3.65)	-	-	-	-
Add: Set off with Business reconstruction reserve pursuant to Scheme of Amalgamation and Arrangement*	-	-	-	263.53	-	-
Add: Set off with Securities premium account pursuant to Scheme of Amalgamation and Arrangement*	-	-	-	1,122.97	-	-
*[Refer note no. (iii) (a) of section (iii) ("Other Significant Notes") of Annexure XXIX]						
Balance at the end of the period/ year	**501.49**	**456.05**	**189.03**	**11.42**	**(975.35)**	**(288.51)**
Foreign currency translation reserve						
Balance at the beginning of the period/ year	(0.21)	1.70	8.25	0.56	(2.31)	(6.69)
Add: Movement for the period/ year	2.46	(1.91)	(6.55)	7.69	2.87	4.38
Balance at the end of the period/ year	**2.25**	**(0.21)**	**1.70**	**8.25**	**0.56**	**(2.31)**
TOTAL	**503.74**	**455.84**	**190.73**	**19.67**	**148.18**	**832.15**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM BORROWINGS:

Annexure - VIII

Rupees in millions

Particulars	As at 30 September 2015			As at 31 March 2015			As at 31 March 2014			As at 31 March 2013			As at 31 March 2012			As at 31 March 2011		
	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total
Secured, Long-term borrowings																		
From Banks																		
- Term loan	75.54	63.90	139.44	96.86	71.66	168.52	169.03	80.75	249.78	332.76	115.81	448.57	516.67	61.76	578.43	100.79	42.28	143.07
- Vehicle loans	50.79	14.68	65.47	45.96	11.81	57.77	23.68	5.72	29.40	8.25	4.25	12.50	8.11	6.64	14.75	7.86	7.74	15.60
- Buyer credit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	802.00	802.00
Total loan from banks	**126.33**	**78.58**	**204.91**	**142.82**	**83.47**	**226.29**	**192.71**	**86.47**	**279.18**	**341.01**	**120.06**	**461.07**	**524.78**	**68.40**	**593.18**	**108.65**	**852.02**	**960.67**
From Others																		
- Vehicle loans	0.11	0.52	0.63	0.35	0.71	1.06	0.28	0.44	0.72	0.64	0.38	1.02	0.96	0.32	1.28	0.47	0.36	0.83
- Building loan	14.12	1.01	15.13	14.66	0.91	15.57	-	-	-	-	-	-	-	-	-	-	-	-
Total loan from others	**14.23**	**1.53**	**15.76**	**15.01**	**1.62**	**16.63**	**0.28**	**0.44**	**0.72**	**0.64**	**0.38**	**1.02**	**0.96**	**0.32**	**1.28**	**0.47**	**0.36**	**0.83**
Unsecured, Long-term borrowings																		
Term loan from banks	-	77.68	77.68	17.83	80.00	97.83	118.00	-	118.00	-	-	-	-	-	-	-	-	-
Finance lease obligation	368.23	118.41	486.64	328.68	105.19	433.87	104.36	39.21	143.57	-	-	-	-	-	-	-	-	-
Loan from directors	-	6.20	6.20	2.60	7.20	9.80	9.80	6.40	16.20	-	6.30	6.30	10.24	6.55	16.79	16.79	9.57	26.36
Total unsecured borrowings	**368.23**	**202.29**	**570.52**	**349.11**	**192.39**	**541.50**	**232.16**	**45.61**	**277.77**	**-**	**6.30**	**6.30**	**10.24**	**6.55**	**16.79**	**16.79**	**9.57**	**26.36**
TOTAL	**508.79**	**282.40**	**791.19**	**506.94**	**277.48**	**784.42**	**425.15**	**132.52**	**557.67**	**341.65**	**126.74**	**468.39**	**535.98**	**75.27**	**611.25**	**125.91**	**861.95**	**987.86**

Notes:

1. "Current maturities of long-term borrowings" are grouped under "Other current liabilities"
2. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM BORROWINGS:

Annexure - VIII A

Rupees in millions

Particulars	As at 30 September 2015			As at 31 March 2015			As at 31 March 2014			As at 31 March 2013			As at 31 March 2012			As at 31 March 2011		
	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total
Secured, Long-term borrowings																		
Term loans from banks																		
Canara Bank	72.11	62.06	134.17	96.86	71.66	168.52	169.03	80.75	249.78	332.76	114.78	447.54	515.69	60.57	576.26	98.92	41.26	140.18
Public Bank	-	-		-	-	-	-	-	-	-	1.03	1.03	0.98	1.19	2.17	1.87	1.02	2.89
ICICI Bank	3.43	1.84	5.27	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Yes Bank	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	802.00	802.00
Total term loans from banks	**75.54**	**63.90**	**139.44**	**96.86**	**71.66**	**168.52**	**169.03**	**80.75**	**249.78**	**332.76**	**115.81**	**448.57**	**516.67**	**61.76**	**578.43**	**100.79**	**844.28**	**945.07**
Building loan																		
Tata Capital	14.12	1.01	15.13	14.66	0.91	15.57	-	-	-	-	-	-	-	-	-	-	-	-
Total building loan	**14.12**	**1.01**	**15.13**	**14.66**	**0.91**	**15.57**	-	-	-	-	-	-	-	-	-	-	-	-
Vehicle loans																		
From banks																		
Canara Bank	5.40	2.05	7.45	6.46	1.94	8.40	4.47	1.06	5.53	-	-	-	-	-	-	-	-	-
HDFC Bank	14.82	4.03	18.85	16.15	3.55	19.70	16.86	3.19	20.05	4.44	2.82	7.26	2.88	2.95	5.83	5.28	3.35	8.63
ICICI Bank	20.09	6.50	26.59	23.35	6.32	29.67	2.35	1.47	3.82	3.81	1.33	5.14	5.13	3.33	8.46	2.12	3.99	6.11
Kotak Mahindra Bank	10.48	2.10	12.58	-	-	-	-	-	-	-	0.10	0.10	0.10	0.36	0.46	0.46	0.40	0.86
	50.79	**14.68**	**65.47**	**45.96**	**11.81**	**57.77**	**23.68**	**5.72**	**29.40**	**8.25**	**4.25**	**12.50**	**8.11**	**6.64**	**14.75**	**7.86**	**7.74**	**15.60**
From others																		
Reliance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.22	0.22
Tata Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04
ACDB Islamic Banking	-	-	-	-	-	-	-	0.33	0.33	0.26	0.28	0.54	0.49	0.23	0.72	-	-	-
Public Bank	0.11	0.52	0.63	0.35	0.71	1.06	0.28	0.11	0.39	0.38	0.10	0.48	0.47	0.09	0.56	0.47	0.10	0.57
	0.11	**0.52**	**0.63**	**0.35**	**0.71**	**1.06**	**0.28**	**0.44**	**0.72**	**0.64**	**0.38**	**1.02**	**0.96**	**0.32**	**1.28**	**0.47**	**0.36**	**0.83**
Total Secured long-term borrowings	**140.56**	**80.11**	**220.67**	**157.83**	**85.09**	**242.92**	**192.99**	**86.91**	**279.90**	**341.65**	**120.44**	**462.09**	**525.74**	**68.72**	**594.46**	**109.12**	**852.38**	**961.50**
Unsecured, Long-term borrowings																		
Term Loan from Banks	-	77.68	77.68	17.83	80.00	97.83	118.00	-	118.00	-	-	-	-	-	-	-	-	-
Loan from directors																		
Capt. P.V.K. Mohan	-	6.20	6.20	2.60	7.20	9.80	9.80	6.40	16.20	-	2.50	2.50	5.00	2.08	7.08	7.08	4.92	12.00
P. Sarat Kumar	-	-	-	-	-	-	-	-	-	-	1.88	1.88	1.88	2.06	3.94	3.94	3.49	7.43
P. Vivek Anand	-	-	-	-	-	-	-	-	-	-	1.92	1.92	3.36	2.41	5.77	5.77	1.16	6.93
Finance lease obligations																		
From others	368.23	118.41	486.64	328.68	105.19	433.87	104.36	39.21	143.57	-	-	-	-	-	-	-	-	-
Total unsecured long-term borrowings	**368.23**	**202.29**	**570.52**	**349.11**	**192.39**	**541.50**	**232.16**	**45.61**	**277.77**	**-**	**6.30**	**6.30**	**10.24**	**6.55**	**16.79**	**16.79**	**9.57**	**26.36**
TOTAL	**508.79**	**282.40**	**791.19**	**506.94**	**277.48**	**784.42**	**425.15**	**132.52**	**557.67**	**341.65**	**126.74**	**468.39**	**535.98**	**75.27**	**611.25**	**125.91**	**861.95**	**987.86**

Notes:

1. "Current maturities of long-term borrowings" are grouped under "Other current liabilities"
2. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM BORROWINGS: **Annexure - VIII B**

Terms and conditions of borrowings: **Rupees in millions**

Name of the lender	Outstanding as at 30 September 2015		Rate of interest p.a. (%)	Repayment Schedule	Sanctioned Amount	Securities offered	Prepayment clauses
	Disclosed under long-term borrowings	Disclosed under other current liabilities					
Term loans							
Canara Bank	-	10.74	Base rate + 3.5%	Repayable in 60 equal monthly installments of Rs. 1.86 millions commencing from April 2011.	116.00	The term loan is secured by exclusive charge on property admeasuring 913 square yards and 576 square yards along with construction thereon situated at Plot No.731, Phase II, Road No. 36, Jubilee Hills, Hyderabad. It is also secured by the personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director)	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied.
Canara Bank	35.46	29.30	Base rate + 3.5%	Repayable in 20 quarterly installments of Rs. 7.33 millions commencing from January 2013.	150.00	The term loan is secured by first charge on containers.It is also secured by the personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director).	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied.
Canara Bank	12.89	6.18	Base rate + 4.25%	Repayable in 60 monthly installments commencing from July 2013.	30.00	The term loan is secured by first charge on the Company's property in Navi Mumbai and the personal property of P. Sarat Kumar (Director). It is also secured by the personal guarantee of P. Sarat Kumar (Director)	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied at 2% of the liability if taken over by other bank or financial institution.
Canara Bank, Hong Kong	23.76	15.84	BPLR + 1%	Repayable in 20 quarterly installments commencing from April 2013.	USD 1.20 (Rs. 79.02)	The term loan is secured by way of an exclusive charge on the containers purchased out of the facility, first charge on the entire fixed assets and receivables of the Company, 30% margin by way of term deposit in the name of the Company and subsequent renewed deposit/ fresh lien deposits, along with accrued interest thereon, corporate guarantee of USD 2,000,000 provided by Seaways Shipping and Logistics Limited. The term loan is also secured by personal guarantee of Capt. P.V.K. Mohan and Mr. P. Vijayendra (Director of Maxicon Container Line Pte. Ltd.).	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied.
ICICI Bank	1.74	0.94	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	3.05	The term loan is secured by way of hypothecation of the vehicle.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.51	0.27	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.89	The term loan is secured by way of hypothecation of the vehicle.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.31	0.17	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.54	The term loan is secured by way of hypothecation of the vehicle.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.49	0.26	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.86	The term loan is secured by way of hypothecation of the vehicle.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.38	0.20	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.66	The term loan is secured by way of hypothecation of the vehicle.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
Building loan							
Tata Capital	14.12	1.01	12.40%	The outstanding loan is repayable in 120 monthly installments commencing from August 2014.	16.00	Building loan is secured by first charge on the Company's property in Chennai. The term loan is also secured by the personal guarantee of Capt P.V K Mohan (Chairman mid Managing Director), P. Sarat Kumar (Director) and P. Vivek Anand (Director).	None
Vehicle loans							
HDFC Bank	0.15	0.10	10.50%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.48	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	0.27	0.11	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.55	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM BORROWINGS:

Annexure - VIII B

Terms and conditions of borrowings:

Rupees in millions

Name of the lender	Outstanding as at 30 September 2015		Rate of interest p.a. (%)	Repayment Schedule	Sanctioned Amount	Securities offered	Prepayment clauses
	Disclosed under long-term borrowings	Disclosed under other current liabilities					
HDFC Bank	0.19	0.16	11.50%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.71	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
HDFC Bank	0.15	0.23	12.00%	Repayable in equated monthly installments from next month immediately after disbursement of loan	1.00	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	0.40	0.16	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.84	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
Canara Bank	0.44	0.19	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.95	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
Canara Bank	0.47	0.19	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.97	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
HDFC Bank	0.75	0.53	10.50%	Repayable in equated monthly installments from next month immediately after disbursement of loan	2.45	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	1.10	0.58	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	2.83	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
ICICI Bank	-	1.55	10.18%	Repayable in equated monthly installments from next month immediately after disbursement of loan	7.00	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
HDFC Bank	11.32	1.90	10.05%	Repayable in equated monthly installments from next month immediately after disbursement of loan	15.86	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	0.58	0.18	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.99	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
Canara Bank	1.62	0.47	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	2.57	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre closure by transfer to other banks.
Canara Bank	0.52	0.17	10.70%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.87	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
HDFC Bank	0.63	0.17	10.50%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.95	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
HDFC Bank	0.52	0.33	10.25%	Repayable in equated monthly installments from next month immediately after disbursement of loan	1.03	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
HDFC Bank	0.52	0.32	10.25%	Repayable in equated monthly installments from next month immediately after disbursement of loan	1.02	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM BORROWINGS:

Annexure - VIII B

Terms and conditions of borrowings:

Rupees in millions

Name of the lender	Outstanding as at 30 September 2015		Rate of interest p.a. (%)	Repayment Schedule	Sanctioned Amount	Securities offered	Prepayment clauses
	Disclosed under long-term borrowings	Disclosed under other current liabilities					
ICICI Bank	16.99	4.10	10.25%	Repayable in equated monthly installments from next month immediately after disbursement of loan	23.68	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
Kotak Mahindra Bank	0.97	0.20	9.88%	Repayable in equated monthly installments from next month immediately after disbursement of loan	1.20	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
Kotak Mahindra Bank	1.23	0.25	9.68%	Repayable in equated monthly installments from next month immediately after disbursement of loan	1.52	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
Kotak Mahindra Bank	0.70	0.14	9.69%	Repayable in equated monthly installments from next month immediately after disbursement of loan	0.87	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
Kotak Mahindra Bank	1.73	0.36	9.80%	Repayable in equated monthly installments from next month immediately after disbursement of loan	2.15	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
Kotak Mahindra Bank	5.85	1.15	9.15%	Repayable in equated monthly installments from next month immediately after disbursement of loan	7.00	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
HDFC Bank	0.59	0.29	10.50%	Repayable in equated monthly installments from next month immediately after disbursement of loan	1.21	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Public Bank, Malaysia	0.11	0.01	3.90%	Repayable in 84 equal monthly installments from next month immediately after disbursement of loan	MYR 0.06 (Rs. 0.91)	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Nil
Public Bank, Malaysia	-	0.51	2.90%	Repayable in 24 equal monthly installments from next month immediately after disbursement of loan	MYR 0.10 (Rs. 1.41)	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings	Nil
Unsecured long-term borrowings							
Canara Bank	-	77.68	Base rate + 3.5%	Repayable in 6 quarterly installments of Rs. 20 millions each commencing from April 2015.	240.00	The term loan is secured by the personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director), assets of Ashoka Poultry Farms, a firm in which Directors are Partners and the personal assets of Capt. P.V.K. Mohan (Chairman and Managing Director).	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied.
Capt. P.V.K.Mohan	-	6.20	Nil	Repayable from May 2013 in 6 monthly instalments of Rs. 0.30 millions each, 6 monthly instalment of Rs. 0.40 millions each, 6 monthly instalment of Rs. 0.50 millions each, 21 monthly instalment of Rs. 0.60 millions each, and one monthly instalment of Rs. 0.20 millions.	Not applicable	Not applicable	Not applicable
Finance lease obligation	368.23	118.41	Nil	Not applicable	Not applicable	Not applicable	Not applicable
Total	**508.79**	**282.40**					

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF PROVISIONS: **Annexure - IX**

Rupees in millions

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Provision for gratuity	19.34	1.62	17.19	1.52	14.70	2.43	14.87	2.22	13.28	2.22	10.09	0.90
Provision for compensated absences	14.43	4.97	13.30	5.04	10.57	4.63	10.51	2.51	5.12	3.12	5.47	3.14
Provision for other post retirement benefits	2.07	-	-	-	-	-	-	-	-	-	0.17	-
Provision for taxation	-	31.05	-	30.67	-	3.02	-	-	-	-	-	0.67
TOTAL	**35.84**	**37.64**	**30.49**	**37.23**	**25.27**	**10.08**	**25.38**	**4.73**	**18.40**	**5.34**	**15.73**	**4.71**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM BORROWINGS: **Annexure - X**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Secured, Short-term borrowings						
Loans repayable on demand						
- from banks - working capital loans	356.11	282.64	213.87	245.96	249.25	176.77
- from banks - overdraft facility	45.23	44.53	43.27	42.83	-	-
- from others - factoring loans	16.38	51.15	-	-	-	-
TOTAL	**417.72**	**378.32**	**257.14**	**288.79**	**249.25**	**176.77**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM BORROWINGS:

Annexure - X A

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Secured, Short-term borrowings						
Loans repayable on demand -						
Working capital loans from Banks						
Canara Bank	281.11	282.64	213.87	245.96	249.25	176.77
RBL Bank	75.00	-	-	-	-	-
Overdraft facility from Banks						
Canara Bank	45.23	44.53	43.27	42.83	-	-
Loans repayable on demand -						
Factoring loans from others						
Canbank Factor Ltd.	10.69	51.15	-	-	-	-
IFCI Factor Ltd.	5.69	-	-	-	-	-
TOTAL	**417.72**	**378.32**	**257.14**	**288.79**	**249.25**	**176.77**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM BORROWINGS: **Annexure - X B**

Terms and conditions of borrowings: **Rupees in millions**

Name of the lender	Outstanding as at 30 September 2015	Rate of interest p.a. (%)	Repayment Amount	Sanctioned Amount	Securities offered	Prepayment clauses
Working capital loans from banks						
Canara Bank	281.11	13.75%	Repayable on demand	300.00	Working capital loan from canara bank is secured by hypothecation of book debts, first charge on the properties belonging to Seaways Shipping and Logistics Limited and personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director).	Not applicable
RBL Bank	75.00	12.75%	Repayable on demand	100.00	Working capital loan from RBL bank is secured by pari passu charge on the entire current assets, pari passu second charge on the entire fixed assets of Seaways Shipping and Logistics Limited, executive charge by way of equitable mortgage on land situated at Sy. No. 352 & 351 Bommaraspet Village, Gram Panchayat, Shamirpet Mandal, R.R. District and personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director) and P. Vivek Anand (Director).	Not applicable
Overdraft facility from banks						
Canara Bank	45.23	Branch Prime Lending Rate + 1% p.a.	Repayable on demand	USD 0.80 (Rs. 52.68)	Overdraft facility limit is secured by way of 30% of term deposits in the name of Maxicon Container Line Pte. Ltd and subsequent renewed deposits/ fresh lein deposits, along with interest accrued thereon. First charge on the fixed assets and receivables of the Company. personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director) and Mr. P. Vijayendra. (Director of Maxicon Container Line Pte. Ltd.).	Not applicable
Factoring loans from others						
Canbank Factor Ltd.	10.69	14.25%	Repayable on demand	100.00	Factoring loan availed by Seaways Shipping and Logistics Limited from Canbank Factors Ltd. is secured by hypothecation of receivables identified for factoring, 1% cut back margin money on each realisation of factored debts and personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director) and P Vivek Anand (Director).	Not applicable
IFCI Factor Ltd.	5.69	14.50%	Repayable on demand	40.00	Factoring loan availed by Seaways Shipping and Logistics Limited from IFCI Ltd. is secured by hypothecation of receivables identified for factoring and personal guarantee of Capt P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director) and P. Vivek Anand (Director).	Not applicable
	417.72					

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF TRADE PAYABLES: **Annexure - XI**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Trade payables						
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	678.45	922.02	626.06	604.44	364.07	344.43
TOTAL	**678.45**	**922.02**	**626.06**	**604.44**	**364.07**	**344.43**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF OTHER CURRENT LIABILITIES,

Annexure - XII

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Other current liabilities						
Current maturities of long-term borrowings	163.99	172.29	93.31	126.74	75.27	861.95
Current maturities of finance lease obligation	118.41	105.19	39.21	-	-	-
Interest accrued but not due on borrowings	0.38	1.43	2.41	2.82	2.21	10.74
Advances received from customers	81.63	67.19	87.81	55.02	127.49	71.61
Capital creditors	1.41	-	-	-	-	-
Employee payable	31.71	7.18	23.05	4.12	6.57	4.05
Security deposit from customers	12.89	8.15	38.35	34.55	40.36	31.94
Book overdraft	3.42	6.46	15.73	13.68	33.63	3.02
Statutory liabilities	26.04	22.10	24.77	41.54	47.79	33.41
Accrued expenses	27.55	21.63	17.91	23.25	54.24	64.30
Derivative liabilities	-	-	-	-	-	53.08
TOTAL	**467.43**	**411.62**	**342.55**	**301.72**	**387.56**	**1,134.10**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS **Annexure - XIII**

Rupees in millions

Particulars	Gross block					Accumulated depreciation and amortisation					Net block
	As at 1 April 2010	Additions	Forex adjustment	Deletions/ other adjustment	As at 31 March 2011	As at 1 April 2010	Forex adjustment	Charge for the year	Deletions/ other adjustment	As at 31 March 2011	As at 31 March 2011
Tangible - owned											
Freehold land	179.36	-	-	-	179.36	-	-	-	-	-	179.36
Buildings	99.31	-	0.48	-	99.79	4.37	0.03	1.52	-	5.92	93.87
Plant and equipment	6.70	1.04	-	-	7.74	2.49	-	0.75	-	3.24	4.50
Heavy handling equipment	351.59	5.41	15.20	(6.92)	365.28	160.73	9.28	46.65	(1.18)	215.48	149.80
Vessels	1,436.73	32.86	-	(4.70)	1,464.89	133.09	-	92.44	-	225.53	1,239.36
Computers	28.41	3.81	0.13	-	32.35	16.57	0.11	5.96	-	22.64	9.71
Office equipment	49.78	5.37	0.29	(0.59)	54.85	12.26	0.12	3.83	(0.42)	15.79	39.06
Furniture and fixtures	73.59	0.81	0.22	-	74.62	17.77	0.17	4.93	-	22.87	51.75
Vehicles	69.07	10.33	0.07	(0.22)	79.25	22.76	0.04	7.26	(0.11)	29.95	49.30
	2,294.54	**59.63**	**16.39**	**(12.43)**	**2,358.13**	**370.04**	**9.75**	**163.34**	**(1.71)**	**541.42**	**1,816.71**
Less:											
Revaluation reserve [refer note 2 below]											(162.94)
Total tangible assets	**2,294.54**	**59.63**	**16.39**	**(12.43)**	**2,358.13**	**370.04**	**9.75**	**163.34**	**(1.71)**	**541.42**	**1,653.77**
Intangible - owned											
Computer software	3.32	1.98	-	-	5.30	0.55	-	0.77	-	1.32	3.98
Total intangible assets	**3.32**	**1.98**	**-**	**-**	**5.30**	**0.55**	**-**	**0.77**	**-**	**1.32**	**3.98**
Grand total	**2,297.86**	**61.61**	**16.39**	**(12.43)**	**2,363.43**	**370.59**	**9.75**	**164.11**	**(1.71)**	**542.74**	**1,657.75**

Notes:

1. The title deeds of Land and Buildings aggregating to Rs. 69.90 millions are pending transfer to the Company's name.
2. Land held by the Group and the land transferred on amalgamation were revalued by a reputed firm of valuers as on March 31, 2008, resulting in increase in their net values by Rs. 99.51 millions and Rs. 63.43 millions respectively, which was credited to revaluation reserve. The balance outstanding in revaluation reserve amounting to Rs. 162.94 million as on 31 March 2011 has been deducted from the fixed assets in accordance with the requirement of the SEBI regulations in these Restated Consolidated Summary Statements.
3. Gross block of vessels includes foreign exchange gains (losses) aggregating to (Rs. 29.18) millions adjusted to the cost of the asset.
4. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS — **Annexure - XIII**

Rupees in millions

Particulars	Gross block					Accumulated depreciation and amortisation					Net Block
	As at 1 April 2011	Additions	Forex adjustment	Deletions/ other adjustment	As at 31 March 2012	As at 1 April 2011	Forex adjustment	Charge for the year	Deletions/ other adjustment	As at 31 March 2012	As at 31 March 2012
Tangible - owned											
Freehold land	179.36	-	-	-	179.36	-	-	-	-	-	179.36
Buildings	99.79	-	0.96	-	100.75	5.92	0.10	1.54	-	7.56	93.19
Plant and equipment	7.74	1.65	-	-	9.39	3.24	-	0.94	-	4.18	5.21
Heavy handling equipment	365.28	157.70	19.03	(126.76)	415.25	215.48	13.63	40.94	(80.46)	189.59	225.66
Vessels	1,464.89	57.87	-	(735.85)	786.91	225.53	-	103.27	(156.13)	172.67	614.24
Computers	32.35	7.67	0.61	(0.11)	40.52	22.64	0.27	5.19	(0.06)	28.04	12.48
Office equipment	54.85	3.00	0.80	(0.14)	58.51	15.79	0.39	3.84	(0.03)	19.99	38.52
Furniture and fixtures	74.62	1.39	0.51	(0.02)	76.50	22.87	0.37	5.20	(0.01)	28.43	48.07
Vehicles	79.25	14.09	0.26	(5.38)	88.22	29.95	0.13	8.10	(2.71)	35.47	52.75
	2,358.13	**243.37**	**22.17**	**(868.26)**	**1,755.41**	**541.42**	**14.89**	**169.02**	**(239.40)**	**485.93**	**1,269.48**
Less:											
Revaluation reserve [refer note 3 below]											(162.94)
Total tangible assets	**2,358.13**	**243.37**	**22.17**	**(868.26)**	**1,755.41**	**541.42**	**14.89**	**169.02**	**(239.40)**	**485.93**	**1,106.54**
Intangible - owned											
Computer software	5.30	2.05	-	-	7.35	1.32	-	1.05	-	2.37	4.98
Total intangible assets	**5.30**	**2.05**	**-**	**-**	**7.35**	**1.32**	**-**	**1.05**	**-**	**2.37**	**4.98**
Grand total	**2,363.43**	**245.42**	**22.17**	**(868.26)**	**1,762.76**	**542.74**	**14.89**	**170.07**	**(239.40)**	**488.30**	**1,111.52**

Notes:

1. Depreciation for the year includes Rs. 1.57 millions towards depreciation on foreign exchange differences capitalised.
2. During the year, foreign exchange fluctuation loss amounting to Rs. 11.15 millions has been capitalised to the block of fixed assets pursuant to notification no G.S.R. 225 (E) dated March 31, 2009. The notification was valid upto March 31, 2011 and subsequently was extended upto 31 March 2012 based on notification no. G.S.R 378(E).
3. Land held by the Group and the land transferred on amalgamation were revalued by a reputed firm of valuers as on March 31, 2008, resulting in increase in their net values by Rs. 99.51 millions and Rs. 63.43 millions respectively, which was credited to revaluation reserve. The balance outstanding in revaluation reserve amounting to Rs. 162.94 million as on 31 March 2012 has been deducted from the fixed assets in accordance with the requirement of the SEBI regulations in these Restated Consolidated Summary Statements.
4. The title deeds of Land and Buildings aggregating to Rs. 69.12 millions are pending transfer from the erstwhile subsidiary name.
5. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS **Annexure - XIII**

Rupees in millions

Particulars	Gross block					Accumulated depreciation and amortisation					Net Block
	As at 1 April 2012	Additions/ Adjustment	Forex adjustment	Deletions/ other adjustment	As at 31 March 2013	As at 1 April 2012	Forex adjustment	Charge for the year	Deletions/ other adjustment	As at 31 March 2013	As at 31 March 2013
Tangible - owned											
Freehold land (refer note 1 below	179.36	100.59	-	-	279.95	-	-	-	-	-	279.95
Buildings	100.75	-	1.08	-	101.83	7.56	0.18	1.55	-	9.29	92.54
Plant and equipment	9.39	2.50	-	-	11.89	4.18	-	1.01	-	5.19	6.70
Heavy handling equipment	415.25	89.70	22.89	(190.83)	337.01	189.59	12.63	42.32	(118.41)	126.13	210.88
Vessels	786.91	-	-	(786.91)	-	172.67	-	31.27	(203.94)	-	-
Computers	40.52	5.82	0.92	(0.15)	47.11	28.04	(0.21)	5.07	(0.12)	32.78	14.33
Office equipment	58.51	2.63	(1.14)	(0.11)	59.89	19.99	(1.42)	3.74	(0.02)	22.29	37.60
Furniture and fixtures	76.50	0.88	0.16	(0.01)	77.53	28.43	0.07	5.18	(0.00)	33.68	43.85
Vehicles	88.22	6.53	0.36	(11.22)	83.89	35.47	(1.74)	7.72	(6.24)	35.21	48.68
Total tangible assets	**1,755.41**	**208.65**	**24.27**	**(989.23)**	**999.10**	**485.93**	**9.51**	**97.86**	**(328.73)**	**264.57**	**734.53**
Intangible - owned											
Computer software	7.35	0.01	-	-	7.36	2.37	-	1.19	-	3.56	3.80
Total intangible assets	**7.35**	**0.01**	**-**	**-**	**7.36**	**2.37**	**-**	**1.19**	**-**	**3.56**	**3.80**
Grand total	**1,762.76**	**208.66**	**24.27**	**(989.23)**	**1,006.46**	**488.30**	**9.51**	**99.05**	**(328.73)**	**268.13**	**738.33**

Note:

1.The Group had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the year, the Group further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions has been shown as addition above with corresponding amount credited to Revaluation reserve account. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the outstanding balance in revaluation reserve account was Rs. nil as at 31 March 2013, no revaluation related amount has been deducted from fixed assets in these Restated Consolidated Summary Statements as at 31 March 2013.

2. The title deeds of Land and Buildings aggregating to Rs. 69.12 millions are pending transfer from the erstwhile subsidiary name.

3. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS **Annexure - XIII**

Rupees in millions

Particulars	Gross block					Accumulated depreciation and amortisation					Net block
	As at 1 April 2013	Additions	Forex adjustment	Deletions/ other adjustment	As at 31 March 2014	As at 1 April 2013	Forex adjustment	Charge for the year	Deletions/ other adjustment	As at 31 March 2014	As at 31 March 2014
Tangible - owned											
Freehold land	279.95	-	-	-	279.95	-	-	-	-	-	279.95
Buildings	101.83	-	(0.33)	-	101.50	9.29	(0.05)	1.78	-	11.02	90.48
Plant and equipment	11.89	-	-	-	11.89	5.19	-	1.27	-	6.46	5.43
Heavy handling equipment	337.01	0.99	-	(12.81)	325.19	126.13	-	37.97	(9.21)	154.89	170.30
Computers	47.11	3.20	-	(0.97)	49.34	32.78	-	7.95	(0.96)	39.77	9.57
Office equipment	59.89	2.92	(0.19)	(0.29)	62.33	22.29	(0.10)	2.94	(0.10)	25.03	37.30
Furniture and fixtures	77.53	0.91	(0.02)	(0.01)	78.41	33.68	(0.00)	4.77	(0.00)	38.45	39.96
Vehicles	83.89	30.82	(0.05)	(5.31)	109.35	35.21	(0.05)	7.65	(3.88)	38.93	70.42
							-	-	-		
Tangible - leased							-	-	-		
Heavy handling equipment	-	153.02	-	-	153.02	-	-	12.30	-	12.30	140.72
Total tangible assets	**999.10**	**191.86**	**(0.59)**	**(19.39)**	**1,170.98**	**264.57**	**(0.20)**	**76.63**	**(14.15)**	**326.85**	**844.13**
Intangible - owned											
Computer software	7.36	0.23	-	-	7.59	3.56	-	1.22	-	4.78	2.81
Total intangible assets	**7.36**	**0.23**	**-**	**-**	**7.59**	**3.56**	**-**	**1.22**	**-**	**4.78**	**2.81**
Grand total	**1,006.46**	**192.09**	**(0.59)**	**(19.39)**	**1,178.57**	**268.13**	**(0.20)**	**77.85**	**(14.15)**	**331.63**	**846.94**

Note:

1.The Group had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the previous year, the Group has further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions was further credited to Revaluation reserve account . The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the outstanding balance in revaluation reserve account was Rs. nil as at 31 March 2014, no revaluation related amount has been deducted from fixed assets in these Restated Consolidated Summary Statements as at 31 March 2014.

2. The title deeds of Land and Buildings aggregating to Rs. 69.12 millions are pending transfer from the erstwhile subsidiary name.

3. Heavy handling equipment leased represents assets obtained under finance lease agreement.

4. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS **Annexure - XIII**

Rupees in millions

Particulars	Gross block					Accumulated depreciation and amortisation					Net block
	As at 1 April 2014	Additions	Forex adjustment	Deletions/ other adjustment	As at 31 March 2015	As at 1 April 2014	Forex adjustment	Charge for the year	Deletions/ other adjustment	As at 31 March 2015	As at 31 March 2015
Tangible - owned											
Freehold land	279.95	-	-	-	279.95	-	-	-	-	-	279.95
Buildings	101.50	22.11	(0.73)	-	122.88	11.02	(0.16)	1.88	-	12.74	110.14
Plant and equipment	11.89	1.36	-	-	13.25	6.46	-	0.51	-	6.97	6.28
Heavy handling equipment	325.19	0.06	-	(3.66)	321.59	154.89	-	5.16	(3.08)	156.97	164.62
Computers	49.34	2.79	0.25	-	52.38	39.77	0.06	6.59	-	46.42	5.96
Office equipment	62.33	3.41	(0.08)	(1.05)	64.61	25.03	(0.13)	10.64	(0.66)	34.88	29.73
Furniture and fixtures	78.41	4.76	(0.98)	(0.06)	82.13	38.45	(0.87)	12.30	(0.02)	49.86	32.27
Vehicles	109.35	43.40	0.92	(8.65)	145.02	38.93	1.85	16.83	(6.52)	51.09	93.93
Leasehold improvements	-	1.12	-	-	1.12	-	-	-	-	-	1.12
							-	-	-		
Tangible - leased							-	-	-		
Heavy handling equipment	153.02	360.03	(14.63)	-	498.42	12.30	(6.75)	23.36	-	28.91	469.51
Total tangible assets	**1,170.98**	**439.04**	**(15.25)**	**(13.42)**	**1,581.35**	**326.85**	**(6.00)**	**77.27**	**(10.28)**	**387.84**	**1,193.51**
Intangible - owned											
Computer software	7.59	5.84	-	-	13.43	4.78	-	1.87	-	6.65	6.78
Total intangible assets	**7.59**	**5.84**	**-**	**-**	**13.43**	**4.78**	**-**	**1.87**	**-**	**6.65**	**6.78**
Grand total	**1,178.57**	**444.88**	**(15.25)**	**(13.42)**	**1,594.78**	**331.63**	**(6.00)**	**79.14**	**(10.28)**	**394.49**	**1,200.29**

Note:

1. The Group had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the year ended 31 March 2013, the Group had further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions was further credited to Revaluation reserve account. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the outstanding balance in revaluation reserve account was Rs. nil as at 31 March 2015, no revaluation related amount has been deducted from fixed assets in these Restated Consolidated Summary Statements as at 31 March 2015.

2. Heavy handling equipment leased represents assets obtained under finance lease agreement.

3. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS **Annexure - XIII**

Rupees in millions

Particulars	Gross block					Accumulated depreciation and amortisation					Net block
	As at 1 April 2015	Additions	Forex adjustment	Deletions/ other adjustment	As at 30 September 2015	As at 1 April 2015	Forex adjustment	Charge for the period	Deletions/ other adjustment	As at 30 September 2015	As at 30 September 2015
Tangible - owned											
Freehold land	279.95	-	-	-	279.95	-	-	-	-	-	279.95
Buildings	122.88	-	(0.99)	-	121.89	12.74	(0.22)	1.03	-	13.55	108.34
Plant and equipment	13.25	0.56	0.61	-	14.42	6.97	0.60	0.27	-	7.84	6.58
Heavy handling equipment	321.59	5.41	15.69	(1.10)	341.59	156.97	4.48	9.18	(0.12)	170.51	171.08
Computers	52.38	1.59	0.04	(0.04)	53.97	46.42	0.03	2.07	(0.02)	48.50	5.47
Office equipment	64.61	1.41	(2.14)	-	63.88	34.88	(1.62)	4.71	-	37.97	25.91
Furniture and fixtures	82.13	4.35	0.45	(0.06)	86.87	49.86	0.42	5.09	(0.04)	55.33	31.54
Vehicles	145.02	21.46	(0.42)	(9.55)	156.51	51.09	(0.18)	8.84	(8.50)	51.25	105.26
Leasehold improvements	1.12	-	0.61	-	1.73	-	0.44	0.09	-	0.53	1.20
Tangible - leased											
Heavy handling equipment	498.42	101.54	(7.45)	-	592.51	28.91	(2.75)	17.94	-	44.10	548.41
Total tangible assets	**1,581.35**	**136.32**	**6.40**	**(10.75)**	**1,713.32**	**387.84**	**1.20**	**49.22**	**(8.68)**	**429.58**	**1,283.74**
Intangible - owned											
Computer software	13.43	0.04	0.05	-	13.52	6.65	(0.00)	1.17	-	7.82	5.70
Total intangible assets	**13.43**	**0.04**	**0.05**	**-**	**13.52**	**6.65**	**(0.00)**	**1.17**	**-**	**7.82**	**5.70**
Grand total	**1,594.78**	**136.36**	**6.45**	**(10.75)**	**1,726.84**	**394.49**	**1.20**	**50.39**	**(8.68)**	**437.40**	**1,289.44**

Note:

1. The Group had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the year ended 31 March 2013, the Group had further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions was further credited to Revaluation reserve account. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the outstanding balance in revaluation reserve account was Rs. nil as at 30 September 2015, no revaluation related amount has been deducted from fixed assets in these Restated Consolidated Summary Statements as at 30 September 2015.

2. Heavy handling equipment leased represents assets obtained under finance lease agreement.

3. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF NON-CURRENT INVESTMENTS: **Annexure - XIV**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Long-term, Trade investments, unquoted at cost						
Investments in equity shares of AED 1,000/- each fully paid-up in foreign joint venture:						
Seaways Mcquilling Container FZC, Sharjah	0.20	0.20	-	-	-	-
Less: Provision for diminution in value of investment	0.20	0.20	-	-	-	-
TOTAL	-	-	-	-	-	-
Aggregate amount of unquoted investments	-	-	-	-	-	-

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM AND SHORT-TERM LOANS AND ADVANCES: **Annexure - XV**

Rupees in millions

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Unsecured, considered good unless other wise stated												
Capital advances	10.09	-	-	-	-	-	0.10	-	-	-	-	-
Advance to suppliers	-	152.45	-	157.28	-	105.96	-	56.13	-	85.08	-	56.33
Prepaid expenses	-	5.63	-	6.53	-	3.01	-	10.97	0.02	16.33	-	20.41
Advance to employees	-	4.51	-	3.76	-	4.30	-	5.72	-	6.25	-	4.22
Deposits	70.14	2.88	62.45	2.95	59.45	11.69	45.44	7.05	12.59	33.42	8.96	31.07
Advance income tax (net)	121.83	-	97.55	-	83.69	0.83	98.66	13.89	62.14	54.60	48.98	56.49
Balance with statutory authorities	15.45	-	14.14	-	12.00	-	-	-	-	-	-	-
Service tax receivable	-	2.20	-	8.89	-	10.40	-	-	-	-	-	3.89
Other loans and advances	-	2.95	-	6.96	-	-	-	0.03	-	-	-	11.64
TOTAL	**217.51**	**170.62**	**174.14**	**186.37**	**155.14**	**136.19**	**144.20**	**93.79**	**74.75**	**195.68**	**57.94**	**184.05**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF OTHER NON-CURRENT ASSETS AND OTHER CURRENT ASSETS:

Annexure - XVI

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Other non-current assets						
(Unsecured, considered good)						
Bank deposits due to mature after 12 months of the reporting date (held as margin money)	1.07	1.52	2.38	3.50	8.45	4.98
Deferred borrowing cost	-	-	0.63	1.27	4.59	5.38
Others	-	-	2.72	5.11	3.55	0.30
	1.07	**1.52**	**5.73**	**9.88**	**16.59**	**10.66**
Other current assets						
(Unsecured, considered good)						
Interest accrued but not due	0.05	0.05	0.17	0.19	0.09	13.33
Deferred borrowing cost	0.32	0.63	0.63	3.32	3.32	2.69
Unbilled revenue	32.71	46.21	46.06	4.26	7.66	4.55
Other receivables	0.70	-	2.24	1.94	4.26	5.51
	33.78	**46.89**	**49.10**	**9.71**	**15.33**	**26.08**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF TRADE RECEIVABLES: **Annexure - XVII**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Receivables outstanding for a period exceeding six months from the date they became due for payment						
Unsecured, considered good	160.19	168.50	103.72	71.55	67.56	58.19
Unsecured, considered doubtful	135.37	135.37	92.47	61.70	35.42	21.08
	295.56	303.87	196.19	133.25	102.98	79.27
Less: Provision for bad and doubtful receivables	135.37	135.37	92.47	61.70	35.42	21.08
	160.19	168.50	103.72	71.55	67.56	58.19
Others						
- Unsecured, considered good	700.72	817.01	493.27	519.49	207.39	330.53
TOTAL	**860.91**	**985.51**	**596.99**	**591.04**	**274.95**	**388.72**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF INVENTORIES: **Annexure - XVIII**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Inventories						
(at lower of cost or net realisable value)						
Stores and spares	-	-	-	-	4.42	5.48
Consumables	-	-	-	-	22.27	33.09
TOTAL	**-**	**-**	**-**	**-**	**26.69**	**38.57**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF CASH AND BANK BALANCES:

Annexure - XIX

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Cash and cash equivalents:						
- Cash in hand (refer note (i) below)	3.26	2.25	3.08	2.66	2.43	1.35
- Cheques on hand	-	9.86	-	-	2.63	1.83
- Funds in transit	1.97	-	-	-	-	-
Balances with banks						
- in current accounts	150.90	206.75	174.61	78.40	89.02	65.95
- in exchange earner's foreign currency account	1.04	2.47	1.02	2.98	0.07	0.08
- in deposit account (with original maturity of 3 months or less) (refer note (ii) below)	1.12	10.33	-	1.70	-	309.73
	158.29	231.66	178.71	85.74	94.15	378.94
Other bank balances						
- in deposit accounts (refer note (iii), (iv) and (v) below)	30.81	24.82	19.81	25.49	9.96	1.54
TOTAL	**189.10**	**256.48**	**198.52**	**111.23**	**104.11**	**380.48**

(i) Cash in hand held in foreign currency	0.10	0.39	1.12	0.21	0.21	-
(ii) Deposits towards Escrow account	-	-	-	-	-	210.00
(iii) Deposits maintained in current account which is under lien with custom port authorities.	2.86	-	-	-	-	-
(iv) Deposits placed with customs and port autorities for licenses	0.24	0.52	1.03	1.03	-	-
(v) Margin money deposits given against bank guarantee	24.90	7.14	3.40	23.45	9.46	0.59
(vi) Margin money by Canara Bank towards factoring of trade receivables	2.20	0.32	-	-	-	-

Notes:

Details of bank balances/ deposits

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Bank balances available on demand/deposits with original maturity of 3 months or less included under 'cash and cash equivalents'	153.06	219.55	175.63	83.08	89.09	375.76
Bank deposit due to mature within 12 months of the reporting date included under 'Other bank balances'	30.81	24.82	19.81	25.49	9.96	1.54
Bank deposit due to mature after 12 months of the reporting date included under "Other non-current assets'	1.07	1.52	2.38	3.50	8.45	4.98
TOTAL	**184.94**	**245.89**	**197.82**	**112.07**	**107.50**	**382.28**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF REVENUE FROM OPERATIONS: **Annexure - XX**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Revenue from operations						
Stevedoring	71.59	251.91	151.20	148.74	239.95	268.39
Vessel agency	23.14	42.30	189.63	169.06	194.30	151.79
Clearing and forwarding and freight forwarding	1,475.02	3,485.93	2,968.60	1,767.78	1,668.36	1,306.64
Container line	1,619.79	3,243.31	2,932.80	2,672.37	2,677.13	2,741.99
Liner agency	42.66	126.91	694.18	1,342.93	624.77	562.94
TOTAL	**3,232.20**	**7,150.36**	**6,936.41**	**6,100.88**	**5,404.51**	**5,031.75**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF OTHER INCOME: **Annexure - XXI**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011	Nature (Recurring / Non Recurring)	Related / Not Related to Business Activity
Other income, as restated	7.03	14.48	21.62	42.64	25.27	39.41		
Net profit/ (loss) before tax, as restated	54.48	323.62	181.81	(397.30)	(686.17)	(144.58)		
Other income as a % of net profit	12.90%	4.47%	11.89%	-10.73%	-3.68%	-27.26%		
Source of other income								
Interest on bank deposits	0.85	0.98	0.73	1.38	4.82	19.66	Recurring	Not related
Interest - others	-	1.03	5.28	5.40	3.25	1.86	Recurring	Not related
Payables written back	-	2.26	12.23	18.70	4.89	17.50	Recurring	Related
Profit on sale of assets	2.32	2.14	-	16.41	11.08	-	Recurring	Not related
Miscellaneous income	3.86	8.07	3.38	0.75	1.23	0.39	Recurring	Not related
TOTAL	**7.03**	**14.48**	**21.62**	**42.64**	**25.27**	**39.41**		

Notes:

1. The classification of 'Other income' as Recurring / Non-recurring and Related / Not related to business activities is based on the current operations and business activities of the Company as determined by the Management.

2. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF COST OF SERVICES: **Annexure - XXII**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Stevedoring expenses	60.32	232.49	126.99	112.44	203.80	228.36
Vessel agency expenses	16.53	26.31	154.81	139.89	178.44	131.86
Clearing and forwarding and freight forwarding expenses	1,224.84	2,938.87	2,490.48	1,430.45	1,258.58	1,067.93
Container line expenses	1,319.03	2,584.69	2,549.97	2,449.50	2,765.13	2,632.67
Liner agency expenses	31.21	90.15	614.01	1,166.49	514.14	495.38
	2,651.93	**5,872.51**	**5,936.26**	**5,298.77**	**4,920.09**	**4,556.20**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF EMPLOYEE BENEFITS EXPENSES: **Annexure - XXIII**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Salaries, bonus and other allowances	206.02	353.69	303.23	259.82	208.53	154.58
Directors' remuneration	20.00	33.50	25.70	25.20	22.95	13.60
Contribution to provident and other funds	9.88	18.18	17.67	12.25	21.65	18.61
Staff welfare expenses	5.18	9.93	8.74	8.56	11.02	8.44
TOTAL	**241.08**	**415.30**	**355.34**	**305.83**	**264.15**	**195.23**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF FINANCE COSTS: **Annexure - XXIV**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Interest on term loans	19.41	44.10	52.55	80.92	98.31	26.13
Interest on working capital loans	24.13	41.83	34.19	34.14	34.68	84.63
Interest on finance lease obligation	14.88	17.50	3.94	-	-	-
Interest - others	3.41	1.56	1.75	1.33	1.70	1.99
Other borrowing costs	3.56	3.27	6.55	8.92	9.86	15.77
TOTAL	**65.39**	**108.26**	**98.98**	**125.31**	**144.55**	**128.52**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF OTHER EXPENSES: **Annexure - XXV**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Business promotion	20.68	48.80	29.35	22.98	20.73	8.74
Office maintenance	12.66	22.24	15.54	16.02	13.09	10.24
Travel and conveyance	34.04	48.31	38.75	37.35	34.42	26.49
Legal and professional charges	8.23	18.21	14.10	8.51	14.06	12.98
Electricity	6.61	11.16	10.55	10.24	7.27	6.30
Rent	22.25	40.41	43.63	37.40	33.18	28.23
Communication expenses	10.58	21.14	22.89	25.24	19.12	17.28
Rates and taxes	4.70	10.06	12.24	15.57	5.93	4.48
Provision for bad and doubtful receivables	-	42.90	30.77	26.28	14.34	21.08
Printing and stationery	3.44	8.46	6.65	6.01	6.64	5.95
Insurance	3.55	5.89	6.39	7.00	5.31	4.64
Repairs and maintenance - others	3.25	8.66	10.79	8.61	6.01	5.46
Auditors remuneration*						
- Audit fees	4.59	6.15	5.42	4.10	3.73	4.37
- Other services	0.59	0.51	-	-	-	0.20
- Out of pocket expenses	0.02	0.16	0.11	0.11	0.10	0.08
Loss on disposal of fixed assets (net)	-	-	2.65	-	-	1.85
Loss on foreign currency transactions, net	34.90	58.41	49.08	1.43	6.94	5.36
Directors' sitting fee	0.10	0.05	0.16	0.16	0.16	-
Bank charges	2.71	4.75	3.20	3.70	1.80	2.17
Bad debts written off	-	-	0.71	4.05	1.77	-
Provision for diminution in value of investment	-	0.20	-	-	-	-
Miscellaneous expenses	3.06	9.54	4.81	11.68	4.47	5.78
TOTAL	**175.96**	**366.01**	**307.79**	**246.44**	**199.07**	**171.68**

* includes remuneration paid to auditors of respective consolidated entities.

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES: **Annexure - XXVI**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
A) Pending litigation:						
a) Income-tax matters in dispute for reduction in losses by Rs. 57.26 millions, appeal filed by the Group	-	-	-	-	-	-
b) Income-tax matters in dispute, appeals filed by the authorities. No provision in respect thereof has been made.	3.67	3.67	-	-	-	-
c) Other matters in dispute with suppliers, customers and government authorities, pending litigation filed against and by the Company. No provision in respect thereof has been made.	24.50	24.50	8.87	-	-	4.05
d) Claims against the Company not acknowledged as debts in respect of:						
- Service tax matters	303.37	299.71	294.47	207.46	153.06	269.65
- Income-tax matters	-	-	-	-	14.14	10.61
No provision in respect thereof has been made.						
B) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-	-	-	-	-
TOTAL	**331.54**	**327.88**	**303.34**	**207.46**	**167.20**	**284.31**

Note:

1. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII**

List of related parties

Name of the related party	Nature of the Relation as at					
	As at 30 September 2015	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**	**As at 31 March 2012**	**As at 31 March 2011**
Ashoka Poultry Farms	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners
Capt. P V K Mohan (Chairman and Managing Director)	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel
P. Sarat Kumar (Director)	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel
P. Vivek Anand (Director)	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel
Murali Krishnaswamy (Chief Financial Officer) (refer note 1 and 3 below)	Key Management Personnel	Key Management Personnel	-	-	-	-
T V Satish Babu (Company Secretary) (refer note 1 below)	Key Management Personnel	Key Management Personnel	-	-	-	-
P Satya Ridhima	Relative of Key Managerial Personnel	-	-	-	-	-
P Vijayendra	Relative of Key Managerial Personnel	-	-	-	-	-
R Ramesh (Director) (refer note 2 below)	-	-	-	Key Management Personnel	Key Management Personnel	Key Management Personnel

Notes:

1. As per the requirements of Companies Act 2013, Chief Financial Officer (CFO) and Company Secretary need to be considered as Key Management Personnel effective from 1 April 2014.
2. upto 31 March 2013
3. upto 10 March 2016
4. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII A**

Related party transactions:

Rupees in millions

Particulars	Name of the individuals	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Loan taken	Capt. P V K Mohan	-	-	20.00	-	-	15.00
	P. Sarat Kumar	-	-	-	-	-	9.90
	P.Vivek Anand	-	-	-	-	-	7.50
Repayment of Loan	Capt. P V K Mohan	3.60	6.40	6.30	4.58	4.92	3.00
	P. Sarat Kumar	-	-	1.88	2.06	3.49	2.48
	P.Vivek Anand	-	-	1.92	3.85	1.16	0.57
Assets secured against loan availed by the Company	Ashoka Poultry Farms	-	-	-	115.16	-	-
Remuneration	Capt. P V K Mohan	7.60	12.70	9.70	7.20	6.57	4.00
	P. Sarat Kumar	6.20	10.40	8.00	6.00	5.46	3.20
	P.Vivek Anand	6.20	10.40	8.00	6.00	5.46	3.20
	Murali Krishnaswamy	2.38	3.65	-	-	-	-
	T V Satish Babu	0.99	1.62	-	-	-	-
	R. Ramesh	-	-	-	6.00	5.46	3.20
	P. Vijayendra	1.77	2.17	4.60	-	-	-
Legal and professional Services	P Satya Ridhima	0.79	-	-	-	-	-

Notes:

1. Key Managerial Person remuneration does not include gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.
2. Refer Annexure VIII B for details of guarantees given by directors for loans availed by the Company.
3. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII B**

Receivables and payables to related parties:

Rupees in millions

Sl No.	Related party	Due from/ to related parties	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
1	Ashoka Poultry Farms	Assets secured against loan availed by the Company	77.68	96.47	118.00	115.16	-	-
2	Capt. P V K Mohan	Loan payable	6.20	9.80	16.20	2.50	7.08	12.00
		Remuneration payable	0.96	-	-	-	-	-
3	P. Sarat Kumar	Loan payable	-	-	-	1.88	3.94	7.43
		Remuneration payable	0.79	-	-	-	-	-
4	P. Vivek Anand	Loan payable	-	-	-	1.92	5.77	6.93
		Remuneration payable	0.79	-	-	-	-	-
5	Murali Krishnaswamy	Remuneration payable	0.26	-	-	-	-	-
6	T V Satish Babu	Remuneration payable	0.14	-	-	-	-	-
7	P. Vijayendra	Remuneration payable	0.16	-	-	-	-	-

Note:

1. Refer Annexure VIII B for details of guarantees given by directors for loans availed by the Company.
2. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF DIVIDEND:

Annexure - XXVIII

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Paid-up equity share capital						
Amount of dividend on equity shares	-	21.48	-	-	-	-
Rate (%) of dividend	-	20%	-	-	-	-
Corporate Dividend Tax	-	3.65	-	-	-	-

Notes:

1. The dividend disclosed is excluding tax payable on such dividend.
2. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

NOTES ANNEXED TO AND FORMING PART OF RESTATED CONSOLIDATED SUMMARY STATEMENTS: **Annexure - XXIX**

OTHER SIGNIFICANT NOTES:

(i) In view of accumulated losses and the absence of the virtual certainty supported by convincing evidence required under – "Accounting for taxes on income", net deferred tax assets on provision for bad and doubtful receivables (after considering the deferred tax liability on fixed assets), unabsorbed depreciation and carried forward losses have not been recognised as there are no timing differences, the reversal of which, will result in sufficient taxable income. Accordingly, SSLL has recognised deferred tax asset only to the extent of available deferred tax liability.

(ii) **Financial year ended 31 March 2012:**

Exceptional item

(ii) (a) During the year ended 31 March 2012, the vessel, 'M.V.Seaways Valour' had developed repeated technical deficiencies and as a result continuously broke-down leaving the well-planned and coordinated vessel schedules in disarray due to which the Group besides incurring enormous expenditure on repairs had to also encounter consequential losses arising out of missing connecting vessel schedules, delays in delivery of services to the customers, etc. After making a technical evaluation of the pliability of the vessel, the Group decided to dispose off/ scrap the vessel in the best interest of the organisation to avoid further losses in this regard. Consequently, the vessel was sold for scrap on 28 December 2011 at a book loss of Rs. 418.02 millions and the same had been disclosed as an exceptional item in the Statement of Profits and Losses for the year ended 31 March 2012.

(iii) **Financial year ended 31 March 2013:**

(iii) (a) **Scheme of amalgamation and arrangement**

A) Amalgamation of Levan Marine Services Private Limited with the company

i. The Scheme of Amalgamation and Arrangement ('the Scheme') pursuant to Section 391 to 394 read with Section 78, 100 and 103 of the Companies Act, 1956, for reorganisation and capital reduction of the Company and amalgamation of Levan Marine Services Private Limited ("LMSPL" or the "Transferor Company") with Seaways Shipping and Logistics Limited ("the Company" or the "the Transferee Company") approved by the Board of Director of both the Companies, was subsequently sanctioned by the Honourable High Court of Andhra Pradesh (the High Court) vide order dated 21 September 2013 ('the Order date'). The Company filed the certified copy of the Order passed with the Registrar of Companies of Hyderabad, Andhra Pradesh on 30 September 2013 being 'the Effective Date'.

ii. The Honourable High Court dispensed with the convening of the meetings of Shareholders of the Transferor Company and the creditors of the Transferee Company vide its order dated 23 July 2013.

iii. Upon the aforesaid approval, the assets and liabilities of LMSPL have been transferred to and vested in the Company with retrospective effect from 1 March 2013 ('the Appointed date'). The Scheme had accordingly been given effect to in these financial statements for the year ended 31 March 2013.

iv. LMSPL was a wholly owned subsidiary of the Company and was engaged in the business of transportation, marine survey and liner agency.

v. The arrangement has been accounted for under the 'pooling of interest' method referred to in Accounting Standard 14 - Accounting for Amalgamation. The investment in the equity share capital of LMSPL as appearing in the books of the Company has been cancelled and consequently the difference between share capital amount of the Transferor Company and the investments in the share capital of the Transferor Company appearing in the books of the Company has been adjusted in the accumulated balance of the Profit and Loss Account of the Company.

vi. The assets and liabilities of LMSPL which were transferred to the Transferee Company pursuant to the above Scheme on the appointed date as given below:

Particulars	**Amount (in Rs. millions)**
Assets transferred	
Fixed assets (net)	0.13
Long-term loans and advances	0.20
Trade receivables	3.41
Cash and cash equivalents	2.40
Other current assets	0.20
Total (A)	**6.34**
Liabilities acquired	
Trade payables	1.17
Other current liabilities	1.38
Total (B)	**2.55**

OTHER SIGNIFICANT NOTES:

vii. All staff, workmen and employees of the Transferor Company in service on the Effective Date have been deemed to have become staff, workmen and employees of the Company with effect from the Effective Date without any break in their service and the terms and conditions of their employment with the Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date and such of those labour legislations in so far as they are applicable to the Transferor Company in relation to its workmen and employees shall be applicable to the Company.

B) Reorganisation and Capital Reduction of the Company

i. Further as per the Scheme, the Company had also formulated a scheme of reorganisation and capital reduction to reflect a clear and factual financial position of the Company and thus explore opportunities for the benefit of the Company. The Capital reduction mentioned does not involve reduction of existing Equity Share Capital of the Company.

ii. Accordingly, upon the Scheme becoming effective and with effect from the appointed date:

(a) the balance standing to the credit of the Revaluation Reserve in the books of the Company as on Appointed Date has been credited to “Business Reconstruction Reserve”; and
(b) the debit balance in the statement of profit and loss account existing or accrued and accounted in the books of the Company as on the appointed date has been set off against the balance standing to the credit of Business Reconstruction Reserve and Securities Premium Account.

iii. The generally accepted Indian Accounting Standards and Principle does not provide for such adjustment as mentioned in (ii) above. Had the Scheme not prescribed aforesaid treatment, the impact would have been as under on the Balance Sheet:

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Particulars	Rupees in millions
Revaluation reserve would have been higher by	263.53
Securities Premium would have been higher by	1,122.97
Balances in Statement of Profit and Loss would have been lower by	1,386.50

(iii) (b) **Revaluation reserve**
The Company had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the year ended 31 March 2013, the Company further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions has been shown as addition with corresponding amount credited to Revaluation reserve account. The valuation was based on the market values of the properties which considered inter-alia the location, size and condition of the property.

(iii) (c) **Exceptional item**
During the year ended 31 March 2013, the vessel, ‘M.V.Seaways Venture’ had developed repeated technical deficiencies and as a result continuously broke-down leaving the well-planned and coordinated vessel schedules in disarray due to which the Group had to incur enormous expenditure on repairs. After making a technical evaluation of the pliability of the vessel, the Group decided to dispose off/ scrap the vessel in the best interest of the organisation to avoid further losses in this regard. Consequently, the vessel was sold for scrap on 11 February 2013 at a book loss of Rs. 465.42 millions and the same had been disclosed as an exceptional item in the Statement of Profits and Losses for the year ended 31 March 2013.

(iii) (d) **Discontinuing operations**
On 10 January 2013, the Board of Directors approved the sale of the Company's vessel "M.V. Seaways Venture" which represents the Feeder Vessel Division of a separate business segment "Shipping Business" per Accounting Standard 17, Segment Reporting. The disposal is in consistent with the Company's long term strategy to focus on its core business of logistics segment and profitable portion of the shipping business segment. The Company has disposed off the vessel on 11 February 2013 at a book loss of Rs. 465.42 millions.

The carrying amount of assets and liabilities of feeder vessel division to be settled are as follows:

(Amount in Rs. millions)

Particulars	31 March 2013	31 March 2012
Total assets	28.48	654.38
Total liabilities	57.71	400.95
Net assets	(29.23)	253.43

OTHER SIGNIFICANT NOTES:

The following statement shows the revenue and expenses of continuing and discontinuing operations:

For the period 1 April 2012 to 31 March 2013 (Amount in Rs. millions)

Particulars	Discontinuing operations	Continuing operations	Total
Total income (including other income)	128.35	6,015.17	6,143.52
Total expenses	280.01	5,795.39	6,075.40
Profit / (loss) before exceptional item and tax	**(151.66)**	**219.78**	**68.12**
Exceptional item	(465.42)	-	(465.42)
Income tax (expense)	-	(1.56)	(1.56)
Profit/ (loss) before minority interest, as restated	**(617.08)**	**218.22**	**(398.86)**

For the period 1 April 2011 to 31 March 2012 (Amount in Rs. millions)

Particulars	Discontinuing operations	Continuing operations	Total
Total income (including other income)	173.03	5,256.75	5,429.78
Total expenses	443.86	5,254.07	5,697.93
Profit / (loss) before exceptional item and tax	**(270.83)**	**2.68**	**(268.15)**
Exceptional item	(418.02)	-	(418.02)
Income tax (expense)	-	(0.79)	(0.79)
Profit/ (loss) before minority interest, as restated	**(688.85)**	**1.89**	**(686.96)**

The Net cash flows attributable to the feeder vessel division are as follows: (Amount in Rs. millions)

Particulars	31 March 2013	31 March 2012
Net cash inflow/(outflow) from operating activities	(90.63)	(86.68)
Net cash inflow/(outflow) from investing activities	117.55	161.70
Net cash inflow/(outflow) from financial activities	(233.94)	(220.15)
Net cash inflow/(outflow) for the year attributable to feeder vessel division	**(207.02)**	**(145.13)**

(iv) The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company updates the documentation by end of November, for the domestic and international transactions entered into with the associated enterprise during the financial year. The Management is of the opinion that its domestic and international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED CAPITALISATION STATEMENT: **Annexure - XXX**

Rupees in millions

Particulars	Pre issue as at 30 September 2015	As adjusted for the Issue (refer note 2 below)
Borrowings		
Long-term borrowings (A)	508.79	[-]
Current maturities of long-term borrowings (B)	163.99	[-]
Current maturities of finance lease obligations (C)	118.41	[-]
Total long-term borrowings (D)= (A)+(B)+(C)	**791.19**	
Short-term borrowings (E)	417.72	[-]
Total borrowings (F)=(D)+(E)	**1,208.91**	
Shareholder's funds		
Share capital		
Equity share capital (10,742,043 equity shares of Rs 10/- each)	107.42	[-]
Reserves and surplus		
Surplus in the Statement of Profit and Loss	501.49	[-]
Foreign currency translation reserve	2.25	[-]
Total Shareholder's funds (G)	**611.16**	
Long-term borrowings / Shareholder's funds (D/G)	**1.29**	
Total borrowings / Shareholder's funds (F/G)	**1.98**	

Notes:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Group.

2. The corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.

3. The Board of Directors of the Company in their meeting held on 10 March 2016 have proposed for the issuance of Bonus shares in the ratio of 1:1 to the existing shareholders of the Company. The proposal of the Board of Directors was approved by the Shareholders of the Company in their Extra-Ordinary General meeting held on 10 March 2016. The effect of post balance sheet adjustment has not been considered above.

4. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS: **Annexure - XXXI**

Rupees in millions

Particulars		Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Restated consolidated net worth at the end of the period/ year (Refer note 4)	A	611.16	563.26	298.15	127.09	255.60	939.57
Net profit/ (loss) as per Restated Consolidated Summary Statement of Profits and Losses	B	45.44	292.15	177.61	(399.73)	(686.84)	(146.41)
Net profit/(loss) from continuing operations as per Restated Consolidated Summary Statement of Profits and losses after minority interest	C	45.44	292.15	177.61	217.35	2.01	(55.90)
Weighted average number of equity shares outstanding during the period/ year considered for calculating basic earning per share (Refer note 3)	D	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043
Earnings Per Share Rs 10 each - Basic and Diluted earnings/(loss) per share (Rs.)*	E=B/D	4.23	27.20	16.53	(37.21)	(63.94)	(13.63)
Earnings per share from continuing operations of Rs 10 each - Basic and Diluted earnings/(loss) per share (Rs.)*	F=C/D	4.23	27.20	16.53	20.23	0.19	(5.20)
Return on Net Worth (%)	G=B/A	7.43%	51.87%	59.57%	-314.53%	-268.71%	-15.58%
Number of shares outstanding at the end of the period/ year	H	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043
Net asset value per share	I=A/H	56.89	52.43	27.76	11.83	23.79	87.47

* Not annualised for the six months period ended 30 September 2015.

Notes:

1. The above ratios have been computed on the basis of the Restated Consolidated Summary Statements of the Group.

2. The ratios have been computed as below:

a) Basic earnings/ (loss) per share (Rs) = Net profit/(loss) after minority interest as per Restated Consolidated Summary Statement of Profits and Los / Weighted average number of equity shares outstanding during the period/ year considered for calculating basic earnings per share (refer note 3)

b) Return on net worth (%) = Net profit/ (loss) after minority interest as per Restated Consolidated Summary Statement of profit and loss / Restated consolidated net worth at the end of the period/ year

c) Net asset value per share (Rs) = Restated consolidated net worth at the end of the period / year / Total number of equity shares outstanding at the end of the period/ year

3. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

4. Net Worth = Equity Share Capital + Securities Premium + Surplus/ (Deficit) in the statement of profit and loss + Foreign currency translation reserve. It does not include revaluation reserves as adjusted as at the balance sheet date.

5. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, prescribed under Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts Rules, 2014).

6. Proforma accounting ratio disclosure:
The Board of Directors of the Company in their meeting held on 10 March 2016 have proposed for the issuance of Bonus shares in the ratio of 1:1 to the existing shareholders of the Company. The proposal of the Board of Directors was approved by the Shareholders of the Company in their Extra-Ordinary General meeting held on 10 March 2016.

The impact of the above post balance sheet adjustment to equity share capital on the accounting ratios has been provided below:

Computation of proforma equity shares:

Particulars	**No. of equity shares**
Number of equity shares outstanding as on 30 September 2015	10,742,043
Add: Bonus equity shares issued in the ratio of 1:1 to the existing shareholders	10,742,043
Proforma number of equity shares outstanding after impacting the above post balance sheet adjustment (J)	**21,484,086**

PROFORMA STATEMENT OF ACCOUNTING RATIOS

Particulars		Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Proforma Net Assets Value per share of Rs. 10 each based on the equity shares outstanding, after impacting the post balance sheet adjustment (Rs.)	K = A/J	28.45	26.22	13.88	5.92	11.90	43.73
Proforma Basic and Diluted earnings per share of Rs. 10 each, after impacting the post balance sheet adjustment (Rs.)*	L = B/J	2.11	13.60	8.27	(18.61)	(31.97)	(6.81)
Proforma Basic and Diluted earnings per share of Rs. 10 each from continuing operations. after impacting the post balance sheet adjustment (Rs.)*	M = C/J	2.11	13.60	8.27	10.12	0.09	(2.60)

* Not annualised for the six months period ended 30 September 2015.

7. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

Examination Report on Restated Standalone Summary Statements in connection with the Draft Red Herring Prospectus

To,
The Board of Directors,
Seaways Shipping and Logistics Limited,
Seaways Pride, Plot-731,
Road No. 36, Jubilee Hills,
Hyderabad – 500034.

1. We have examined the attached Restated Standalone Summary Statements (initialed by us for identification purposes) of Seaways Shipping and Logistics Limited (hereinafter referred to as 'SSLL' or 'the Company') which comprises the attached Restated Standalone Summary Statement of Assets and Liabilities as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015, Restated Standalone Summary Statement of Profits and Losses and Restated Standalone Summary Statement of Cash Flows for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and for the six months period ended 30 September 2015, together with the annexures thereto (hereinafter collectively referred to as "the Restated Standalone Summary Statements"), as approved by the Board of Directors of the Company, prepared in terms of the requirements of Section 26 of the Companies Act, 2013 as amended ('the Act'), read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ('the SEBI Regulations'), issued by the Securities and Exchange Board of India (the "SEBI"), the "Guidance Note on Reports in Company Prospectuses (Revised)" issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable ('the Guidance Note') and in terms of our engagement agreed upon with you in accordance with our engagement letter dated 27 February 2016 (signed by you on 29 February 2016) in connection with the proposed issue of equity shares of the Company.

2. These information have been prepared by the Management from the standalone financial statements for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015.

3. The audit of the standalone financial statements of the Company for the year ended 31 March 2011 was conducted by S.R. Batliboi & Associates, Chartered Accountants whose Report has been furnished to us and our opinion in so far as it relates to the amounts included in the attached Restated Standalone Summary Statements are based solely on the Report submitted by them.

4. In accordance with the requirements of Section 26 of the Act, read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Regulations, the Guidance Note and the terms of our engagement agreed with you, we report that:

   (a) The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015, examined by us, as set out in Annexure I to this Report read with the Significant accounting policies in Annexure IV are after making adjustments and regroupings, as in our opinion, were appropriate and more fully described in Statement of Restatement Adjustments to the Standalone Financial Statements in Annexure V;

   (b) The Restated Standalone Summary Statement of Profits and Losses of the Company for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 are as set out in Annexure II to this Report, read with the significant accounting policies in Annexure IV are after making adjustments and regroupings, as in our opinion, were appropriate and more fully described in Statement of Restatement Adjustments to Standalone Financial Statements in Annexure V;

   (c) The Restated Standalone Summary Statement of Cash Flows of the Company for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015 are as set out in Annexure III to this Report, read with the significant accounting policies in Annexure IV are after making adjustments and regroupings, as in our opinion, were appropriate and more fully described in Statement of Restatement Adjustments to Standalone Financial Statements in Annexure V;

   (d) Based on the above, and also as per the reliance placed on the financial statements of SSLL audited by S.R. Batliboi & Associates, we are of the opinion:

      i. that the Restated Standalone Summary Statements have been made after incorporating adjustments for the prior period and other material amounts in the respective financial years to which they relate;

      ii. there are no adjustments regarding changes in accounting policies of the Company during the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015; and

      iii. there are no extra-ordinary items that need to be disclosed separately in the Restated Standalone Summary Statements and there are no qualifications requiring adjustments.

   Other remarks/ comments in the Auditor's Report and Annexure to the Auditor's Report on the financial statements of the Company for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and for the six months period ended 30 September 2015 which do not require any corrective adjustment in the Restated Standalone Summary Statements are mentioned in Non-adjusting items under Annexure V. For this purpose, we have placed reliance on the audited standalone financial statements of the Company audited by S.R. Batliboi & Associates for the year ended 31 March 2011.

(e) We have also examined the following Annexures in Restated Standalone Summary Statements prepared by the Management and approved by the Board of Directors relating to the Company for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and six months period ended 30 September 2015:

i. Restated Standalone Statement of Share Capital, included in Annexure VI;

ii. Restated Standalone Statement of Reserves and Surplus, included in Annexure VII;

iii. Restated Standalone Statement of Long-term Borrowings, included in Annexure VIII, Annexure VIII A and Annexure VIII B;

iv. Restated Standalone Statement of Provisions, included in Annexure IX;

v. Restated Standalone Statement of Short-term Borrowings, included in Annexure X, Annexure X A and Annexure X B;

vi. Restated Standalone Statement of Trade Payables, included in Annexure XI;

vii. Restated Standalone Statement of Other Current Liabilities, included in Annexure XII;

viii. Restated Standalone Statement of Tangible Assets and Intangible Assets, included in Annexure XIII;

ix. Restated Standalone Statement of Non-Current Investments, included in Annexure XIV;

x. Restated Standalone Statement of Loans and Advances, included in Annexure XV;

xi. Restated Standalone Statement of Other Non-Current Assets and Other Current Assets, included in Annexure XVI;

xii. Restated Standalone Statement of Trade Receivables, included in Annexure XVII;

xiii. Restated Standalone Statement of Inventories, included in Annexure XVIII;

xiv. Restated Standalone Statement of Cash and Bank Balances, included in Annexure XIX;

xv. Restated Standalone Statement of Revenue from Operations, included in Annexure XX;

xvi. Restated Standalone Statement of Other Income, included in Annexure XXI;

xvii. Restated Standalone Statement of Cost of Services, included in Annexure XXII;

xviii. Restated Standalone Statement of Employee Benefits Expense, included in Annexure XXIII;

xix. Restated Standalone Statement of Finance Costs, included in Annexure XXIV;

xx. Restated Standalone Statement of Other Expenses, included in Annexure XXV;

xxi. Restated Standalone Statement of Contingent Liabilities, included in Annexure XXVI;

xxii. Restated Standalone Statement of Related Party Transactions, included in Annexure XXVII, Annexure XXVII A and Annexure XXVII B;

xxiii. Restated Standalone Statement of Dividend, included in Annexure XXVIII;

xxiv. Notes annexed to and forming part of Restated Standalone Summary Statements, included in Annexure XXIX;

xxv. Restated Standalone Capitalisation Statement, included in Annexure XXX; and

xxvi. Restated Standalone Statement of Accounting Ratios, included in Annexure XXXI.

In our opinion the Restated Standalone Summary Statements contained in Annexure I to XXXI of this Report, read along with the Significant Accounting Policies and Statement of Restatement Adjustments to Standalone Financials Statements (Refer Annexure IV and V) have been prepared after making adjustments and regrouping as considered appropriate have been prepared in accordance with Section 26 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable, the SEBI Regulations, the Guidance Note and the terms of our engagement as agreed with you.

5. This Report should not in any way be construed as a reissuance or re-dating of any of the previous Audit Reports issued on the Standalone Financial Statements of the Company.

6. Our Report is intended solely for use of the Management and for inclusion in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares of the Company. Our Report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration No.: 116231W/W-100024

Vikash Somani
Partner
Membership No.: 061272

Place: Hyderabad
Date: 16 March 2016

Seaways Shipping and Logistics Limited

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES: **Annexure - I**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	107.42	107.42	107.42	107.42	107.42	107.42
Reserves and surplus	262.48	260.71	210.43	32.97	178.91	835.91
	369.90	**368.13**	**317.85**	**140.39**	**286.33**	**943.33**
Non-current liabilities						
Long-term borrowings	116.69	147.91	277.69	288.55	534.04	123.57
Long-term provisions	28.48	25.74	20.83	24.14	18.40	15.56
	145.17	**173.65**	**298.52**	**312.69**	**552.44**	**139.13**
Current liabilities						
Short-term borrowings	372.49	333.79	213.87	245.96	249.25	176.77
Trade payables	500.76	583.53	487.65	490.85	359.89	283.96
Other current liabilities	264.95	209.70	232.15	257.45	313.21	1,089.31
Short-term provisions	5.48	5.12	5.77	5.97	5.34	4.04
	1,143.68	**1,132.14**	**939.44**	**1,000.23**	**927.69**	**1,554.08**
TOTAL	**1,658.75**	**1,673.92**	**1,555.81**	**1,453.31**	**1,766.46**	**2,636.54**
ASSETS						
Non-current assets						
Fixed assets						
Tangible assets	630.21	636.80	612.44	615.20	1,067.73	1,594.96
Intangible assets	3.47	4.08	2.82	3.82	5.00	4.00
	633.68	**640.88**	**615.26**	**619.02**	**1,072.73**	**1,598.96**
Non-current investments	20.62	17.01	16.93	16.73	13.04	12.48
Long-term loans and advances	158.58	120.20	124.30	129.56	63.82	50.21
Other non-current assets	1.07	1.52	5.73	9.11	15.85	10.66
	180.27	**138.73**	**146.96**	**155.40**	**92.71**	**73.35**
Current assets						
Inventories	-	-	-	-	26.69	38.57
Trade receivables	680.52	736.24	622.97	526.48	306.85	363.24
Cash and bank balances	79.90	84.86	76.29	63.53	72.25	361.90
Short-term loans and advances	75.29	71.20	78.80	81.11	184.16	179.95
Other current assets	9.09	2.01	15.53	7.77	11.07	20.57
	844.80	**894.31**	**793.59**	**678.89**	**601.02**	**964.23**
TOTAL	**1,658.75**	**1,673.92**	**1,555.81**	**1,453.31**	**1,766.46**	**2,636.54**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE SUMMARY STATEMENT OF PROFITS AND LOSSES: **Annexure - II**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Income						
Revenue from operations	1,457.75	3,759.65	4,021.01	3,701.79	3,096.98	3,056.42
Other income	22.79	42.00	40.43	30.96	11.98	39.92
Total income	**1,480.54**	**3,801.65**	**4,061.44**	**3,732.75**	**3,108.96**	**3,096.34**
Expenses						
Cost of services	1,163.41	3,117.50	3,344.72	3,077.56	2,687.27	2,711.19
Employee benefits expense	147.08	245.12	221.67	225.67	202.73	157.41
Finance costs	46.79	85.32	84.86	113.42	136.16	115.24
Depreciation and amortisation	25.98	49.77	36.59	73.09	159.93	138.29
Other expenses	95.11	228.53	196.14	187.85	162.55	152.60
Total expenses	**1,478.37**	**3,726.24**	**3,883.98**	**3,677.59**	**3,348.64**	**3,274.73**
Profit / (loss) before exceptional item and tax	**2.17**	**75.41**	**177.46**	**55.16**	**(239.68)**	**(178.39)**
Exceptional item	-	-	-	465.42	418.02	-
Profit / (loss) before tax	**2.17**	**75.41**	**177.46**	**(410.26)**	**(657.70)**	**(178.39)**
Profit before tax from continuing operations	2.17	75.41	177.46	206.82	31.15	(87.88)
Income tax expense of continuing operations						
- Current tax expense/ (credit)	0.40	-	-	-	(0.70)	(0.57)
Profit after tax from continuing operations	1.77	75.41	177.46	206.82	31.85	(87.31)
Loss before tax from discontinuing operations	-	-	-	(617.08)	(688.85)	(90.51)
Income tax expense of discontinuing operations						
- Current tax expense	-	-	-	-	-	-
Loss after tax from discontinuing operations	-	-	-	(617.08)	(688.85)	(90.51)
Profit / (loss) after tax, as restated	**1.77**	**75.41**	**177.46**	**(410.26)**	**(657.00)**	**(177.82)**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS: **Annexure - III**

Rupees in millions

	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Cash flows from operating activities						
Profit / (loss) before tax, as restated	2.17	75.41	177.46	(410.26)	(657.70)	(178.39)
Adjustments for:						
Exceptional items	-	-	-	465.42	418.02	-
Depreciation and amortisation	25.98	49.77	36.59	73.09	159.93	138.29
Dividend from Joint Venture	(2.57)	-	-	-	-	-
(Profit)/ loss on sale of fixed assets, net	(1.43)	(2.35)	1.76	(16.56)	(0.88)	(1.44)
Finance costs	46.79	85.32	84.86	113.42	136.16	115.24
Interest income	(0.79)	(1.95)	(5.90)	(6.65)	(8.07)	(21.28)
Unrealised foreign exchange differences, net	(0.60)	0.20	(1.51)	(2.82)	2.98	1.03
Operating cash flow before working capital changes	**69.55**	**206.40**	**293.26**	**215.64**	**50.44**	**53.45**
(Increase)/decrease in trade receivables	55.54	(112.02)	(95.26)	(215.26)	52.80	109.40
(Increase)/decrease in inventories	-	-	-	26.69	11.88	4.93
(Increase)/decrease in long-term and short-term loans and advances	(16.36)	2.40	(31.26)	36.25	(6.23)	(23.90)
(Increase)/decrease in other non-current assets and other current assets	(7.40)	16.17	(8.17)	1.84	(6.37)	5.41
Increase/(decrease) in trade payables	(81.96)	95.63	(2.94)	129.54	76.43	(156.69)
Increase/(decrease) in other current and non-current liabilities	63.15	(98.76)	8.73	(94.83)	19.51	128.94
Increase/(decrease) in long-term and short-term provisions	3.09	4.26	(3.50)	7.64	4.15	(9.63)
Cash generated from operations	**85.61**	**114.08**	**160.86**	**107.51**	**202.61**	**111.91**
Income taxes refund/(paid), net	(15.97)	12.87	38.82	1.10	(10.90)	(2.18)
Net cash provided by operating activities	**69.64**	**126.95**	**199.68**	**108.61**	**191.71**	**109.73**
Cash flows from investing activities						
Purchase of fixed assets	(28.56)	(78.35)	(37.00)	(14.25)	(217.04)	(52.51)
Proceeds from sale of fixed assets	2.49	5.31	2.41	209.68	166.19	7.57
Dividend from Joint Venture	2.57	-	-	-	-	-
Interest received	0.79	2.01	6.03	6.54	21.32	11.93
Investment in subsidiaries	(4.02)	(3.69)	(0.17)	(6.72)	(0.56)	(3.00)
Bank deposits (having original maturity of more than three months)	(4.57)	(2.70)	7.94	(3.68)	(4.53)	2.19
Net cash (used in)/ provided by investing activities	**(31.30)**	**(77.42)**	**(20.79)**	**191.57**	**(34.62)**	**(33.82)**
Cash flows from financing activities						
Proceeds from long-term borrowings	19.76	51.83	71.73	4.63	475.20	32.40
Repayment of long-term borrowings	(59.92)	(103.61)	(116.22)	(211.67)	(851.80)	(60.42)
Proceeds from/ (repayment of) short-term borrowings, net	38.70	119.92	(32.09)	(3.29)	72.48	54.40
Finance costs paid	(46.84)	(86.34)	(81.96)	(109.49)	(144.53)	(105.48)
Dividends paid on equity shares	-	(21.48)	-	-	-	-
Tax paid on dividends	-	(3.65)	-	-	-	-
Net cash (used in)/ provided by financing activities	**(48.30)**	**(43.33)**	**(158.54)**	**(319.82)**	**(448.65)**	**(79.10)**
Net increase/ (decrease) in cash and cash equivalents	(9.96)	6.20	20.35	(19.64)	(291.56)	(3.19)
Effect of exchange differences on cash and cash equivalent held in foreign currency	(0.02)	(1.19)	0.00	(0.14)	0.10	-
Cash and cash equivalents at the beginning of the period/ year	76.88	71.87	51.52	68.90	360.36	363.55
Add: Cash and cash equivalents of Levan Marine Services Private Limited pursuant to scheme of Amalgamation and Arrangement	-	-	-	2.40	-	-
Cash and cash equivalents at the end of the period/year (Note 1)	**66.90**	**76.88**	**71.87**	**51.52**	**68.90**	**360.36**
Note 1:						
Cash and cash equivalents include: (refer Annexure XIX)						
- Cash on hand	2.45	1.69	1.94	1.23	1.81	1.02
- Cheques on hand	-	0.09	-	-	2.63	1.83
Balances with banks:						
- in current accounts	62.29	62.30	68.91	45.61	64.39	53.41
- in exchange earner's foreign currency account	1.04	2.47	1.02	2.98	0.07	0.08
- in deposit account (with original maturity of 3 months or less)	1.12	10.33	-	1.70	-	304.02
	66.90	**76.88**	**71.87**	**51.52**	**68.90**	**360.36**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

SIGNIFICANT ACCOUNTING POLICIES: **Annexure - IV**

Company Overview

Seaways Shipping and Logistics Limited ("the Company") is a shipping and logistics service provider offering integrated and turnkey services in shipping, logistics and international trade. These comprehensive solutions include services of freight forwarding, clearing and forwarding, stevedoring, container handling, besides vessel agency services and liner agency services and business process outsourcing services.

1 Significant accounting policies

a Basis of preparation of Restated Standalone Summary Statements

The Restated Standalone Summary Statements relate to the Company and have been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offering ('IPO') of equity shares of the Company (referred to as the "Issue"). The Restated Standalone Summary Statements consist of the Restated Standalone Summary Statement of Assets and Liabilities of the Company as at 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015, the Restated Standalone Summary Statement of Profits and Losses for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and for six months period ended 30 September 2015 and the notes thereto and the Restated Standalone Summary Statement of Cash Flow for the years ended 31 March 2011, 31 March 2012, 31 March 2013, 31 March 2014, 31 March 2015 and for six months period ended 30 September 2015 and annexures thereto (hereinafter collectively referred to as "the Restated Standalone Summary Statements").

The Restated Standalone Summary Statements have been prepared to comply in all material respects with the requirements of Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013 ('the 2013 Act'); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 notified by SEBI on August 26, 2009, as amended from time to time ("the SEBI Regulations").The 2013 Act and the SEBI Regulations require the information in respect of the assets and liabilities and profits and losses of the Company for each of the five years / periods immediately preceding the issue of the Prospectus. These Restated Standalone Summary Statements were approved by the Board of Directors of the Company in their meeting held on 16 March 2016.

The Restated Standalone Summary Statements of the Company are prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of 2013 Act [which has superseded section 211(3C) of the Companies Act 1956 w.e.f. 12 September 2013], other pronouncements of the Institute of Chartered Accountants of India ('the ICAI"), and the provisions of the 2013 Act to the extent notified and applicable.

As at 30 September 2015, the Current liabilities of the Company exceeded its current assets by Rs. 298.88 millions. The Company has however earned a restated cash profit (Earnings before depreciation, after tax) of Rs. 27.75 millions and Rs. 125.18 millions for the six months period ended 30 September 2015 and the year ended 31 March 2015 respectively. Management is also confident that based on its past records of maintaining short term borrowing and its ability to honour the payment of interest and repayment of principal, it will be able to maintain the short term borrowings at the current levels. Accordingly, Management considers it appropriate to prepare their accounts on a going concern basis.

The accounting policies have been consistently applied by the Company. The Restated Financial Statements are presented in Indian Rupees in millions.

The Restated Financial Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:

(a) Adjustments, if any, for audit qualification requiring corrective adjustment in the financial statements;
(b) Adjustments for the material amounts in respective years / periods to which they relate;
(c) Adjustments for previous years identified and adjusted in arriving at the profits of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred;
(d) Adjustments, if any, to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years;

(e) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited standalone financial statements of the Company as at and for the six months period ended 30 September 2015 and the requirements of the SEBI Regulations;
(f) The resultant impact of deferred taxes due to the aforesaid adjustments.

The financial statement of the Company for the financial year ended 31 March 2011 has been audited and reported upon by another auditor vide their report dated 21 September 2011.

b. Use of estimates

The preparation of Restated Standalone Summary Statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

c. **Current and non-current classification**

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within 12 months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

i. It is expected to be settled in the Company's normal operating cycle;
ii. It is held primarily for the purpose of being traded;
iii. It is due to be settled within 12 months after the reporting date; or
iv. The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has acertained its operating cycle as 12 months.

d. **Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(i) Revenue from container line, clearing and forwarding and freight forwarding operations is recognised at the port of loading on issue of bill of lading. Revenue from container line lease is recognised over the period of usage of container.
(ii) Revenue from stevedoring and vessel agency operations are recognised on completion of the services under the respective contracts entered into with the customers.
(iii) Revenue from liner agency operations is recognised as and when the services are rendered based on the terms of the specific contract.
(iv) Revenue from business process outsourcing is recognised on a cost-plus basis and billed in accordance with the terms of the service agreement entered into with the customer.

Income from interest on deposits and interest bearing securities is recognised on the time proportionate method based on the underlying interest rates.

Dividend income is recognised when the right to receive payment is established by the balance sheet date.

e. **Fixed assets and depreciation**

Fixed assets are carried at cost of acquisition, less accumulated depreciation. The cost of fixed assets comprises the purchase price, taxes, duties, freight and any other directly attributable costs of bringing the assets to their working condition for their intended use. Borrowing costs directly attributable to acquisition of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

Subsequent expenditures related to an item of tangible fixed assets are added to its book value only if they increase the future benefit from the existing asset beyond its previously assessed standard of performance.

Acquired intangible assets are recorded at the consideration paid for acquisition.

Depreciation on tangible fixed assets is provided using the straight-line method based on the useful life of the assets as mentioned in Schedule II of the Companies Act, 2013 except for heavy handling equipment (Containers), which are depreciated over the period of 15 years as estimated by the Company's management. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. Freehold land is not depreciated.

Individual assets costing Rs. 0.005 million or less are depreciated in full in the year of purchase.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of revision, the unamortised depreciable amount is charged over the revised remaining useful life.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Intangible assets are amortised in the Restated Standalone Summary Statement of Profit and Loss over their estimated useful lives, from the date they are available for use based on the expected pattern of the consumption of economic benefits of the asset.

f. **Employee benefits**

Defined contribution plans
The Company contributes to the recognised provident fund which is a defined contribution scheme. The contributions are charged to the Restated Standalone Summary Statement of Profit and Loss in the year when the contributions to the fund are due.

Short-term employee benefits
Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Defined benefits plan
The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The liability recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the balance sheet date, less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising during the year are immediately recognised in the Restated Standalone Summary Statement of Profit and Loss.

Compensated absences
Compensated absences, which is a long-term employee benefit is accrued based on an actuarial valuation done as per projected unit credit method at the balance sheet date, carried out by an independent actuary.

g. **Foreign currency transactions**

Foreign currency transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the Restated Standalone Summary Statement of Profit and Loss.

Monetary current assets and current liabilities that are denominated in foreign currencies are translated at the exchange rate prevailing at the date of balance sheet. The resultant exchange differences are recognised in the Restated Standalone Summary Statement of Profit and Loss. Non-monetary assets are recorded at the rates prevailing on the date of the transaction.

h. **Taxes on income**

Income-tax expense comprises current tax, deferred tax and Minimum Alternate Tax (MAT) credit entitlement.

Current tax
The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company.

Deferred tax
The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each reporting date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

The break-up of the deferred tax assets and liabilities as at the reporting date has been arrived at after setting-off deferred tax assets and liabilities where the Company has a legally enforceable right and an intention to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

MAT credit entitlement
MAT credit entitlement represents the amounts paid in a year under Section 115JB of the Income-tax Act, 1961 ('IT Act') which is in excess of the tax payable, computed on the basis of normal provisions of the IT Act.

Such excess amount can be carried forward for set off in future periods in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date that the Company will pay normal income-tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT Credit entitlement", in the balance sheet with a corresponding credit to the Restated Standalone Summary Statement of Profit and Loss, as a separate line item.

Such assets are reviewed at each reporting date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

i. **Earnings per share**

The basic earnings per share ("EPS") is computed by dividing the net profit/ (loss) after tax attributable to equity shareholders, for the year/period by the weighted average number of equity shares outstanding during the year. The Company has no potentially dilutive equity shares.

j. **Impairment of assets**

The Company assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Restated Standalone Summary Statement of Profit and Loss of that accounting period.

If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

k. **Investments**

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long term investments. However, that part of long-term investments which is expected to be realised within 12 months after the reporting date is also presented under current assets as current portion of long-term investments in consonance with the current / non-current classification scheme of revised Schedule III of the 2013 Act.

Long-term investments (including current investment part thereof) are carried at cost less any other-than temporary diminution in value, determined separately for each individual investment.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

l. **Provisions and contingent liabilities**

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possibility of an obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

m. **Cash flow statement**

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and on hand, cheques on hand and short-term investments with an original maturity of three months or less.

n **Leases**

Assets taken on lease where the Company acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lesser of the present value of minimum lease rental and other incidental expenses during the lease term or the fair value of the assets taken on lease. The rental obligations, net of interest charges, are reflected as secured loans. Leases that do not transfer substantially all the risks and rewards of ownership are classified as operating leases and recorded as expense as and when the payments are made over the lease term. The total lease rentals in respect of an asset taken on operating lease are charged to Restated Standalone Summary Statement of Profit and Loss on a straight line basis over the lease term.

Assets given by the Company under operating lease are included in fixed assets. Lease income from operating leases is recognised in the Restated Standalone Summary Statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation, incurred in earning the lease income are recognised as expenses.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

I MATERIAL ADJUSTMENTS

The summary of the adjustments made to the standalone financial statements for the respective period / years and its effect on the profits/ (losses) of the Company for respective period / years is provided below:

Impact of material adjustments:

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Profit / (loss) after tax as per standalone financial statements	20.02	101.87	167.43	(381.00)	(648.67)	(163.46)
Adjustments:						
Bad and doubtful trade receivables recovered (refer note 1)	-	-	-	(0.42)	(0.10)	(1.65)
Other receivables written off (refer note 2)	-	-	-	-	-	7.54
Income-tax expense/ (income) (refer note 3)	-	-	(0.70)	(0.57)	4.36	6.83
Depreciation and amortisation (refer note 4)	-	-	2.08	0.27	(1.20)	(2.63)
Payables no longer required written back (refer note 5)	(18.25)	(23.74)	11.04	(30.10)	(14.64)	(14.49)
Prior period income disclosed in financial statements (refer note 6)	-	-	-	-	-	(7.83)
Interest on income tax refunds (refer note 7)	-	(2.72)	(2.39)	1.56	3.25	(2.13)
Total Adjustments	**(18.25)**	**(26.46)**	**10.03**	**(29.26)**	**(8.33)**	**(14.36)**
Profit/ (loss) after tax, as restated	**1.77**	**75.41**	**177.46**	**(410.26)**	**(657.00)**	**(177.82)**

1 **Bad and doubtful trade receivables recovered**
Trade receivables recovered were adjusted in arriving at the profits for the years to which they relate irrespective of the year/ period in which the event triggering the profit or loss has occurred.

2 **Other receivables written off**
Other receivables written off were adjusted in arriving at the profits for the years to which they relate irrespective of the year/ period in which the event triggering the profit or loss has occurred.

3 **Income-tax expense/ (income)**
Consequent to completion of income-tax assessment for certain years, the Company paid additional taxes/ received refunds which were recorded in the year of completion of such assessments. As these were relating to earlier years, the same have been accounted for in the financial years to which the amounts relate to.

4 **Depreciation and amortisation**
Pursuant to the notification of Schedule II of the Companies Act, 2013 ("the Act"), by the Ministry of Corporate Affairs effective 1 April 2014, the Management has internally reassessed and changed, wherever necessary the useful lives to compute depreciation, to conform to the requirements of the Act, for companies incorporated in India. Consequently, the carrying amount as at 1 April 2014 is being depreciated over the revised remaining useful life of the asset. The carrying value of Rs. 6.83 millions in case of assets with nil revised remaining useful life as at 1 April 2014 was reduced from the retained earnings as at such date. The same has been adjusted in the respective years.

5 **Payables no longer required written back**
During each of the years, the Company reversed certain liabilities which were considered as no longer payable and recognised as Other income. Since, these were relating to earlier years, the reversal has been now reflected in respective year's payables no longer required written back under other income.

6 **Prior period income**
Net service tax credit relating to earlier years was accounted during the year ended 31 March 2011 as prior period item which has been accounted now in the financial year to which the amount relates to.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

MATERIAL ADJUSTMENTS (CONTINUED)

7 **Interest on income tax refund**

Interest income has been restated to the period for which Company has received the income.

8 **Material regroupings**

a) Appropriate adjustments have been made in the Restated Standalone Summary Statement of Assets and Liabilities, Restated Standalone Summary Statement of Profit and Losses and Restated Standalone Summary Statement of Cash Flow, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financial statements of the Company for the six months period ended 30 September 2015, prepared in accordance with Schedule III of the Companies Act 2013, and the requirements of the SEBI Regulations.

b) The Restated Standalone Summary Statements of Assets and Liabilities have been presented after deducting the balance outstanding of revaluation reserve from both fixed assets and reserves in accordance with the requirement of the SEBI Regulations as at 31 March 2012 and 31 March 2011. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the Statement of Profit and Poss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the balance outstanding in revaluation reserve was Rs. nil as at 31 March 2013 and thereafter no adjustment has been carried out to fixed assets as at 31 March 2013, 31 March 2014, 31 March 2015 and 30 September 2015.

II NON ADJUSTING ITEMS:

In addition to the audit opinion on the standalone financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India under sub-section (4A) of Section 227 of Companies Act, 1956 / Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the 2013 Act (together referred to as "CARO"). Certain statements/comments included in audit opinion on the financial statements and the CARO, which do not require any adjustments in the Restated Standalone Summary Statements are reproduced below in respect of the financial statements presented.

Financial Year: 2010-11

Clause (i) (a) of the CARO

The Company has maintained proper records showing particulars and situation of fixed assets other than quantitative details of fixed asset.

Clause (iv) of the CARO

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets. However, the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents for sale of services needs to be further strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. Due to the nature of operations, the requirement of this paragraph relating to sale of goods is not applicable to the Company.

Clause (v) of the CARO

(a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered into the Register maintained under Section 301 have been so entered.

(b) In respect of transactions made in pursuance of such contracts or arrangements and exceeding the value of Rs. 0.50 million entered into during the financial year, because of the unique and specialised nature of the items involved and absence of any comparable prices, we are unable to comment whether the transactions were made at prevailing market prices at the relevant time.

Clause (ix) (a) of the CARO

Undisputed statutory dues of Provident Fund, Employees' State Insurance have generally been regularly deposited with appropriate authorities though there has been slight delay in few cases and in respect of undisputed statutory dues pertaining to Income Tax, Wealth Tax, Service Tax, Cess and other material statutory dues have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. The provision relating to sales-tax, custom duty, Excise Duty, investor education and protection fund are not applicable to the Company.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.

NON ADJUSTING ITEMS (CONTINUED)

Clause (ix) (b) of the CARO

According to information and explanations given to us, no undisputed dues payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, sales-tax, custom duty, Excise Duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable, except as follows:

Nature of the statute	Nature of the dues	Rupees in millions	Period to which the amount relates	Due date	Date of payment
Wealth tax Act, 1957	Wealth tax	0.28	Mar-10	30-Sep-10	16-Sep-11
Professional tax Act	Professional tax	0.56	2009-10 & Earlier years	Various dates	Not paid
The Finance Act, 1994	Service tax	8.30	2009-10 & Earlier years	Various dates	Not paid

Clause (ix) (c) of the CARO

According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth tax, service tax, custom duty, Excise Duty and cess on account of any dispute, are as follows:

Nature of the statute	Nature of the dues	Rupees in millions	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Tax u/s 143 (3)	9.87	2006-07	CIT Appeals, Hyderabad
Income-tax Act, 1961	Tax u/s 143 (3)	4.26	2007-08	CIT Appeals, Hyderabad
The Finance Act, 1994	Service tax	119.23	2001-2006	CESTAT
The Finance Act, 1994	Service tax	33.84	2000-2005	CESTAT
The Finance Act, 1994	Service tax	51.02	2003-2009	Office of Commissioner of Central Excise & Custom, Vishakhapatnam - II Commissionerate
The Finance Act, 1994	Service tax	18.93	2006-2009	Office of Commissioner of Service tax, Chennai
The Finance Act, 1994	Service tax	46.64	2006-2009	Office of Commissioner of Central Excise & Custom, Vishakhapatnam - I Commissionerate

Clause (x) of the CARO

The Company's accumulated losses at the end of the financial year are less than fifty percent of its net worth. The Company has incurred cash losses in the current financial year and as at the end of the immediately preceding financial year.

Financial Year: 2011-12

Clause (iv) of the CARO

In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of fixed assets are for the Company's specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, services and fixed assets and for the sale of services. However the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents for sale of services needs to be strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. The activities of the Company do not involve sale of goods

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

NON ADJUSTING ITEMS (CONTINUED)

Clause (v) of the CARO

(a) In our opinion, and according to the information and explanations given to us, the particulars of contracts and arrangements referred to in Section 301 of the Companies Act, 1956 have been entered into the Register required to be maintained under that Section

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs. 0.50 million with any party during the year have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time except for certain items of fixed assets are for the Company's specialised requirements for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appears reasonable.

Clause (ix) (a) of the CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Income-Tax, Service Tax, Wealth Tax, Provident Fund and Professional Tax have generally been regularly deposited during the year by the Company with the appropriate authorities though there were slight delay in a few cases and in respect of undisputed dues pertaining to Employees' State Insurance and Service Tax have not been regularly deposited with the appropriate authorities and there have been serious delays in a large number of cases. Further, as explained to us, the Company did not have any dues on account of Excise Duty, Sales Tax, Customs Duty and Investor Education and Protection Fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service Tax, Income Tax, Professional Tax, Service Tax, Wealth Tax and other material statutory dues were in arrears as at 31 March 2012 for a period of more than six months from the date they became payable. The Company did not have any dues on account of Excise Duty, Sales Tax, Customs Duty and Investor Education and Protection Fund.

Clause (ix) (b) of the CARO

According to the information and explanations given to us, there are no dues in respect of Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Income Tax and Service Tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Rupees in millions	Period to which the amount relates	Forum where dispute is pending as on date of this report
Income-tax Act, 1961	Duty and interest	9.87 (9.87)*	2006-07	Income Tax Appellate Tribunal
Income-tax Act, 1961	Duty and interest	4.26 (4.26)*	2007-08	Income Tax Appellate Tribunal
The Finance Act, 1994	Service tax	119.23	2001-2002 to 2005-2006	CESTAT, Chennai
The Finance Act, 1994	Service tax	33.39	2000-2001 to 2004-2005	CESTAT, Bangalore

* Amounts in parenthesis represent payment made under protest.

Clause (x) of the CARO

The accumulated losses of the Company at the end of the financial year are not less than fifty percent of its net worth. Further, the Company has incurred cash losses during the current financial year and in the immediately preceding financial year.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

NON ADJUSTING ITEMS (CONTINUED)

Clause (xi) of the CARO

In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers except that in the case of term loans due to certain banks, overdue installments amounting to Rs. 77.82 millions and interest thereon amounting to Rs. 79.00 millions was repaid with delays ranging from 6 to 86 days and 1 to 30 days respectively. The Company did not have any outstanding debentures or dues to any financial institutions during the year.

Clause (xvii) of the CARO

According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the short term funds amounting to Rs. 257.94 millions have been used for long-term purpose.

Financial Year: 2012-13

Emphasis of Matter in Independent Auditor's Report

We draw attention to Note 44 to the financial statements which provide details with regard to set off of debit balance of profit and loss account amounting to Rs. 1,382.17 millions against Business Reconstruction Reserve and Securities Premium Account. This Business Reconstruction Reserve was created under the Scheme of Arrangement u/s 391 to 394 of the Companies Act, 1956 approved by the Honorable High Court of Andhra Pradesh vide its Order dated 21 September 2013 by transferring the balance standing to the credit of its Revaluation Reserve Account. Our opinion is not qualified in respect of this matter.

Clause (iv) of the CARO

In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of fixed assets and services are for the Company's specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, services and fixed assets and for the sale of services. However, the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents for sale of services needs to strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed at the balance sheet date. The activities of the Company do not involve sale of goods.

Clause (v) of the CARO

(a) In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the Register required to be maintained under that Section.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts and arrangements referred to in (a) above and exceeding the value of Rs. 0.50 million with any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except with regard to purchase of certain items of fixed assets and services availed which are for the Company's specialised requirements for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appears reasonable.

Clause (ix) (a) of the CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, professional tax, Income-Tax, Custom duty, Wealth Tax, and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities though there were slight delay in a few cases and in respect of undisputed dues pertaining to Service Tax have not been regularly deposited with the appropriate authorities and there have been serious delays in a large number of cases. Further, as explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales Tax and Excise Duty.

According to the information and explanations given to us, except for Service tax of Rs. 0.26 million (which has been paid subsequently by 26 April 2013), there are no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Custom duty, and other material statutory dues which were in arrears as at 31 March 2013 for a period of more than six months from the date they became payable. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales tax and excise duty.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

NON ADJUSTING ITEMS (CONTINUED)

Clause (ix) (b) of the CARO
According to the information and explanations given to us, there are no dues in respect of Custom duty, Income tax and Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Service Tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Rupees in millions	Period to which the amount relates	Forum where dispute is pending as on date of this report
The Finance Act, 1994	Service tax	119.23	2001-2002 to 2005-2006	CESTAT, Chennai
The Finance Act, 1994	Service tax	33.39	2000-2001 to 2004-2005	CESTAT, Bangalore
The Finance Act, 1994	Service tax	18.24	2006-2007 to 2010-2011	CESTAT, Vizag
The Finance Act, 1994	Service tax	36.57	2006-2007 to 2010-2011	CESTAT, Vizag

Clause (x) of the CARO
The Company does not have any accumulated losses at the end of the financial year. The Company has incurred cash losses during the current financial year as well as in the immediately preceding financial year.

Clause (xvii) of the CARO
According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the short term funds amounting to Rs. 131.33 millions have been used for long-term purpose.

Financial Year: 2013-14

Emphasis of Matter
We draw attention to Note 43 of the financial statements which provide details with regard to set off of debit balance of Statement of Profit and Loss amounting to Rs.1,382.17 millions against Business Reconstruction Reserve and Securities Premium Account in the previous year. This Business Reconstruction Reserve was created under the Scheme of Arrangement u/s 391 to 394 of the Companies Act, 1956, approved by the Honorable High Court of Andhra Pradesh vide its Order dated 21 September 2013 by transferring the balance standing to the credit of its Revaluation Reserve Account. Our opinion is not qualified in respect of this matter.

Clause (iv) of the CARO
In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of fixed assets and services are for the Company's specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of fixed assets and for the sale of services, except that, the internal control system for sale of services with regard to obtaining customer acceptances/ confirmation documents needs to be strengthened. In our opinion, there is a continuing failure to correct a major weakness in the internal control system and prevailed till the balance sheet date. The activities of the Company do not involve sale of goods.

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

NON ADJUSTING ITEMS (CONTINUED)

Clause (v) of the CARO
(a) In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered into the Register required to be maintained in that register.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts and arrangements referred to in (a) above and exceeding the value of Rs. 0.50 million with any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except with regard to services availed which are for the Company' s specialised requirements and similarly for sale of certain services for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appears reasonable.

Clause (ix) (a) of the CARO
According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Employees' State Insurance, Wealth Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delay in few cases and in respect of undisputed dues pertaining to Service Tax, Provident Fund, Professional Tax, Income Tax and Tax deducted at sources have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales Tax. Excise Duty and Customs Duty.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service tax, Wealth Tax, Income Tax and other material statutory dues were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

Clause (ix) (b) of the CARO
According to the information and explanations given to us, there are no dues of Income Tax and Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Service Tax have not been deposited by the Company on account of disputes:

Name of the statue	Nature of dues	Rupees in millions	Related period	Forum
The Finance Act, 1994	Service Tax	35.11	2001-02 to 2004-05	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	119.75	2000-01 to 2005-06	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	36.57	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	73.13	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	7.98	2005-06 to 2009-10	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	3.79	2007-08 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

NON ADJUSTING ITEMS (CONTINUED)

Name of the statue	Nature of dues	Rupees in millions	Related period	Forum
The Finance Act, 1994	Service Tax	2.14 and penalty	2008-09 to 2010-11	Directorate General of Central Excise Intelligence

Clause (x) of the CARO
The Company does not have any accumulated losses at the end of the financial year. The Company has not incurred cash losses during the current financial year. However, the Company had incurred cash losses in the immediately preceding financial year.

Clause (xvii) of the CARO
According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that the short-term funds amounting to Rs. 43.30 millions have been used for long-term purpose.

Financial Year: 2014-15

Clause (vii) (a) of the CARO
According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Employees' State Insurance, Provident Fund, Wealth Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delay in few cases and in respect of undisputed dues pertaining to Service Tax, Professional Tax, Income Tax and Tax deducted at sources have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund, Sales Tax, Duty of Excise and Duty of Customs.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service tax, Wealth Tax, Income Tax and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

Clause (vii) (b) of the CARO
According to the information and explanations given to us, there are no dues of Income Tax and Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, the following dues of Service Tax have not been deposited by the Company on account of disputes:

Name of the statue	Nature of dues	Rupees in millions	Related period	Forum
Income Tax Act, 1961	Income Tax	3.67	AY 2014-15	Commissioner of Income-tax appeals
The Finance Act, 1994	Service Tax	35.11	2001-02 to 2004-05	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	119.75	2000-01 to 2005-06	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	36.57	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Chennai
The Finance Act, 1994	Service Tax	73.13	2006-07 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore

STATEMENT OF RESTATEMENT ADJUSTMENTS TO STANDALONE FINANCIALS STATEMENTS **Annexure - V**

NON ADJUSTING ITEMS (CONTINUED)

Name of the statue	Nature of dues	Rupees in millions	Related period	Forum
The Finance Act, 1994	Service Tax	7.98	2005-06 to 2009-10	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	3.79	2007-08 to 2010-11	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
The Finance Act, 1994	Service Tax	18.14*	2008-09 to 2010-11	Directorate General of Central Excise Intelligence
The Finance Act, 1994	Service Tax	5.25	2007-08 to 2011-12	Customs, Excise and Service Tax Appellate Tribunal, Bangalore

* Paid under protest Rs.18.14 millions (PY: Rs.16.00 millions).

RESTATED STANDALONE STATEMENT OF SHARE CAPITAL: Annexure - VI

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Authorised:						
Equity shares of Rs. 10/- each (Numbers)	102,000,000	102,000,000	102,000,000	102,000,000	102,000,000	102,000,000
Equity shares of Rs. 10/- each (Rs in millions)	1,020.00	1,020.00	1,020.00	1,020.00	1,020.00	1,020.00
Issued, subscribed and fully paid-up						
Equity shares of Rs. 10/- each (Numbers)	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043
Equity shares of Rs. 10/- each (Rs in millions)	107.42	107.42	107.42	107.42	107.42	107.42

Reconciliation of number of shares outstanding:

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of Shares	Rs.	No. of Shares	Rs.	No. of Shares	Rs.	No. of Shares	Rs.	No. of Shares	Rs.	No. of Shares	Rs.
Equity Shares of Rs. 10/- each												
At the commencement of the period/year	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42	10,742,043	107.42
At the end of the period/year	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**	**10,742,043**	**107.42**

Particulars of shareholders holding more than 5% shares of a class of shares:

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Equity Shares of Rs. 10/- each fully paid-up												
Capt P.V.K. Mohan	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%	3,552,566	33.07%
Mr P. Sarat Kumar	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%	1,210,098	11.27%
Mr. P. Vivek Anand	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%	1,409,813	13.12%
Mr R. Ramesh	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%	1,016,668	9.46%
IDFC Private Equity Fund II	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%	2,578,090	24.00%

Terms and rights attached to equity shares:

The Company has single class of equity shares having par value of Rs. 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Note:

1. The Board of Directors of the Company in their meeting held on 10 March 2016 have proposed for the issuance of Bonus shares in the ratio of 1:1 to the existing shareholders of the Company. The proposal of the Board of Directors was approved by the Shareholders of the Company in their Extra-Ordinary General meeting held on 10 March 2016.

2.The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF RESERVES AND SURPLUS:

Annexure - VII

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Revaluation reserve						
Balance at the beginning of the period / year	-	-	-	162.94	162.94	162.94
Less: Outstanding balance deducted from fixed assets as per SEBI Regulations [Refer note no. 8(b) of section I ("Material adjustments") of Annexure V]	-	-	-	-	(162.94)	(162.94)
Add: Revaluation of land [Refer note no. (iv) (b) of section (iv) ("Other Significant Notes") of Annexure XXIX]	-	-	-	100.59	-	-
Less: Transfer to Business Reconstruction Reserve pursuant to Scheme of Amalgamation and Arrangement [Refer note no. (iv) (a) of section (iv) ("Other Significant Notes") of Annexure XXIX]	-	-	-	(263.53)	-	-
Balance at the end of the period / year	-	-	-	-	-	-
Securities premium account						
Balance at the beginning of the period / year	-	-	-	1,122.97	1,122.97	1,122.97
Set off with debit balance in the Statement of Profit and Loss as per Scheme of Amalgamation and Arrangement [Refer note no. (iv) (a) of section (iv) ("Other Significant Notes") of Annexure XXIX]	-	-	-	(1,122.97)	-	-
Balance at the end of the period / year	-	-	-	-	**1,122.97**	**1,122.97**
Business reconstruction reserve						
Balance at the beginning of the period / year	-	-	-	-	-	-
Add: Transfer from Revaluation reserve pursuant to Scheme of Amalgamation and Arrangement [Refer note no. (iv) (a) of section (iv) ("Other Significant Notes") of Annexure XXIX]	-	-	-	263.53	-	-
Less: Set off with debit balance in the Statement of Profit and Loss as per Scheme of Amalgamation and Arrangement [Refer note no. (iv) (a) of section (iv) ("Other Significant Notes") of Annexure XXIX]	-	-	-	(263.53)	-	-
Balance at the end of the period / year	-	-	-	-	-	-
Surplus / (Deficit) in Statement of Profit and Loss						
Opening balance	260.71	210.43	32.97	(944.06)	(287.06)	(109.24)
Add: Profit/ (loss) after tax, as restated	1.77	75.41	177.46	(410.26)	(657.00)	(177.82)
Amount available for appropriation	262.48	285.84	210.43	(1,354.32)	(944.06)	(287.06)
Less: Appropriations:						
Interim equity dividend	-	(21.48)	-	-	-	-
Tax on interim equity dividend	-	(3.65)	-	-	-	-
Add: Set off with Business reconstruction reserve pursuant to Scheme of Amalgamation and Arrangement*	-	-	-	263.53	-	-
Add: Set off with Securities premium account pursuant to Scheme of Amalgamation and Arrangement*	-	-	-	1,122.97	-	-
Add: Transfer of reserve from Transferor Company on account of amalgamation as on 1 March 2013*	-	-	-	0.95	-	-
Less: Difference between the amount of share capital of the Transferor Company and the investments in the share capital of the Transferee Company*	-	-	-	(0.16)	-	-
*[Refer note no. (iv) (a) of section (iv) ("Other Significant Notes") of Annexure XXIX]						
Balance at the end of the period / year	**262.48**	**260.71**	**210.43**	**32.97**	**(944.06)**	**(287.06)**
TOTAL	**262.48**	**260.71**	**210.43**	**32.97**	**178.91**	**835.91**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF LONG-TERM BORROWINGS: **Annexure - VIII**

Rupees in millions

Particulars	As at 30 September 2015			As at 31 March 2015			As at 31 March 2014			As at 31 March 2013			As at 31 March 2012			As at 31 March 2011		
	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total
Secured long-term borrowings																		
From Banks																		
- Term loan	51.78	48.06	99.84	66.86	56.66	123.52	126.21	66.48	192.69	280.30	101.67	381.97	515.69	60.57	576.26	98.92	41.26	140.18
- Vehicle loans	50.79	14.68	65.47	45.96	11.81	57.77	23.68	5.72	29.40	8.25	4.25	12.50	8.11	6.64	14.75	7.86	7.74	15.60
- Buyer's credit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	802.00	802.00
Total loan from banks	**102.57**	**62.74**	**165.31**	**112.82**	**68.47**	**181.29**	**149.89**	**72.20**	**222.09**	**288.55**	**105.92**	**394.47**	**523.80**	**67.21**	**591.01**	**106.78**	**851.00**	**957.78**
From Others																		
- Vehicle loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.26	0.26
- Building loan	14.12	1.01	15.13	14.66	0.91	15.57	-	-	-	-	-	-	-	-	-	-	-	-
Total loan from others	**14.12**	**1.01**	**15.13**	**14.66**	**0.91**	**15.57**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.26**	**0.26**
Unsecured long-term borrowings																		
Term loan from banks	-	77.68	77.68	17.83	80.00	97.83	118.00	-	118.00	-	-	-	-	-	-	-	-	-
Loan from director	-	6.20	6.20	2.60	7.20	9.80	9.80	6.40	16.20	-	6.30	6.30	10.24	6.55	16.79	16.79	9.57	26.36
Total unsecured borrowings	**-**	**83.88**	**83.88**	**20.43**	**87.20**	**107.63**	**127.80**	**6.40**	**134.20**	**-**	**6.30**	**6.30**	**10.24**	**6.55**	**16.79**	**16.79**	**9.57**	**26.36**
TOTAL	**116.69**	**147.63**	**264.32**	**147.91**	**156.58**	**304.49**	**277.69**	**78.60**	**356.29**	**288.55**	**112.22**	**400.77**	**534.04**	**73.76**	**607.80**	**123.57**	**860.83**	**984.40**

Notes:

1. "Current maturities of long-term borrowings" are grouped under "Other current liabilities"
2. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF LONG-TERM BORROWINGS: **Annexure - VIII A**

Rupees in millions

Particulars	As at 30 September 2015			As at 31 March 2015			As at 31 March 2014			As at 31 March 2013			As at 31 March 2012			As at 31 March 2011		
	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total	Non-current portion	Current maturities	Total
Secured long-term borrowings																		
Term loans from banks																		
Canara Bank	48.35	46.22	94.57	66.86	56.66	123.52	126.21	66.48	192.69	280.30	101.67	381.97	515.69	60.57	576.26	98.92	41.26	140.18
ICICI Bank	3.43	1.84	5.27	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Yes Bank	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	802.00	802.00
Total term loans from banks	**51.78**	**48.06**	**99.84**	**66.86**	**56.66**	**123.52**	**126.21**	**66.48**	**192.69**	**280.30**	**101.67**	**381.97**	**515.69**	**60.57**	**576.26**	**98.92**	**843.26**	**942.18**
Building loan																		
Tata Capital	14.12	1.01	15.13	14.66	0.91	15.57	-	-	-	-	-	-	-	-	-	-	-	-
Total building loan	**14.12**	**1.01**	**15.13**	**14.66**	**0.91**	**15.57**	-	-	-	-	-	-	-	-	-	-	-	-
Vehicle loans																		
From banks																		
Canara Bank	5.40	2.05	7.45	6.46	1.94	8.40	4.47	1.06	5.53	-	-	-	-	-	-	-	-	-
HDFC Bank	14.82	4.03	18.85	16.15	3.55	19.70	16.86	3.19	20.05	4.44	2.82	7.26	2.88	2.95	5.83	5.28	3.35	8.63
ICICI Bank	20.09	6.50	26.59	23.35	6.32	29.67	2.35	1.47	3.82	3.81	1.33	5.14	5.13	3.33	8.46	2.12	3.99	6.11
Kotak Mahindra Bank	10.48	2.10	12.58	-	-	-	-	-	-	-	0.10	0.10	0.10	0.36	0.46	0.46	0.40	0.86
	50.79	**14.68**	**65.47**	**45.96**	**11.81**	**57.77**	**23.68**	**5.72**	**29.40**	**8.25**	**4.25**	**12.50**	**8.11**	**6.64**	**14.75**	**7.86**	**7.74**	**15.60**
From others																		
Reliance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.22	0.22
Tata Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04
Total vehicle loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.26**	**0.26**
Total Secured long-term borrowings	**116.69**	**63.75**	**180.44**	**127.48**	**69.38**	**196.86**	**149.89**	**72.20**	**222.09**	**288.55**	**105.92**	**394.47**	**523.80**	**67.21**	**591.01**	**106.78**	**851.26**	**958.04**
Unsecured long-term borrowings																		
Term Loan from Bank																		
Canara Bank	-	77.68	77.68	17.83	80.00	97.83	118.00	-	118.00	-	-	-	-	-	-	-	-	-
Loan from directors-																		
Capt.P.V.K. Mohan	-	6.20	6.20	2.60	7.20	9.80	9.80	6.40	16.20	-	2.50	2.50	5.00	2.08	7.08	7.08	4.92	12.00
P. Sarat Kumar	-	-	-	-	-	-	-	-	-	-	1.88	1.88	1.88	2.06	3.94	3.94	3.49	7.43
P. Vivek Anand	-	-	-	-	-	-	-	-	-	-	1.92	1.92	3.36	2.41	5.77	5.77	1.16	6.93
Total unsecured long-term borrowings	-	**83.88**	**83.88**	**20.43**	**87.20**	**107.63**	**127.80**	**6.40**	**134.20**	-	**6.30**	**6.30**	**10.24**	**6.55**	**16.79**	**16.79**	**9.57**	**26.36**
TOTAL	**116.69**	**147.63**	**264.32**	**147.91**	**156.58**	**304.49**	**277.69**	**78.60**	**356.29**	**288.55**	**112.22**	**400.77**	**534.04**	**73.76**	**607.80**	**123.57**	**860.83**	**984.40**

Notes:

1. "Current maturities of long term borrowings" are grouped under "Other current liabilities"
2. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF LONG-TERM BORROWINGS: **Annexure - VIII B**

Terms and conditions of borrowings: **Rupees in millions**

Name of the lender	Outstanding as at 30 September 2015		Rate of interest p.a. (%)	Repayment Schedule	Sanctioned Amount	Securities offered	Prepayment clauses
	Disclosed under long-term borrowings	Disclosed under other current liabilities					
Term loans							
Canara Bank	-	10.74	Basic rate + 3.5%	Repayable in 60 equal monthly installments of Rs. 1.86 millions commencing from April 2011.	116.00	The term loan is secured by exclusive charge on property admeasuring 913 square yards and 576 square yards along with construction thereon situated at Plot No.731, Phase II, Road No. 36, Jubliee Hills, Hyderabad. It is also secured by the personal guarantee of Capt. P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director)	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied.
Canara Bank	35.46	29.30	Basic rate + 3.5%	Repayable in 20 quarterly installments of Rs. 7.33 millions commencing from January 2013.	150.00	The term loan is secured by first charge on containers.It is also secured by the personal guarantee of Capt. P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director).	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied.
Canara Bank	12.89	6.18	Basic rate + 4.25%	Repayable in 60 monthly installments commencing from July 2013.	30.00	The term loan is secured by first charge on the Company's property in Navi Mumbai and the personal property of P. Sarat Kumar (Director). It is also secured by the personal guarantee of P. Sarat Kumar (Director)	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied at 2% of the liability if taken over by other bank or financial institution.
ICICI Bank	1.74	0.94	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	3.05	The term loan is secured by way of hypothecation of the vehicles.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.51	0.27	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.89	The term loan is secured by way of hypothecation of the vehicles.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.31	0.17	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.54	The term loan is secured by way of hypothecation of the vehicles.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.49	0.26	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.86	The term loan is secured by way of hypothecation of the vehicles.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	0.38	0.20	13.50%	Repayable in 36 monthly equated installments commencing from 15 May 2015.	0.66	The term loan is secured by way of hypothecation of the vehicles.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
Building loan							
Tata Capital	14.12	1.01	12.40%	The outstanding loan is repayable in 120 monthly installments commencing from August 2014.	16.00	The building loan is secured by first charge on the Company's property in Chennai. The term loan is also secured by the personal guarantee of Capt. P.V.K. Mohan (Chairman mid Managing Director), P. Sarat Kumar (Director) and P. Vivek Anand (Director).	None
Vehicle loans							
HDFC Bank	0.15	0.10	10.50%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.48	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	0.27	0.11	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.55	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
HDFC Bank	0.19	0.16	11.50%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.71	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
HDFC Bank	0.15	0.23	12.00%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	1.00	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	0.40	0.16	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.84	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
Canara Bank	0.44	0.19	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.95	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.

RESTATED STANDALONE STATEMENT OF LONG-TERM BORROWINGS:

Annexure - VIII B

Terms and conditions of borrowings:

Rupees in millions

Name of the lender	Outstanding as at 30 September 2015		Rate of interest p.a. (%)	Repayment Schedule	Sanctioned Amount	Securities offered	Prepayment clauses
	Disclosed under long-term borrowings	Disclosed under other current liabilities					
Canara Bank	0.47	0.19	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.97	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
HDFC Bank	0.75	0.52	10.50%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	2.45	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	1.10	0.58	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	2.83	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
ICICI Bank	-	1.55	10.18%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	7.00	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
HDFC Bank	11.32	1.90	10.05%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	15.86	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Canara Bank	0.58	0.18	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.99	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
Canara Bank	1.62	0.47	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	2.57	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre closure by transfer to other banks.
Canara Bank	0.52	0.17	10.70%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.87	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be levied on the outstanding liability at the time of prepayment or pre-closure by transfer to other banks.
HDFC Bank	0.63	0.17	10.50%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.95	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
HDFC Bank	0.52	0.33	10.25%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	1.03	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
HDFC Bank	0.52	0.32	10.25%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	1.02	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
ICICI Bank	3.10	0.85	10.00%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	4.74	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
ICICI Bank	16.99	4.10	10.25%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	23.68	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at lesser of the following: a) 5% of the principal outstanding plus applicable service tax b) Interest outstanding for the remaining tenure of the loan
Kotak Mahindra Bank	0.97	0.20	9.88%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	1.20	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
Kotak Mahindra Bank	1.23	0.25	9.68%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	1.52	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
Kotak Mahindra Bank	0.70	0.14	9.69%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	0.87	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at 5.85% of the outstanding principal.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF LONG-TERM BORROWINGS:

Annexure - VIII B

Terms and conditions of borrowings:

Rupees in millions

Name of the lender	Outstanding as at 30 September 2015		Rate of interest p.a. (%)	Repayment Schedule	Sanctioned Amount	Securities offered	Prepayment clauses
	Disclosed under long-term borrowings	Disclosed under other current liabilities					
Kotak Mahindra Bank	1.73	0.36	9.80%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	2.15	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
Kotak Mahindra Bank	5.85	1.15	9.15%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	7.00	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment penalty shall be levied at 5.85% of the outstanding principal.
HDFC Bank	0.59	0.30	10.50%	Repayable in equated monthly instalments from next month immediately after disbursement of loan.	1.21	The vehicle loan is secured by way of hypothecation of the vehicle purchased from the loan proceedings.	Prepayment liability shall be 6% of outstanding principal if prepayment is made within 12 months from 1st EMI, 5% of outstanding principal if prepayment is made within 13 to 24 months from 1st EMI and 3% of outstanding principal if prepayment is made after 24 months from 1st EMI.
Unsecured long-term borrowings							
Canara Bank	-	77.68	Basic rate + 3.5%	Repayable in 6 quarterly installments of Rs. 20 millions each commencing from April 2015.	240.00	The term loan is secured by the personal guarantee of Capt. P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director), assets of Ashoka Poultry Farms, a firm in which Directors are Partners and the personal assets of Capt. P.V.K. Mohan (Chairman and Managing Director).	In case of closure of the term loan with other than internal accruals, necessary charges such as prepayment penalty will be levied.
Capt. P.V.K.Mohan	-	6.20	Nil	Repayable from May 2013 in 6 monthly instalments of Rs. 0.30 million each, 6 monthly instalment of Rs. 0.40 million each, 6 monthly instalment of Rs. 0.50 million each, 21 monthly instalment of Rs. 0.60 million each, and one monthly instalment of Rs. 0.20 million.	Not applicable	Not applicable	Not applicable
Total	**116.69**	**147.63**					

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF PROVISIONS: **Annexure - IX**

Rupees in millions

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Provision for gratuity	16.61	1.62	14.85	1.45	12.63	2.17	14.87	2.22	13.28	2.22	10.09	0.90
Provision for compensated absences	11.87	3.86	10.89	3.67	8.20	3.60	9.27	3.75	5.12	3.12	5.47	3.14
TOTAL	**28.48**	**5.48**	**25.74**	**5.12**	**20.83**	**5.77**	**24.14**	**5.97**	**18.40**	**5.34**	**15.56**	**4.04**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF SHORT-TERM BORROWINGS: **Annexure - X**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Secured short-term borrowings						
Loans repayable on demand						
- From banks - working capital loans	356.11	282.64	213.87	245.96	249.25	176.77
- From others - factoring loans	16.38	51.15	-	-	-	-
TOTAL	**372.49**	**333.79**	**213.87**	**245.96**	**249.25**	**176.77**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF SHORT-TERM BORROWINGS: **Annexure - X A**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Secured short-term borrowings						
Loans repayable on demand - Working capital loans from Banks						
Canara Bank	281.11	282.64	213.87	245.96	249.25	176.77
RBL Bank	75.00	-	-	-	-	-
Loans repayable on demand - Factoring loans from others						
Canbank Factor Ltd	10.69	51.15	-	-	-	-
IFCI Factor Ltd	5.69	-	-	-	-	-
TOTAL	**372.49**	**333.79**	**213.87**	**245.96**	**249.25**	**176.77**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF SHORT-TERM BORROWINGS: **Annexure - X B**

Terms and conditions of borrowings: **Rupees in millions**

Name of the lender	Outstanding as at 30 September 2015	Rate of interest p.a. (%)	Repayment Amount	Sanctioned Amount	Securities offered	Prepayment clauses
Working capital loans from banks						
Canara Bank	281.11	13.75%	Repayable on demand	300.00	Working capital loan from Canara Bank is secured by hypothecation of book debts, first charge on the properties belonging to the Company and personal guarantee of Capt. P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director), P. Vivek Anand (Director) and R. Ramesh (Former Director).	Not Applicable
RBL Bank	75.00	12.75%	Repayable on demand	100.00	Working capital loan from RBL bank is secured by pari passu charge on the entire current assets of the Company, pari passu second charge on the entire fixed assets of the Company, executive charge by way of equitable mortgage on land situated at Sy. No. 352 & 351 Bommaraspet Village, Gram Panchayat, Shamirpet Mandal, R.R. District and personal guarantee of Capt. P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director) and P. Vivek Anand (Director).	Not Applicable
Factoring loans from others						
Canbank Factor Ltd	10.69	14.25%	Repayable on demand	100.00	Factoring loan availed from Canbank Factors Ltd. is secured by hypothecation of receivables identified for factoring, 1% cut back margin money on each realisation of factored debts and personal guarantee of Capt. P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director) and P Vivek Anand (Director).	Not Applicable
IFCI Factor Ltd	5.69	14.50%	Repayable on demand	40.00	Factoring loan availed from IFCI Ltd. is secured by hypothecation of receivables identified for factoring and personal guarantee of Capt. P.V.K Mohan (Chairman and Managing Director), P. Sarat Kumar (Director) and P. Vivek Anand (Director).	Not Applicable

Note:

1. The above statement should be read with the Company overview and Significant accounting policies appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

<u>RESTATED STANDALONE STATEMENT OF TRADE PAYABLES:</u> **Annexure - XI**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Trade Payables						
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	500.76	583.53	487.65	490.85	359.89	283.96
TOTAL	**500.76**	**583.53**	**487.65**	**490.85**	**359.89**	**283.96**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES:

Annexure - XII

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Current maturities of long term debt	147.63	156.58	78.60	112.22	73.76	860.83
Interest accrued but not due on borrowings	0.38	0.75	2.41	2.82	2.21	10.74
Advances received from customers	43.53	8.60	58.96	40.00	100.60	60.95
Capital creditors	1.41	-	-	-	-	-
Employee payables	25.33	4.95	17.08	4.12	6.57	4.05
Security deposit from customers	0.38	0.47	26.13	34.55	40.36	31.94
Book overdraft	3.42	6.41	15.73	13.68	33.63	3.02
Statutory liabilities	20.97	14.45	16.31	41.54	47.79	33.29
Accrued expenses	21.90	17.49	16.93	8.52	8.29	31.41
Derivative liabilities	-	-	-	-	-	53.08
	264.95	**209.70**	**232.15**	**257.45**	**313.21**	**1,089.31**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

Annexure- XIII
Rupees in millions

Particulars	Gross block				Accumulated depreciation and amortisation				Net block
	As at 1 April 2010	Additions	Deletions	As at 31 March 2011	As at 1 April 2010	Charge for the year	Sale / Adjustment during the year	As at 31 March 2011	As at 31 March 2011
Tangible - owned									
Freehold land	179.36	-	-	179.36	-	-	-	-	179.36
Buildings	92.79	-	-	92.79	3.98	1.31	-	5.29	87.50
Plant and equipment	6.71	1.04	-	7.75	2.49	0.75	-	3.24	4.51
Heavy handling equipment	204.33	-	2.34	201.99	77.72	22.97	1.18	99.51	102.48
Vessels	1,436.73	32.86	4.70	1,464.89	133.09	92.44	-	225.53	1,239.36
Computers	27.14	3.22	-	30.36	15.49	5.50	-	20.99	9.37
Office equipment	46.63	3.45	0.59	49.49	11.05	2.91	0.42	13.54	35.95
Furniture and fixtures	71.16	0.33	-	71.49	16.03	4.67	-	20.70	50.79
Vehicles	68.30	9.62	0.15	77.77	22.28	6.97	0.06	29.19	48.58
	2,133.15	**50.52**	**7.78**	**2,175.89**	**282.13**	**137.52**	**1.66**	**417.99**	**1,757.90**
Less:									
Revaluation reserve [refer note 2 below]									(162.94)
Total of tangible assets	**2,133.15**	**50.52**	**7.78**	**2,175.89**	**282.13**	**137.52**	**1.66**	**417.99**	**1,594.96**
Intangible - owned									
Computer software	3.32	1.99	-	5.31	0.54	0.77	-	1.31	4.00
Total of intangible assets	**3.32**	**1.99**	**-**	**5.31**	**0.54**	**0.77**	**-**	**1.31**	**4.00**
Grand total	**2,136.47**	**52.51**	**7.78**	**2,181.21**	**282.67**	**138.29**	**1.66**	**419.30**	**1,598.96**

Notes:

1. The title deeds of Land and Buildings aggregating to Rs. 69.90 millions are pending transfer to the Company's name.
2. Land held by the Company and the land transferred on amalgamation were revalued by a reputed firm of valuers as on March 31, 2008, resulting in increase in their net values by Rs. 99.51 millions and Rs. 63.43 millions respectively, which was credited to revaluation reserve. The balance outstanding in revaluation reserve amounting to Rs. 162.94 million as on 31 March 2011 has been deducted from the fixed assets in accordance with the requirement of the SEBI regulations in these restated standalone summary statements.
3. Gross block of vessels includes foreign exchange gains (losses) aggregating to (Rs. 29.18 millions) adjusted to the cost of the asset.
4. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

Annexure- XIII

Rupees in millions

Particulars	Gross block				Accumulated depreciation and amortisation				Net block
	As at 1 April 2011	Additions	Deletions	As at 31 March 2012	As at 1 April 2011	Charge for the year	Sale / Adjustment during the year	As at 31 March 2012	As at 31 March 2012
Tangible - owned									
Freehold land	179.36	-	-	179.36	-	-	-	-	179.36
Buildings	92.79	-	-	92.79	5.29	1.31	-	6.60	86.19
Plant and equipment	7.75	1.64	-	9.39	3.24	0.94	-	4.18	5.21
Heavy handling equipment	201.99	136.73	2.17	336.55	99.51	33.65	1.38	131.78	204.77
Vessels	1,464.89	57.87	735.85	786.91	225.53	103.27	156.13	172.67	614.24
Computers	30.36	2.41	0.11	32.66	20.99	4.56	0.06	25.49	7.17
Office equipment	49.49	2.38	0.14	51.73	13.54	2.74	0.03	16.25	35.48
Furniture and fixtures	71.49	0.73	0.02	72.20	20.70	4.69	0.01	25.38	46.82
Vehicles	77.77	13.23	5.38	85.62	29.19	7.72	2.72	34.19	51.43
	2,175.89	**214.99**	**743.67**	**1,647.21**	**417.99**	**158.88**	**160.33**	**416.54**	**1,230.67**
Less:									
Revaluation reserve [refer note 3 below]									(162.94)
Total of tangible assets	**2,175.89**	**214.99**	**743.67**	**1,647.21**	**417.99**	**158.88**	**160.33**	**416.54**	**1,067.73**
Intangible - owned									
Computer software	5.31	2.05	-	7.36	1.31	1.05	-	2.36	5.00
Total of intangible assets	**5.31**	**2.05**	**-**	**7.36**	**1.31**	**1.05**	**-**	**2.36**	**5.00**
Grand total	**2,181.21**	**217.04**	**743.67**	**1,654.58**	**419.30**	**159.93**	**160.33**	**418.90**	**1,072.73**

Notes:

1. Depreciation for the year includes Rs. 1.57 millions towards depreciation on foreign exchange differences capitalised.
2. During the year, foreign exchange fluctuation loss amounting to Rs. 11.15 millions has been capitalised to the block of fixed assets pursuant to notification no G.S.R. 225 (E) dated March 31, 2009. The notification was valid upto March 31, 2011 and subsequently was extended upto 31 March 2012 based on notification no. G.S.R 378(E).
3. Land held by the Company and the land transferred on amalgamation were revalued by a reputed firm of valuers as on March 31, 2008, resulting in increase in their net values by Rs. 99.51 millions and Rs. 63.43 millions respectively, which was credited to revaluation reserve. The balance outstanding in revaluation reserve amounting to Rs. 162.94 million as on 31 March 2012 has been deducted from the fixed assets in accordance with the requirement of the SEBI regulations in these restated standalone summary statements.
4. The title deeds of Land and Buildings aggregating to Rs. 69.12 millions are pending transfer from the erstwhile subsidiary name.
5.The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS **Annexure- XIII**

Rupees in millions

Particulars	Gross block					Accumulated depreciation and amortisation					Net block
	As at 1 April 2012	Additions/ Adjustment	Additions on account of amalgamation	Deletions	As at 31 March 2013	As at 1 April 2012	Additions on account of amalgamation	Charge for the year	Sale / Adjustment during the year	As at 31 March 2013	As at 31 March 2013
Tangible - owned											
Freehold land (also refer note 1)	179.36	100.59	-	-	279.95	-	-	-	-	-	279.95
Buildings	92.79	-	-	-	92.79	6.60	-	1.31	-	7.91	84.88
Plant and equipment	9.39	2.49	-	-	11.88	4.18	-	1.01	-	5.19	6.69
Heavy handling equipment	336.55	0.29	-	184.62	152.22	131.78	-	19.84	114.14	37.48	114.74
Vessels	786.91	-	-	786.91	-	172.67	-	31.27	203.94	-	-
Computers	32.66	1.96	0.24	0.15	34.71	25.49	0.22	3.87	0.12	29.46	5.25
Office equipment	51.73	2.27	0.17	0.10	54.07	16.25	0.08	2.63	0.02	18.94	35.13
Furniture and fixtures	72.20	0.70	0.05	0.01	72.94	25.38	0.02	4.73	0.01	30.12	42.82
Vehicles	85.62	6.53	-	11.22	80.93	34.19	-	7.24	6.24	35.19	45.74
Total of tangible assets	**1,647.21**	**114.83**	**0.46**	**983.01**	**779.49**	**416.54**	**0.32**	**71.90**	**324.47**	**164.29**	**615.20**
Intangible - owned											
Computer software	7.36	0.01	-	-	7.37	2.36	-	1.19	-	3.55	3.82
Total of intangible assets	**7.36**	**0.01**	**-**	**-**	**7.37**	**2.36**	**-**	**1.19**	**-**	**3.55**	**3.82**
Grand total	**1,654.57**	**114.84**	**0.46**	**983.01**	**786.86**	**418.90**	**0.32**	**73.09**	**324.47**	**167.84**	**619.02**

Notes:

1.The Company had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the year, the Company further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions has been shown as addition above with corresponding amount credited to Revaluation reserve account. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the outstanding balance in revaluation reserve account was Rs. nil as at 31 March 2013, no revaluation related amount has been deducted from fixed assets in these restated standalone summary statements as at 31 March 2013.

2. The title deeds of Land and Buildings aggregating to Rs. 69.12 millions are pending transfer from the erstwhile subsidiary name.

3.The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

Annexure- XIII

Rupees in millions

Particulars	Gross block				Accumulated depreciation and amortisation				Net block
	As at 1 April 2013	Additions	Deletions/ other adjustment	As at 31 March 2014	As at 1 April 2013	Charge for the year	Deletions/ other adjustment	As at 31 March 2014	As at 31 March 2014
Tangible - owned									
Freehold land	279.95	-	-	279.95	-	-	-	-	279.95
Buildings	92.79	-	-	92.79	7.91	1.52	-	9.43	83.36
Plant and equipment	11.88	-	-	11.88	5.19	1.26	-	6.45	5.43
Heavy handling equipment	152.22	0.99	9.68	143.53	37.48	16.32	7.03	46.77	96.76
Computers	34.71	1.99	-	36.70	29.46	2.49	-	31.95	4.75
Office equipment	54.07	2.42	0.11	56.38	18.94	2.42	0.03	21.33	35.05
Furniture and fixtures	72.94	0.56	0.01	73.49	30.12	4.26	0.00	34.38	39.11
Vehicles	80.93	30.82	5.31	106.44	35.19	7.10	3.88	38.41	68.03
Total of tangible assets	**779.49**	**36.78**	**15.11**	**801.16**	**164.29**	**35.37**	**10.94**	**188.72**	**612.44**
Intangible - owned									
Computer software	7.37	0.22	-	7.59	3.55	1.22	-	4.77	2.82
Total of intangible assets	**7.37**	**0.22**	**-**	**7.59**	**3.55**	**1.22**	**-**	**4.77**	**2.82**
Grand total	**786.86**	**37.00**	**15.11**	**808.75**	**167.84**	**36.59**	**10.94**	**193.49**	**615.26**

Notes:

1.The Company had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the previous year, the Company has further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions was further credited to Revaluation reserve account. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the outstanding balance in revaluation reserve account was Rs. nil as at 31 March 2014, no revaluation related amount has been deducted from fixed assets in these restated standalone summary statements as at 31 March 2014.

2. The title deeds of Land and Buildings aggregating to Rs. 69.12 millions are pending transfer from the erstwhile subsidiary name.

3 The Company has leased out heavy handling equipments under cancellable operating lease agreement.

4. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

Annexure- XIII
Rupees in millions

Particulars	Gross block				Accumulated depreciation and amortisation				Net block
	As at 1 April 2014	Additions	Deletions/ other adjustment	As at 31 March 2015	As at 1 April 2014	Charge for the year	Deletions/ other adjustment	As at 31 March 2015	As at 31 March 2015
Tangible - owned									
Freehold land	279.95	-	-	279.95	-	-	-	-	279.95
Buildings	92.79	22.11	-	114.90	9.43	1.64	-	11.07	103.83
Plant and equipment	11.88	1.37	-	13.25	6.45	0.51	-	6.96	6.29
Heavy handling equipment	143.53	0.06	3.66	139.93	46.77	5.16	3.08	48.85	91.08
Computers	36.70	2.32	-	39.02	31.95	3.16	-	35.11	3.91
Office equipment	56.38	2.60	0.36	58.62	21.33	10.10	0.15	31.28	27.34
Furniture and fixtures	73.49	4.24	0.06	77.67	34.38	12.07	0.02	46.43	31.24
Leasehold Improvements	-	1.12	-	1.12	-	-	-	-	1.12
Vehicles	106.44	41.91	8.65	139.70	38.41	15.77	6.52	47.66	92.04
Total of tangible assets	**801.16**	**75.73**	**12.73**	**864.16**	**188.72**	**48.41**	**9.77**	**227.36**	**636.80**
Intangible - owned									
Computer software	7.59	2.62	-	10.21	4.77	1.36	-	6.13	4.08
Total of intangible assets	**7.59**	**2.62**	**-**	**10.21**	**4.77**	**1.36**	**-**	**6.13**	**4.08**
Grand total	**808.75**	**78.35**	**12.73**	**874.37**	**193.49**	**49.77**	**9.77**	**233.49**	**640.88**

Notes:

1.The Company had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the the year ended 31 March 2013, the Company has further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions was further credit to Revaluation reserve account. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013.Since the outstanding balance in revaluation reserve account was Rs. nil as at 31 March 2015, no revaluation related amount has been deducted from fixed assets in these restated standalone summary statements as at 31 March 2015.

2. The Company has leased out heavy handling equipments under cancellable operating lease agreement.

3. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF TANGIBLE ASSETS AND INTANGIBLE ASSETS

Annexure- XIII
Rupees in millions

Particulars	Gross block				Accumulated depreciation and amortisation				Net block
	As at 1 April 2015	Additions	Deletions/ other adjustment	As at 30 September 2015	As at 1 April 2015	Charge for the period	Deletions/ other adjustment	As at 30 September 2015	As at 30 September 2015
Tangible - owned									
Freehold land	279.95	-	-	279.95	-	-	-	-	279.95
Buildings	114.90	-	-	114.90	11.07	0.91	-	11.98	102.92
Plant and equipment	13.25	0.56	-	13.81	6.96	0.27	-	7.23	6.58
Heavy handling equipment	139.93	-	-	139.93	48.85	5.72	-	54.57	85.36
Computers	39.02	1.07	0.04	40.05	35.11	1.05	0.02	36.14	3.91
Office equipment	58.62	0.74	-	59.36	31.28	4.47	-	35.75	23.61
Furniture and fixtures	77.67	3.87	0.06	81.48	46.43	4.90	0.04	51.29	30.19
Leasehold improvements	1.12	-	-	1.12	-	0.06	-	0.06	1.06
Vehicles	139.70	13.59	9.55	143.74	47.66	7.95	8.50	47.11	96.63
Total of tangible assets	**864.16**	**19.83**	**9.65**	**874.34**	**227.36**	**25.33**	**8.56**	**244.13**	**630.21**
Intangible - owned									
Computer software	10.21	0.04	-	10.25	6.13	0.65	-	6.78	3.47
Total of intangible assets	**10.21**	**0.04**	**-**	**10.25**	**6.13**	**0.65**	**-**	**6.78**	**3.47**
Grand total	**874.37**	**19.87**	**9.65**	**884.59**	**233.49**	**25.98**	**8.56**	**250.91**	**633.68**

Notes:

1. The Company had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the year ended 31 March 2013, the Company had further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions was further credited to Revaluation reserve account. The balance standing to the credit of revaluation reserve was transferred to business reconstruction reserve and netted off with debit balance in the statement of profit and loss vide order of Honourable High Court dated 21 September 2013 for the year ended 31 March 2013. Since the outstanding balance in revaluation reserve account was Rs. nil as at 30 September 2015, no revaluation related amount has been deducted from fixed assets in these restated standalone summary statements as at 30 September 2015.

2. The Company has leased out heavy handling equipments under cancellable operating lease agreement.

3. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS: **Annexure - XIV**

Rupees in millions

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	No. of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount	No of shares	Amount
Long-term, Trade Investments, unquoted at cost												
I) In Equity Shares of Rs. 10/- each fully paid-up in Indian subsidiary companies:												
Levan Marine Services Private Limited	-	-	-	-	-	-	-	-	284,300	3.00	284,300	3.00
Seaways Liner Agencies Private Limited	10,000	0.10	10,000	0.10	10,000	0.10	-	-	-	-	-	-
Seamaster Sea and Air Logistics Private Limited	10,000	0.10	10,000	0.10	10,000	0.10	-	-	-	-	-	-
II) Investments in equity shares of SGD 1/- each fully paid up in foreign subsidiary companies:												
Maxicon Container Line Pte Ltd, Singapore	300,000	9.48	300,000	9.48	300,000	9.48	300,000	9.48	300,000	9.48	300,000	9.48
Seaways Shipping Line Pte Ltd, Singapore	150,001	6.69	150,001	6.69	150,001	6.69	150,001	6.69	1	0.00	1	0.00
III) Investments in equity shares of HKD 1/- each fully paid up in foreign subsidiary company:												
Seaways Hong Kong Limited, Hong Kong	470,000	3.69	10,000	0.08	-	-	-	-	-	-	-	-
IV) Investments in equity shares of USD 1/- each fully paid up in foreign joint venture:												
Global Shipping Corporation, USA	12,500	0.56	12,500	0.56	12,500	0.56	12,500	0.56	12,500	0.56	-	-
TOTAL		**20.62**		**17.01**		**16.93**		**16.73**		**13.04**		**12.48**

Aggregate amount of unquoted investments	20.62	17.01	16.93	16.73	13.04	12.48

Note:
1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF LONG-TERM AND SHORT-TERM LOANS AND ADVANCES:

Annexure - XV

Rupees in millions

Particulars	As at 30 September 2015		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013		As at 31 March 2012		As at 31 March 2011	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Unsecured, considered good unless other wise stated												
Capital advances	10.09	-	-	-	-	-	-	-	-	-	-	-
Advance to suppliers	-	64.02	-	59.90	-	70.34	-	55.96	-	84.85	-	56.33
Prepaid expenses	-	4.69	-	3.33	-	2.14	-	2.34	0.02	7.93	-	19.62
Advance to employees	-	3.29	-	3.28	-	2.39	-	3.88	-	4.15	-	4.21
Deposits	51.55	-	40.55	-	37.53	-	31.07	3.80	4.86	29.56	3.60	27.77
Advance income tax (net)	77.47	-	61.90	-	74.77	-	98.49	15.10	58.94	55.75	46.61	56.49
Balance with statutory authorities	15.45	-	14.14	-	12.00	-	-	-	-	-	-	-
Service tax refund receivable	-	0.34	-	2.49	-	3.93	-	-	-	-	-	3.89
Advances for purchase of investment	4.02	-	3.61	-	-	-	-	0.03	-	-	-	-
Other loans and advances	-	2.95	-	2.20	-	-	-	-	-	1.92	-	11.64
TOTAL	**158.58**	**75.29**	**120.20**	**71.20**	**124.30**	**78.80**	**129.56**	**81.11**	**63.82**	**184.16**	**50.21**	**179.95**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF OTHER NON-CURRENT ASSETS AND OTHER CURRENT ASSETS:

Annexure - XVI

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Other non-current assets						
(Unsecured, considered good)						
Bank deposits due to mature after 12 months of the reporting date (held as margin money)	1.07	1.52	2.38	2.73	7.71	4.98
Deferred borrowing cost	-	-	0.63	1.27	4.59	5.38
Others	-	-	2.72	5.11	3.55	0.30
	1.07	**1.52**	**5.73**	**9.11**	**15.85**	**10.66**
Other current assets						
(Unsecured, considered good)						
Interest accrued but not due	-	-	0.07	0.19	0.09	13.33
Deferred borrowing cost	0.32	0.63	0.63	3.32	3.32	2.69
Unbilled revenue	8.77	1.38	14.83	4.26	7.66	4.55
	9.09	**2.01**	**15.53**	**7.77**	**11.07**	**20.57**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES:

Annexure - XVII

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Receivables outstanding for a period exceeding six months from the date they became due for payment						
Unsecured, considered good	106.41	106.25	104.25	77.55	69.52	98.49
Unsecured, considered doubtful	135.37	135.37	92.47	61.70	35.42	21.08
	241.78	241.62	196.72	139.25	104.94	119.57
Less: Provision for bad and doubtful receivables	135.37	135.37	92.47	61.70	35.42	21.08
	106.41	106.25	104.25	77.55	69.52	98.49
Others						
Unsecured, considered good	574.11	629.99	518.72	448.93	237.33	264.75
TOTAL	**680.52**	**736.24**	**622.97**	**526.48**	**306.85**	**363.24**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF INVENTORIES: **Annexure - XVIII**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Inventories						
(at lower of cost or net realisable value)						
Stores and spares	-	-	-	-	4.42	5.48
Consumables	-	-	-	-	22.27	33.09
TOTAL	**-**	**-**	**-**	**-**	**26.69**	**38.57**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF CASH AND BANK BALANCES: **Annexure - XIX**

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Cash and cash equivalents:						
- Cash in hand (refer note (i) below)	2.45	1.69	1.94	1.23	1.81	1.02
- Cheques on hand	-	0.09	-	-	2.63	1.83
Balances with banks						
- in current accounts	62.29	62.30	68.91	45.61	64.39	53.41
- in exchange earner's foreign currency account	1.04	2.47	1.02	2.98	0.07	0.08
- in deposit account (with original maturity of 3 months or less) (refer note (ii) below)	1.12	10.33	-	1.70	-	304.02
	66.90	76.88	71.87	51.52	68.90	360.36
Other bank balances						
- in deposit accounts (refer note (iii),(iv),(v) and (vi) below)	13.00	7.98	4.42	12.01	3.35	1.54
TOTAL	**79.90**	**84.86**	**76.29**	**63.53**	**72.25**	**361.90**

(i) Cash in hand held in foreign currency	0.10	0.06	0.17	0.21	0.21	-
(ii) Deposits towards Escrow account	-	-	-	-	-	210.00
(iii) Deposits maintained in current account which is under lien with custom port authorities.	2.86	-	-	-	-	-
(iv) Deposits placed with customs and port authorities for licenses	0.24	0.52	1.02	1.03	-	-
(v) Margin money deposits given against bank guarantee	7.70	7.14	3.40	4.18	2.85	0.59
(vi) Margin money by Canara Bank towards factoring of trade receivables	2.20	0.32	-	-	-	-

Notes:

1 **Details of bank balances/ deposits**

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Bank balances available on demand/deposits with original maturity of 3 months or less included under 'cash and cash equivalents'	64.45	75.10	69.93	50.29	64.46	357.51
Bank deposit due to mature within 12 months of the reporting date included under "Other bank balances'	13.00	7.98	4.42	12.01	3.35	1.54
Bank deposit due to mature after 12 months of the reporting date included under "Other non-current assets'	1.07	1.52	2.38	2.73	7.71	4.98
TOTAL	**78.52**	**84.60**	**76.73**	**65.03**	**75.52**	**364.03**

2 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF REVENUE FROM OPERATIONS: **Annexure - XX**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Revenue from operations						
Stevedoring	71.59	251.91	151.20	148.74	239.95	268.39
Vessel agency	23.12	41.63	188.15	169.06	193.03	151.79
Clearing and forwarding and freight forwarding	1,321.46	3,387.92	2,934.77	1,751.65	1,500.72	1,295.05
Container line	17.14	34.15	56.22	202.79	442.95	700.97
Liner agency	-	0.30	651.02	1,396.65	720.33	640.22
Business process outsourcing	24.44	43.74	39.65	32.90	-	-
TOTAL	**1,457.75**	**3,759.65**	**4,021.01**	**3,701.79**	**3,096.98**	**3,056.42**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF OTHER INCOME: **Annexure - XXI**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011	Nature (Recurring / Non Recurring)	Related / Not Related to Business Activity
Other income, as restated	22.79	42.00	40.43	30.96	11.98	39.92		
Net profit / (loss) before tax, as restated	2.17	75.41	177.46	(410.26)	(657.70)	(178.39)		
Other income as a % of net profit	1047.95%	55.69%	22.78%	-7.55%	-1.82%	-22.38%		
Source of other income								
Interest on bank deposits	0.79	0.92	0.62	1.25	4.82	19.42	Recurring	Not related
Interest - others	-	1.03	5.28	5.40	3.25	1.86	Recurring	Not related
Payables written back	-	2.26	12.23	5.51	2.45	16.84	Recurring	Related
Profit on sale of assets	1.43	2.35	-	16.56	0.88	1.44	Recurring	Not related
Gain on foreign currency transactions (net)	1.83	-	-	1.49	-	-	Recurring	Related
Dividend from Joint Venture	2.57	-	-	-	-	-	Non-recurring	Not related
Rent received	15.87	32.65	20.03	-	-	-	Recurring	Not related
Miscellaneous income	0.30	2.79	2.27	0.75	0.58	0.36	Recurring	Not related
TOTAL	**22.79**	**42.00**	**40.43**	**30.96**	**11.98**	**39.92**		

Notes:

1 The classification of 'Other income' as Recurring / Non-recurring and Related / Not related to business activities is based on the current operations and business activities of the Company as determined by the Management.

2 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF COST OF SERVICES: **Annexure - XXII**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Stevedoring expenses	60.32	232.49	126.99	112.45	203.80	228.36
Vessel agency expenses	16.53	26.31	154.81	139.89	178.44	131.86
Clearing and forwarding and freight forwarding expenses	1,084.92	2,857.01	2,466.18	1,416.33	1,258.58	1,057.82
Container line expenses	1.64	1.69	23.37	242.40	531.42	797.77
Liner agency expenses	-	-	573.37	1,166.49	515.03	495.38
TOTAL	**1,163.41**	**3,117.50**	**3,344.72**	**3,077.56**	**2,687.27**	**2,711.19**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFITS EXPENSE: **Annexure - XXIII**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Salaries, bonus and other allowances	118.58	196.10	181.17	185.66	161.38	127.91
Directors' remuneration	20.00	33.50	25.70	25.20	22.95	13.60
Contribution to provident and other funds	5.00	8.89	9.55	8.50	9.74	8.14
Staff welfare expenses	3.50	6.63	5.25	6.31	8.66	7.76
TOTAL	**147.08**	**245.12**	**221.67**	**225.67**	**202.73**	**157.41**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF FINANCE COSTS: **Annexure - XXIV**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Interest on term loans	17.73	41.92	48.33	74.63	98.16	25.96
Interest on working capital loans	22.09	38.71	31.06	34.14	32.98	84.63
Interest - others	3.41	1.48	1.54	1.33	1.70	1.96
Other borrowing costs	3.56	3.21	3.93	3.32	3.32	2.69
TOTAL	**46.79**	**85.32**	**84.86**	**113.42**	**136.16**	**115.24**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF OTHER EXPENSES: **Annexure - XXV**

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Business promotion	16.03	38.35	25.46	17.98	16.78	6.89
Office maintenance	8.57	15.31	12.54	12.28	10.01	7.97
Travelling and conveyance	26.75	37.24	28.99	28.47	28.28	22.83
Legal and professional charges	6.21	11.52	11.34	7.29	8.00	8.93
Electricity	4.84	8.41	8.34	8.74	7.25	6.27
Rent	10.43	21.89	22.77	24.58	23.26	20.66
Repairs to others	2.28	5.62	5.00	7.47	5.14	4.58
Communication expenses	5.46	11.37	13.69	18.38	14.86	13.95
Rates and taxes	4.51	9.58	11.51	15.14	5.71	4.24
Provision for bad and doubtful receivables	-	42.90	30.77	26.28	14.34	21.08
Printing and stationery	2.21	5.61	4.83	5.02	5.32	4.96
Insurance	2.00	3.81	3.82	4.20	4.43	3.71
Auditors remuneration						
- Audit fees	1.80	2.80	2.80	2.40	2.40	3.00
- Other services	0.59	0.51	-	-	-	0.20
- Out of pocket expenses	0.01	0.14	0.11	0.11	0.10	0.08
Loss on disposal of fixed assets (net)	-	-	1.76	-	-	-
Loss on foreign currency transactions (net)	-	2.98	2.45	-	4.23	4.89
Directors' sitting fee	0.10	0.05	0.16	0.16	0.16	-
Bank charges	1.48	2.51	3.20	5.60	8.20	13.08
Miscellaneous expenses	1.84	7.93	6.60	3.75	4.08	5.28
TOTAL	**95.11**	**228.53**	**196.14**	**187.85**	**162.55**	**152.60**

Note:

1. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES:

Annexure - XXVI

Rupees in millions

Particulars	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Pending litigation:						
a) Income-tax matters in dispute for reduction in losses by Rs.57.26 millions, appeal filed by the Company	-	-	-	-	-	-
b) Income-tax matters in dispute, appeals filed by the authorities. No provision in respect thereof has been made.	3.67	3.67	-	-	-	-
c) Other matters in dispute with suppliers, customers and government authorities, pending litigation filed against and by the Company. No provision in respect thereof has been made.	24.50	24.50	8.87	-	-	4.05
d) Claims against the Company not acknowledged as debts in respect of:						
- Service tax matters	303.37	299.71	294.47	207.46	153.06	269.65
- Income-tax matters	-	-	-	-	14.14	10.61
No provision in respect thereof has been made.						
Corporate Guarantee given by the Company on behalf of subsidiary	131.70	125.20	120.08	108.71	102.92	-
TOTAL	**463.24**	**453.08**	**423.42**	**316.17**	**270.12**	**284.31**

Note:

1 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII**

List of related parties:

Name of the related party	Nature of the Relation as at					
	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
Maxicon Container Line Pte Ltd, Singapore	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary
Seaways Liner Agencies Private Limited	Subsidiary	Subsidiary	Subsidiary	Subsidiary	-	-
Seamaster Sea and Air Logistics Private Limited	Subsidiary	Subsidiary	Subsidiary	-	-	-
Seaways Shipping Line Pte Ltd, Singapore	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary	Subsidiary
Levan Marine Services Private Limited (refer note 2 below)	-	-	-	-	Subsidiary	Subsidiary
Seaways Hong Kong Limited	Subsidiary	Subsidiary	-	-	-	-
Maxicon Shipping Agencies Pte Ltd, Singapore	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary
Maxicon Container Line LLC, UAE	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary
Maxicont Shipping Agencies Sdn Bhd, Malaysia	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary
Proline Container Sdn Bhd, Malaysia	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary
Global Shipping Corporation, USA (refer note 3 below)	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	-
Ashoka Poultry Farms	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners	Firm where directors are partners
Capt. P V K Mohan (Chairman and Managing Director)	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel
P. Sarat Kumar (Director)	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel
P. Vivek Anand (Director)	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel
Murali Krishnaswamy (Chief Financial Officer) (refer note 1 and 5 below)	Key Management Personnel	Key Management Personnel	-	-	-	-
T V Satish Babu (Company Secretary) (refer note 1 below)	Key Management Personnel	Key Management Personnel	-	-	-	-
P. Satya Ridhima	Relative of Key Managerial Personnel	-	-	-	-	-
P. Vijayendra	Relative of Key Managerial Personnel	Relative of Key Managerial Personnel	Relative of Key Managerial Personnel	-	-	-
R Ramesh (Director) (refer note 4 below)	-	-	-	Key Management Personnel	Key Management Personnel	Key Management Personnel

Notes:

1. As per the requirements of Companies Act 2013, Chief Financial Officer (CFO) and Company Secretary need to be considered as KMP effective from 1April 2014 and hence, previous years comparatives have not been presented.
2. w.e.f 14 August 2010 upto 28 February 2013 (refer Annexure XXIX note (iv)(a)).
3. w.e.f 17 September 2011
4. upto 31 March 2013
5. upto 10 March 2016
6. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII A**

Related party transactions:

Rupees in millions

Particulars	Entity	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Amount collected on behalf of	Maxicon Container Line Pte Limited, Singapore	-	-	432.26	1,144.19	902.64	736.02
Expensed incurred on behalf of	Maxicon Container Line Pte Limited, Singapore	-	-	279.87	712.89	548.24	468.75
Agency Commission Income	Maxicon Container Line Pte Limited, Singapore	-	-	27.81	53.71	94.67	77.28
Agency Commission Received	Maxicon Container Line Pte Limited, Singapore	-	-	37.03	115.93	23.10	-
BPO Income	Maxicon Container Line Pte Limited, Singapore	24.44	43.74	39.65	32.90	-	-
BPO Income Collected	Maxicon Container Line Pte Limited, Singapore	13.92	38.19	29.85	26.02	-	-
Lease Rentals Income	Maxicon Container Line Pte Limited, Singapore	17.14	34.15	56.22	67.01	69.66	6.72
Lease Rentals Income Collected	Maxicon Container Line Pte Limited, Singapore	0.46	70.53	24.53	61.49	43.71	-
Lease Rentals Expense	Maxicon Container Line Pte Limited, Singapore	1.24	-	-	-	-	-
Container Line Expenses	Seaways Shipping Line Pte Limited, Singapore	0.08	1.25	1.10	32.64	96.26	56.37
	Maxicon Shipping Agencies Pte Limited, Singapore	-	-	0.25	0.55	1.83	-
	Maxicont Shipping Agencies SDN BHD, Malaysia	-	-	1.14	-	2.27	2.94
Container Line Income	Seaways Shipping Line Pte Limited, Singapore	0.10	-	-	3.77	29.07	54.47
	Maxicont Shipping Agencies SDN BHD, Malaysia	-	-	-	-	-	4.75
	Levan Marine Services Private Limited, India	-	-	-	-	0.02	-
Reimbursement of expenses	Global Shipping Corporation, USA	-	0.81	3.28	-	-	-
	Seaways Liner Agencies Private Limited	-	-	68.41	-	-	-
	Seamaster Sea and Air Logistics Private Limited	-	1.80	-	-	-	-
	Seaways Shipping Line Pte Limited, Singapore	7.08	-	-	-	0.23	0.24
Liner Agent Income	Seaways Liner Agencies Private Limited	3.99	58.13	31.65	-	-	-
	Seamaster Sea and Air Logistics Private Limited	6.30	2.25	-	-	-	-
Rent Income	Seaways Liner Agencies Private Limited	15.07	30.13	-	-	-	-
	Seamaster Sea and Air Logistics Private Limited	0.80	2.52	-	-	-	-

RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII A**

Related party transactions:

Rupees in millions

Particulars	Entity	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Liner Agent Expenses	Seaways Liner Agencies Private Limited	147.83	319.53	581.17	-	-	-
	Seamaster Sea and Air Logistics Private Limited	0.40	0.46	-	-	-	-
	Levan Marine Services Private Limited, India	-	-	-	-	0.89	-
Investment in subsidiaries	Seamaster Sea and Air Logistics Private Limited	-	-	0.10	-	-	-
	Seaways Hong Kong Limited, Hong Kong	3.61	0.08	-	-	-	-
	Seaways Shipping Line Pte Limited, Singapore	-	-	-	6.69	-	-
	Seaways Liner Agencies Private Limited	-	-	0.10	0.03	-	-
	Global Shipping Corporation Inc	-	-	-	-	0.56	-
	Levan Marine Services Private Limited, India	-	-	-	-	-	3.00
Amounts paid	Maxicon Container Line Pte Limited, Singapore	-	54.92	157.82	474.77	250.89	228.50
	Seaways Shipping Line Pte Limited, Singapore	0.08	1.22	4.73	37.00	60.31	-
	Maxicon Shipping Agencies Pte Limited, Singapore	-	-	2.15	0.55	6.78	-
	Maxicont Shipping Agencies SDN BHD, Malaysia	-	-	1.14	-	0.71	-
	Seaways Liner Agencies Private Limited	119.75	401.19	409.18	-	-	-
	Seamaster Sea and Air Logistics Private Limited	3.46	1.20	-	-	-	-
	Levan Marine Services Private Limited, India	-	-	-	-	0.68	-
Amount received	Seaways Shipping Line Pte Limited, Singapore	-	-	9.97	5.16	-	-
	Seaways Liner Agencies Private Limited	11.67	44.00	6.32	-	-	-
	Seamaster Sea and Air Logistics Private Limited	12.66	8.49	-	-	-	-
	Capt. P.V.K. Mohan	-	-	20.00	-	-	15.00
	P. Sarat Kumar	-	-	-	-	-	9.90
	P.Vivek Anand	-	-	-	-	-	7.50
Repayment of Loan	Capt. P.V.K. Mohan	3.60	6.40	6.30	4.58	4.92	3.00
	P. Sarat Kumar	-	-	1.88	2.06	3.49	2.48
	P.Vivek Anand	-	-	1.92	3.85	1.16	0.57
Assets secured against loan availed by the Company	Ashoka Poultry Farms	-	-	-	115.16	-	-
Advance for Investment	Seaways Hong Kong Limited, Hong Kong	-	3.61	-	-	-	-
	Seaways Shipping Line Pte Limited, Singapore	4.02	-	-	-	-	-
Dividend received	Global Shipping Corporation, USA	2.57	-	-	-	-	-

RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII A**

Related party transactions:

Rupees in millions

Particulars	Entity	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Remuneration (refer note 1 below)	Capt. P.V.K. Mohan	7.60	12.70	9.70	7.20	6.57	4.00
	P. Sarat Kumar	6.20	10.40	8.00	6.00	5.46	3.20
	P.Vivek Anand	6.20	10.40	8.00	6.00	5.46	3.20
	Murali Krishnaswamy	2.38	3.65	-	-	-	-
	T V Satish Babu	0.99	1.62	-	-	-	-
	P. Vijayendra	1.20	1.09	0.84	-	-	-
	R. Ramesh	-	-	-	6.00	5.46	3.20
Legal and professional services	P Satya Ridhima	0.79	-	-	-	-	-
Liability transferred out for transferred employees	Seaways Liner Agencies Private Limited	-	-	4.45	-	-	-
Corporate Guarantee	Maxicon Container Line Pte Limited, Singapore	131.70	125.20	120.08	108.71	102.92	-

Notes:

1. Remuneration does not include gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.

2. Refer Annexure VIIIB for details of guarantees given by directors for loans availed by the Company.

3.The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS: **Annexure - XXVII B**

Receivables and payables to related parties:

Rupees in millions

Sl No.	Related party	Due from/to related parties	As at 30 September 2015	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011
1	Maxicon Container Line Pte Limited, Singapore	Trade receivables	74.31	47.36	78.28	46.00	95.82	65.64
		Trade payable	1.25	-	54.92	63.13	106.60	3.09
		Corporate guarantee given	131.70	125.20	120.08	108.71	102.92	-
2	Seaways Shipping Line Pte Limited, Singapore	Trade payable	0.02	0.03	-	3.62	7.98	-
		Trade receivables	0.10	-	-	9.97	11.36	8.43
		Advance for investment	4.02	-	-	-	-	-
3	Maxicont Shipping Agencies SDN, BHD Malaysia	Trade payable	2.68	2.47	2.50	2.21	2.13	-
		Trade receivables	-	-	-	-	-	0.82
4	Maxicon Shipping Agencies Pte Limited,Singapore	Trade payable	-	-	-	1.91	1.83	-
		Trade receivables	-	-	-	-	-	6.75
5	Seaways Liner Agencies Private Limited	Trade receivables	139.30	139.45	93.75	-	-	-
		Unbilled revenue	7.53	-	-	-	-	-
		Trade payable	119.17	91.08	171.99	-	-	-
		Advance given	-	-	0.76	-	-	-
		Advance received	-	-	1.44	-	-	-
6	Levan Marine Service Private Limited (refer note 1 below)	Trade payable	-	-	-	-	0.19	-
7	Seaways Hong Kong Limited, Hong Kong	Advance for investment	-	3.61	-	-	-	-
8	Seamaster Sea and Air Logistics Private Limited	Trade payable	3.78	1.28	0.10	-	-	-
9	Ashoka Poultry Farms	Assets secured against loan availed by the Company to the extent loan outstanding	77.68	96.47	118.00	115.16	-	-
10	Capt. P.V.K. Mohan	Loan payable	6.20	9.80	16.20	2.50	7.08	12.00
		Remuneration payable	0.96	-	-	-	-	-
11	P. Sarat Kumar	Loan payable	-	-	-	1.88	3.94	7.43
		Remuneration payable	0.79	-	-	-	-	-
12	P. Vivek Anand	Loan payable	-	-	-	1.92	5.77	6.93
		Remuneration payable	0.79	-	-	-	-	-
13	Murali Krishnaswamy	Remuneration payable	0.26	-	-	-	-	-
14	T V Satish Babu	Remuneration payable	0.14	-	-	-	-	-
15	P. Vijayendra	Remuneration payable	0.16	-	-	-	-	-

Notes:
1. Levan Marine Service Private Limited had been merged with Seaways Shipping and Logistics Limited with retrospective effect from 1 March 2013.
2. Refer Annexure VIIIB for details of guarantees given by directors for loans availed by the Company.
3. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF DIVIDEND:

Annexure - XXVIII

Rupees in millions

Particulars	Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Paid-up equity share capital						
Amount of dividend on equity shares	-	21.48	-	-	-	-
Rate (%) of dividend	-	20%	-	-	-	-
Corporate Dividend Tax	-	3.65	-	-	-	-

Notes:

1 The dividend disclosed is excluding tax payable on such dividend.

2 The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

NOTES ANNEXED TO AND FORMING PART OF RESTATED STANDALONE SUMMARY STATEMENTS: **Annexure - XXIX**

OTHER SIGNIFICANT NOTES:

(i) The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company updates the documentation by end of November, for the domestic and international transactions entered into with the associated enterprise during the financial year. The Management is of the opinion that its domestic and international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

(ii) In view of accumulated losses and the absence of the virtual certainty supported by convincing evidence required under – "Accounting for taxes on income", net deferred tax assets on provision for bad and doubtful receivables (after considering the deferred tax liability on fixed assets) and unabsorbed depreciation and carried forward losses have not been recognised as there are no timing differences, the reversal of which, will result in sufficient taxable income. Accordingly, the Company has recognised deferred tax asset only to the extent of available deferred tax liability.

(iii) **Financial year ended 31 March 2012:**

Exceptional item

(iii) (a) During the year ended 31 March 2012, the vessel, 'M.V.Seaways Valour' had developed repeated technical deficiencies and as a result continuously broke-down leaving the well-planned and coordinated vessel schedules in disarray due to which the Company besides incurring enormous expenditure on repairs had to also encounter consequential losses arising out of missing connecting vessel schedules, delays in delivery of services to the customers, etc. After making a technical evaluation of the pliability of the vessel, the Company decided to dispose off/ scrap the vessel in the best interest of the organisation to avoid further losses in this regard. Consequently, the vessel was sold for scrap on 28 December 2011 at a book loss of Rs. 418.02 millions and the same had been disclosed as an exceptional item in the Restated Standalone Summary Statement of Profits and Losses for the year ended 31 March 2012.

(iv) **Financial year ended 31 March 2013:**

(iv) (a) **Scheme of amalgamation and arrangement**

A) Amalgamation of Levan Marine Services Private Limited with the Company

i. The Scheme of Amalgamation and Arrangement ('the Scheme') pursuant to Section 391 to 394 read with Section 78, 100 and 103 of the Companies Act, 1956, for reorganisation and capital reduction of the Company and amalgamation of the Levan Marine Services Private Limited ("LMSPL" or the "Transferor Company") with the Seaways Shipping and Logistics Limited ("the Company" or the "the Transferee Company") approved by the Board of Director of both the Companies, was subsequently sanctioned by the Honourable High Court of Andhra Pradesh (the High Court) vide order dated 21 September 2013 ('the Order date'). The Company filed the certified copy of the Order passed with the Registrar of Companies of Hyderabad, Andhra Pradesh on 30 September 2013 being 'the Effective Date'.

ii. The Honourable High Court dispensed with the convening of the meetings of the Shareholders of the Transferor Company and the creditors of the Transferee Company vide its order dated 23 July 2013.

iii. Upon the aforesaid approval, the assets and liabilities of LMSPL have been transferred to and vested in the Company with retrospective effect from 1 March 2013 ('the Appointed date'). The Scheme had accordingly been given effect to in these financial statements for the year ended 31 March 2013.

iv. LMSPL was a wholly owned subsidiary of the Company and was engaged in the business of transportation, marine survey and liner agency.

v. The arrangement has been accounted for under the 'pooling of interest' method referred to in Accounting Standard 14 - Accounting for Amalgamation. The investment in the equity share capital of LMSPL as appearing in the books of the Company has been cancelled and consequently difference between share capital amount of the Transferor Company and the investments in the share capital of the Transferor Company appearing in the books of the Company has been adjusted in the accumulated balance of the Profit and Loss Account of the Company.

vi. The assets and liabilities of LMSPL which were transferred to the Transferee Company pursuant to the above Scheme on the appointed date as given below:

Particulars	**Rupees in millions**
Assets transferred	
Fixed assets (net)	0.13
Long-term loans and advances	0.20
Trade receivables	3.41
Cash and cash equivalents	2.40
Other current assets	0.20
Total (A)	**6.34**
Liabilities acquired	
Trade payables	1.17
Other current liabilities	1.38
Total (B)	**2.55**

OTHER SIGNIFICANT NOTES:

vii. All staff, workmen and employees of the Transferor Company in service on the Effective Date have been deemed to have become staff, workmen and employees of the Company with effect from the Effective Date without any break in their service and the terms and conditions of their employment with the Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date and such of those labour legislations in so far as they are applicable to the Transferor Company in relation to its workmen and employees shall be applicable to the Company.

B) Reorganisation and Capital Reduction of the Company

i. Further as per the Scheme, the Company had also formulated a scheme of reorganisation and capital reduction to reflect a clear and factual financial position of the Company and thus explore opportunities for the benefit of the Company. The Capital reduction mentioned does not involve reduction of existing Equity Share Capital of the Company.

ii. Accordingly, upon the Scheme becoming effective and with effect from the appointed date:

(a) the balance standing to the credit of the Revaluation Reserve in the books of the Company as on Appointed Date has been credited to "Business Reconstruction Reserve"; and
(b) the debit balance in the statement of profit and loss account existing or accrued and accounted in the books of the Company as on the appointed date has been set off against the balance standing to the credit of Business Reconstruction Reserve and Securities Premium Account.

iii. The generally accepted Indian Accounting Standards and Principle does not provide for such adjustment as mentioned in B (ii) above. Had the Scheme not prescribed aforesaid treatment, the impact would have been as under on the Balance Sheet:

Particulars	Rupees in millions
Revaluation reserve would have been higher by	263.53
Securities Premium would have been higher by	1,122.97
Balances in Statement of Profit and Loss would have been lower by	1,386.50

(iv) (b) **Revaluation reserve**
The Company had revalued its land as on 31 March 2008, based on valuation carried out by an independent valuation expert. The increase in value by Rs. 162.94 millions was credited to Revaluation reserve account. During the year ended 31 March 2013, the Company further revalued its freehold land and based on valuation carried out by an independent valuation expert, increase in value by Rs. 100.59 millions has been shown as addition with corresponding amount credited to Revaluation reserve account. The valuation was based on the market values of the properties which considered inter-alia the location, size and condition of the property.

(iv) (c) **Exceptional item**
During the year ended 31 March 2013, the vessel, 'M.V.Seaways Venture' had developed repeated technical deficiencies and as a result continuously broke-down leaving the well-planned and coordinated vessel schedules in disarray due to which the Company had to incur enormous expenditure on repairs. After making a technical evaluation of the pliability of the vessel, the Company decided to dispose off/ scrap the vessel in the best interest of the organisation to avoid further losses in this regard. Consequently, the vessel was sold for scrap on 11 February 2013 at a book loss of Rs 465.42 millions and the same had been disclosed as an exceptional item in the Restated Standalone Summary Statement of Profits and Losses for the year ended 31 March 2013.

(iv) (d) **Discontinuing operations**
On 10 January 2013, the Board of Directors approved the sale of the Company's vessel "M.V. Seaways Venture" which represents the Feeder Vessel Division of a separate business segment "Shipping Business" as per Accounting Standard 17, Segment Reporting. The disposal is consistent with the Company's long term strategy to focus on its core business of logistics segment and profitable portion of the shipping business segment. The Company has disposed off the vessel on 11 February 2013 at a book loss of Rs. 465.42 millions.

The carrying amount of assets and liabilities of feeder vessel division to be settled are as follows:

(Rupees in millions)

Particulars	31 March 2013	31 March 2012
Total assets	28.48	654.38
Total liabilities	57.71	400.95
Net assets	(29.23)	253.43

OTHER SIGNIFICANT NOTES:

The following statement shows the revenue and expenses of continuing and discontinuing operations, as restated:

For the period 1 April 2012 to 31 March 2013 (Rupees in millions)

Particulars	Discontinuing operations	Continuing operations	Total
Total income (included other income)	128.35	3,604.40	3,732.75
Total expenses	280.01	3,397.58	3,677.59
Profit / (loss) before tax	**(151.66)**	**206.82**	**55.16**
Exceptional item	(465.42)	-	(465.42)
Income tax (expense)	-	-	-
Profit / (loss) after tax	**(617.08)**	**206.82**	**(410.26)**

For the period 1 April 2011 to 31 March 2012 (Rupees in millions)

Particulars	Discontinuing operations	Continuing operations	Total
Total income (included other income)	173.03	2,935.93	3,108.96
Total expenses	443.86	2,904.78	3,348.64
Profit / (loss) before tax	**(270.83)**	**31.15**	**(239.68)**
Exceptional item	(418.02)	-	(418.02)
Income tax (expense)	-	(0.70)	(0.70)
Profit / (loss) after tax	**(688.85)**	**31.85**	**(657.00)**

The Net cash flows attributable to the feeder vessel division are as follows: (Rupees in millions)

Particulars	31 March 2013	31 March 2012
Net cash inflow/(outflow) from operating activities	(90.63)	(86.68)
Net cash inflow/(outflow) from investing activities	117.55	161.70
Net cash inflow/(outflow) from financial activities	(233.94)	(220.15)
Net cash inflow/(outflow) for the year attributable to feeder vessel division	**(207.02)**	**(145.13)**

Seaways Shipping and Logistics Limited

RESTATED STANDALONE CAPITALISATION STATEMENT: **Annexure - XXX**

Rupees in millions

Particulars	Pre issue as at 30 September 2015	As adjusted for the Issue (refer note 2 below)
Borrowings		
Long-term borrowings (A)	116.69	[-]
Current maturities of long-term borrowings (B)	147.63	[-]
Total long-term borrowings (C)= (A)+(B)	**264.32**	
Short-term borrowings (D)	372.49	[-]
Total borrowings (E)=(C)+(D)	**636.81**	
Shareholder's funds		
Share capital		
Equity share capital (10,742,043 equity shares of Rs. 10/- each)	107.42	[-]
Reserves and surplus		
Surplus in Statement of Profit and Loss	262.48	[-]
Total Shareholder's funds (F)	**369.90**	
Long-term borrowings / Shareholder's funds (C / F)	**0.71**	
Total borrowings / Shareholder's funds (E / F)	**1.72**	

Notes:

1. The figures disclosed above are based on the Restated Standalone Summary Statement of assets and liabilities of the Company.
2. The corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.
3. The Board of Directors of the Company in their meeting held on 10 March 2016 have proposed for the issuance of Bonus shares in the ratio of 1:1 to the existing shareholders of the Company. The proposal of the Board of Directors was approved by the Shareholders of the Company in their Extra-Ordinary General meeting held on 10 March 2016. The effect of post balance sheet adjustment has not been considered above.
4. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

Seaways Shipping and Logistics Limited

RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS: **Annexure - XXXI**

Rupees in millions

Particulars		Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Restated net worth at the end of the period / year (Refer note 4)	A	369.90	368.13	317.85	140.39	286.33	943.33
Net profit/(loss) after tax as per Restated Standalone Summary Statement of profit and loss	B	1.77	75.41	177.46	(410.26)	(657.00)	(177.82)
Net profit/(loss) after tax from continuing operations as per Restated Standalone Summary Statement of profit and loss	C	1.77	75.41	177.46	206.82	31.85	(87.31)
Weighted average number of equity shares outstanding during the period / year considered for calculating basic earning per share (Refer note 3)	D	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043
Earnings per share of Rs 10 each - Basic and Diluted earnings/(loss) per share (Rs.)*	E=B/D	0.17	7.02	16.52	(38.19)	(61.16)	(16.55)
Earnings per share from continuing operations of Rs 10 each - Basic and Diluted earnings/(loss) per share (Rs.)*	F=C/D	0.17	7.02	16.52	19.25	2.96	(8.13)
Return on net worth (%)	G=B/A	0.48%	20.48%	55.83%	-292.22%	-229.46%	-18.85%
Number of shares outstanding at the end of the period / year (Refer note 3)	H	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043	10,742,043
Net asset value per share	I=A/H	34.43	34.27	29.59	13.07	26.65	87.82

* Not annualised for the six months period ended 30 September 2015.

Notes:

1. The above ratios have been computed on the basis of the Restated standalone Summary Statements of the Company.

2. The ratios have been computed as below:

a) Basic earnings/(loss) per share (Rs) = Net profit/(loss) after tax as per Restated Standalone Summary Statement of profit and loss / Weighted average number of equity shares outstanding during the period / year considered for calculating basic earnings per share (refer note 3)

b) Return on net worth (%) = Net profit/(loss) after tax as per Restated Standalone Summary Statement of profit and loss / Restated net worth at the end of the period / year

c) Net asset value per share (Rs) = Restated net worth at the end of the period / year / Total number of equity shares outstanding at the end of the period / year

3. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

4. Net Worth = Equity Share Capital + Securities Premium + Surplus / (Deficit) in the statement of profit and loss. It does not include revaluation reserve as outstanding as at balance sheet date.

5. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, prescribed under Section 133 of the 2013 Act, read with Rule 7 of the Companies (Accounts Rules, 2014).

6. Proforma accounting ratio disclosure:
The Board of Directors of the Company in their meeting held on 10 March 2016 have proposed for the issuance of Bonus shares in the ratio of 1:1 to the existing shareholders of the Company. The proposal of the Board of Directors was approved by the Shareholders of the Company in their Extra-Ordinary General meeting held on 10 March 2016.

The impact of the above post balance sheet adjustment to equity share capital on the accounting ratios has been provided below:

Computation of proforma equity shares:

Particulars	No. of equity shares
Number of equity shares outstanding as on 30 September 2015	10,742,043
Add: Bonus equity shares issued in the ratio of 1:1 to the existing shareholders	10,742,043
Proforma number of equity shares outstanding after impacting the above post balance sheet adjustment (J)	**21,484,086**

PROFORMA STATEMENT OF ACCOUNTING RATIOS

Particulars		Six months period ended 30 September 2015	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Proforma Net Assets Value per share of Rs. 10 each based on the equity shares outstanding, after impacting the post balance sheet adjustment (Rs.)	K = A/J	17.22	17.13	14.79	6.53	13.33	43.91
Proforma Basic and Diluted earnings per share of Rs. 10 each, after impacting the post balance sheet adjustment (Rs.)*	L = B/J	0.08	3.51	8.26	(19.10)	(30.58)	(8.28)
Proforma Basic and Diluted earnings per share of Rs. 10 each from continuing operations, after impacting the post balance sheet adjustment (Rs.)*	M = C/J	0.08	3.51	8.26	9.63	1.48	(4.06)

* Not annualised for the six months period ended 30 September 2015.

7. The above statement should be read with the Company overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to standalone financial statements in Annexure V and Notes to Restated Standalone Summary Statements appearing from Annexure VI to Annexure XXXI.

CAPITALISATION STATEMENT AS ADJUSTED FOR THE OFFER

ANNEXURE XXII - CAPITALISATION STATEMENT

(All amounts are in INR million unless otherwise stated)

Particulars	Pre Offer as at September 30, 2015	As adjusted for Offer (Refer Note 3 below)
Borrowings		
Long-term borrowings (A)	508.79	[●]
Current maturities of long-term borrowings (B)	163.99	[●]
Current maturities of finance lease obligations (C)	118.41	[●]
Total long-term borrowings (D)= (A)+(B)+(C)	**791.19**	[●]
Short-term borrowings (E)	417.72	[●]
Total borrowings (F)=(D)+(E)	**1,208.91**	[●]
Shareholder's funds		-
Share capital		
Equity share capital (10,742,043 equity shares of Rs 10/- each)	107.42	[●]
Reserves and surplus		
Surplus in the Statement of Profit and Loss	501.49	[●]
Foreign currency translation reserve	2.25	[●]
Total Shareholder's funds (G)	**611.16**	[●]
Long-term borrowings / Shareholder's funds (D/G)	**1.29**	[●]
Total borrowings / Shareholder's funds (F/G)	**1.98**	[●]

Note:

1. The figures disclosed above are based on the Restated Consolidated Summary Statement of assets and liabilities of the Group.
2. The corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.
3. The Board of Directors of the Company in their meeting held on 10 March 2015 have proposed for the issuance of Bonus shares in the ratio of 1:1 to the existing shareholders of the Company. The proposal of the Board of Directors was approved by the Shareholders of the Company in their Extra-Ordinary General meeting held on 10 March 2016. The effect of post balance sheet adjustment has not been considered above.
4. The above statement should be read with the Group overview and Significant accounting policies as appearing in Annexure IV, explanatory notes to Statement of restatement adjustments to consolidated financial statements in Annexure V and Notes to Restated Consolidated Summary Statements appearing from Annexure VI to Annexure XXXI.

FINANCIAL INDEBTEDNESS

As on February 29, 2016, our Company has outstanding secured loans (including current maturity of long term borrowings) amounting to the tune of ₹ 539.63 million, and outstanding unsecured loans (including current maturity of long term borrowings) amounting to ₹ 132.67 million. The details of our Company's outstanding indebtedness from banks and other financial institutions as of February 29, 2016 are as follows:

S. No	Lender	Facility Details	Amount Sanctioned	Amount Outstanding as on February 29, 2016*	Interest Rate / Commission Rate (*as per sanction letter and/ or facility letter*)	Security (*as per sanction letter, facility letter and/ or related security documents*)	Purpose	Tenor/ Re-payment Schedule
1.	RBL Bank Limited	Sanction letter dated June 6, 2015, and working capital facility agreement dated June 12, 2015	Cash credit facility of ₹ 100 million	₹ 75.00 million	1.90% above current base rate	Please see Note 1 below	Towards meeting working capital expenses	Twelve months
2.	Tata Capital Housing Finance Limited	Sanction letter dated August 25, 2014, and loan agreement dated 21 August, 2014	Housing loan of ₹ 16.00 million	₹ 14.73 million	12.40%	Please see Note 2 below	Towards purchase of property	Ten years
3.	Canara Bank ("**Canara Bank**")	Sanction letter dated May 8, 2015, and common hypothecation agreement dated March 28, 2011	**Fund based:** Working capital of ₹ 300 million **Non-fund based:**Bank guarantee limit of ₹ 50 million	₹ 280.15 million	3.75% above current base rate	Please see Note 3 below	Towards meeting working capital expenses	Twelve months
4.	Canara Bank	Sanction letter dated June 28, 2013 and loan agreement dated 28 June 2013	Loan of₹ 30 million	₹ 16.60 million	4.24% above current base rate	Please see Note 4 below	Towards business requirement	Five years

S. No	Lender	Facility Details	Amount Sanctioned	Amount Outstanding as on February 29, 2016*	Interest Rate / Commission Rate (*as per sanction letter and/ or facility letter)*	Security (*as per sanction letter, facility letter and/ or related security documents*)	Purpose	Tenor/ Re-payment Schedule
5.	Canara Bank	Sanction letter dated March 17, 2011 and loan agreement dated 28 March 2011	**Term Loan I:** ₹ 400 million **Term Loan II**: ₹ 116 million **Term Loan III**: ₹ 150 million	**Term Loan I**: ₹ 37.20 million **Term Loan II**: ₹ 1.40 million **Term Loan III**: ₹ 50.55 million	**Term Loan I, Term Loan II, and Term Loan III**: 3.50% above current base rate	Please see Note 5 below	**Term Loan I**: Towards taking over of term loan liability from Yes Bank Limited **Term Loan II**: Towards taking over of term loan liability from HDFC Bank Limited **Term Loan III**: For acquiring containers	**Term Loan I**: Three and a half years *The tenor for repayment has been extended until July, 2016.* **Term Loan II**: Five years *The tenor for repayment has been extended until October, 2017.* **Term Loan III**: Six years

**As per confirmation certificates received from respective banks.*

Note 1

- First *pari passu* charge on the entire assets of our Company, both present and future;
- Second *pari passu* charge on the entire fixed assets of the Company, both present and future;
- Exclusive charge by way of equitable mortgage on land situated at Survey no. 351 and 352, Bommaraspet Village, Gram Panchayat, Shamirpet Mandal, R. R. District; and
- Unconditional and irrevocable personal guarantee of Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand.

Note 2

- First *pari passu* charge on the property located at No. 105, Armenian Street, George Town, Chennai 600 001, Tamil Nadu.

Note 3

- Hypothecation of book debts; and
- Personal guarantees extended by Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, and Ratakondla Ramesh.
- Exclusive mortgage on Flat #501, Signature Towers, Waltair Ward, OBM Compound, Visakhapatnam, Andhra Pradesh;
- Exclusive mortgage on Plot #86, Old Block #2, Kakinada, Andhra Pradesh;
- Exclusive mortgage on Flat # 305, Nirmala Plaza Apartments, Bhubaneshwar, Odisha; and
- Exclusive mortgage on Voltas International Centre, 2nd Floor, #52, Armenian Street, Chennai, Tamil Nadu.

Note 4

- Exclusive mortgage on the property situated at 5th Floor along with two open car parking spaces numbered P501 and P502, located at Maithili's Signet, Plot #39/4, Section 30-A, Vashi, Thane, Navi Mumbai, Maharashtra;
- Exclusive mortgage of commercial property with two car parking areas numbered 93 and 139, situated at #509 and 511, 'White House', 5th Floor, Block #2, Khairatabad, Hyderabad, Telangana; and
- Personal guarantee extended by Mr P Sarat Kumar.

Note 5

- **Term Loan I**: (i) Non-disposal undertaking of 51% of shares of our Company held by the Promoters; (ii) Post-dated cheques for the principal amount; (iii) Exclusive mortgage on the land located at Bommarspet Medchal Mandal, Ranga Reddy District, Telangana (owned by Capt. Parvataneni Venkata Krishna Mohan); and (iv) Exclusive mortgage on the land located at Yamjal, Shamirpet Mandal, Ranga Reddy District, Telangana (owned by Ashoka Poultry Farm); and (V) Personal guarantee extended by Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, and Ratakondla Ramesh.
- **Term Loan II: (i)** Exclusive mortgage on the property located at Plot #731(parts: admeasuring 936 and 576 square yards), Phase II, Road #36, Jubilee Hills, Hyderabad, Telangana; and (ii)Personal guarantee extended by Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, and Ratakondla Ramesh.
- **Term Loan III**: (i) Charge on 1,500 containers owned by our Company; and (ii) Personal guarantee extended by Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, and Ratakondla Ramesh.

Vehicle loans obtained by our Company

Our Company has obtained a number of financing arrangements for purchase of vehicles from various banks. Details of the extent of such vehicle loans, along with rate of interest payable, and the tenor are set out below:

- **Vehicle Loans from Canara Bank**

  Eight vehicle loans from Canara Bank, having an aggregate outstanding balance of ₹ 6.61 million as on February 29, 2016 carry interest rate of 10.15%. The loans are repayable in 60 monthly instalments along with interest, from the date of disbursement of loan. The loans are secured by way of hypothecation of the respective vehicles.

- **Vehicle loans from HDFC Bank Limited ("HDFC Bank")**

  Nine vehicle loans from HDFC Bank, having an aggregate outstanding balance of ₹ 17.22 million as on February 29, 2016 carry interest rate ranging from 10.00% - 12%. The loans are repayable in 36 – 84 monthly instalments along with interest, from the date of disbursement of loan. The loans are secured by way of hypothecation of the respective vehicles.

- **Vehicle loans from ICICI Bank Limited ("ICICI Bank")**

  Eight vehicle loans from ICICI Bank, having an aggregate outstanding balance of ₹ 28.42 million as on February 29, 2016 carry interest rate ranging from 10% - 13.50%. The loans are repayable in 36 – 60 monthly instalments along with interest, from the date of disbursement of loan. The loans are secured by way of hypothecation of the respective vehicles.

- **Vehicle loans from Kotak Mahindra Prime Limited ("Kotak")**

  Five vehicle loans from Kotak, having an aggregate outstanding balance of ₹ 11.74 million as on February 29, 2016 carry interest rate ranging from 9.15% - 9.88%. The loans are repayable in 60 monthly instalments along with interest, from the date of disbursement of loan. The loans are secured by way of hypothecation of the respective vehicles.

Unsecured loans obtained by our Company

Our Company has obtained an unsecured, interest-free financing arrangement from Capt. Parvataneni Venkata Krishna Mohan and such loans outstanding towards Capt. Parvataneni Venkata Krishna Mohan as on February 29, 2016 is ₹ 22.20 million. Of the ₹ 22.20 million payable by our Company to Capt. Parvataneni Venkata Krishna Mohan, ₹ 19.00 million is repayable on demand.

Restrictive conditions and covenants under the loan facilities

A number of our financing arrangements entail various restrictive conditions and covenants restricting certain corporate actions, and we are required to take the prior approval of the lender before carrying out such activities.

For instance, certain corporate actions for which our Company requires the prior written consent of the lenders include:

- Effecting any change in the capital structure of our Company.
- Effecting any change in the constitution or management of our Company.
- Incur any further indebtedness of a long term nature, whether for borrowed money or otherwise.
- Undertaking any guarantee obligation on behalf of any other concern.
- Declaring dividend (except out of profit) in case our Company defaults or delays in debt repayment of any of the lenders or on the occurrence of any event of default. Declaration of dividend shall require prior consent of the lender.
- Undertaking any guarantee obligation on behalf of any other concern.
- Changing the nature of the business of our Company.
- Entering into an arrangement or compromise with creditors or shareholders or merger, amalgamation, consolidation, structuring, restructuring, reorganisation or amalgamation or sale of its unit or major property.
- Granting loans to promoters, associates or other group companies.
- Carrying out amendments to our memorandum and articles of association.
- Changing the name or the constitution of the Company.
- Creating charge, mortgage, encumbrance or otherwise dispose of assets of our Company.
- Effecting any material change in composition of the Board, management and operating structure of our Company.
- Financial covenants to be tested annually : *current ratio >1.0x* and *TOL/ATNW <3.0X*

Details of Bank Guarantees

Our Company has obtained eight non-performance guarantees for tender participation, and in lieu of licenses to carry out activities such as stevedoring in ports across India. Further, our Company has also obtained ten performance guarantees from Canara Bank for guarantee of services carried out by our Company pursuant to securing tenders from public and private entities. Details of these bank guarantees are as follows:

S. No	Amount	Type of Guarantee	Date Obtained	Maturity Date
1.	₹ 0.20 million	Non-performance financial guarantee	January 27, 2016	August 25, 2018
2.	₹ 1.45 million	Non-performance financial guarantee	December 3, 2015	October 29, 2016
3.	₹ 1.00 million	Non-performance financial guarantee	January 31, 2015	March 30, 2017
4.	₹ 0.75 million	Non-performance financial guarantee	November 4, 2015	April 30, 2016
5.	₹ 1.50 million	Non-performance financial guarantee	October 31, 2015	April 30, 2017
6.	₹ 2.07 million	Non-performance financial guarantee	January 25, 2016	June 30, 2016
7.	₹ 0.80 million	Non-performance financial guarantee	October 26, 2015	January 31, 2017
8.	₹ 1.25 million	Non-performance financial guarantee	February 23, 2015	May 31, 2016
9.	₹ 3.50 million	Performance financial guarantee	December 16, 2015	June 30, 2017
10.	₹ 0.20 million	Performance guarantee	May 7, 2011	June 5, 2017
11.	₹ 6.44 million	Performance guarantee	November 11, 2014	May 6, 2016
12.	₹ 0.20 million	Performance guarantee	March 20, 2013	March 31, 2016
13.	₹ 0.10 million	Performance guarantee	March 26, 2013	June 30, 2018
14.	₹ 1.14 million	Performance guarantee	April 13, 2015	November 30, 2016
15.	₹ 1.50 million	Performance guarantee	September 11, 2015	November 30, 2018
16.	₹ 0.50 million	Performance guarantee	May 28, 2013	October 31, 2016
17.	₹ 2.50 million	Performance guarantee	June 23, 2015	December 31, 2016
18.	₹ 3.50 million	Performance guarantee	October 29, 2015	December 31, 2018

Factoring facility obtained by our Company

Our Company has obtained short term loans for the purposes of availing prepayment of receivables from identified factors against the receivables assigned to such identified factor in the course of supplying goods and providing services to our Company's customer. In obtaining such factoring assistance, our Company creates a right and authority in favour of an identified factor to recover and receive and/or to procure assignment of receivables and associated rights from the Company's customers who have received goods and/or obtained services from our Company. In this regard, our Company has obtained sales bill factoring services from IFCI Factors Limited and CanBank Factors Limited for an amount of ₹ 40.00 million and ₹ 100.00 million respectively, and the outstanding amount as on February 29, 2016 is ₹ 10.40 million and ₹ 100.07 million, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations are based on the consolidated operations of the group (unless otherwise stated), and should be read in conjunction with, our Restated Consolidated Summary Statements as of and for the years ended March 31, 2015, 2014 and 2013 and as of and for the six month period ended September 30, 2015, the notes and significant accounting policies thereto and the reports thereon in "Financial Statements" on page 195, which have been prepared in accordance with the Companies Act and the SEBI ICDR Regulations.

Our audited Standalone and consolidated financial statements are prepared in accordance with Indian GAAP, which may not be directly comparable with IFRS and U.S. GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information depends on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Draft Red Herring Prospectus, by persons not familiar with Indian accounting practices, should accordingly be limited. Our fiscal year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular fiscal year are to the 12-month period ended March 31 of that year.

This discussion also contains certain forward-looking statements and reflects our management's current views with respect to future events and our financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Given these uncertainties, prospective investors should not place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the chapters titled "Risk Factors", "Forward Looking Statements" and "Our Business" on pages 17, 16 and 136, respectively.

Overview

Our Company is one of the largest integrated logistics service and solutions providers in India. We offer complete range of logistics services across the globe. We broadly categorise our services into i) non-vessel operating common carrier ("**NVOCC**"); ii) ocean and air freight forwarding ("**Freight Forwarding**"); iii) bulk cargo handling ("**Bulk Cargo**"); iv) turnkey and integrated logistics solutions ("**Turnkey Projects**") and free trade warehousing zone services ("**FTWZ Services**"); and v) offshore logistics services ("**Offshore Services**").

In the course of providing the aforesaid services, we also provide services that include container handling, clearing and forwarding, line activities, stevedoring, vessel agency, customs house agency, liner agency, chartering and brokerage, warehousing, distribution and supply chain management, feeder vessel services, port and terminal operations, container freight station operations, and marine surveys and consultancy. We operate an asset light business model and outsource our infrastructure requirements to third parties.

In Fiscal 2015, our NVOCC, Freight Forwarding (FCL) Freight Forwarding (Air) and Bulk Cargo verticals handled 135,797 Throughput TEUs, 102,266 TEUs, 586,410 KGs, and 3,428,308 MTS, respectively. Our Company has achieved 100,000 TEUs volume of business in its Freight Forwarding vertical during the last two Fiscals. As of February 29, 2016, we have operations in 30 locations in India with 45 offices for our different business verticals. We also have direct operations in Singapore, Malaysia, UAE, Hong Kong, Bahrain and USA, through our subsidiaries, joint venture or branch offices. Additionally, we have presence in 95 countries through our strategic partners. Our strategic partners include i) Freight Organization of Related Cargo Experts ("**FORCE**") network, which is a global network of independent companies operating freight and logistics services by air, sea and land, ii) Global Projects Logistics Network ("**GPLN**"), which is a professional projects logistics network of independent companies specializing in international projects movements by air, sea and land, including oversized, out-of-gauge and heavy lift cargo, iii) International Federation of Freight Forwarders Associations and, iv) Federation of Freight Forwarders

Association of India. We became a member of GPLN in the year 2015 to get global coverage for our Turnkey Projects vertical. We are the sole member organisation of FORCE from India. Business arrangements with our strategic partners enable us to provide our services in jurisdictions where we do not operate directly. Our strategic partnerships also help us in acquiring new business opportunities in India through partners who do not have direct operations in India.

We provide complete integrated end to end logistics services across the globe. We believe that our wide network of transportation and distribution model helps us to deliver our solutions to a large addressable market across a broad geographic spectrum. We operate in all major ports in India as well as private ports such as Mundra, Krishnapatnam, Gangavaram, Kakinada, Pipavav, Hazira, Dahej and Dhamra. As at February 29, 2016, we have provided logistics services across 130 countries. Our network in various jurisdiction allows us to maintain connectivity with customers in different geographies, leveraging our outreach and capabilities. Our complete integrated end to end logistic services provides our customers with a preferable option of single-window solutions thereby negating the need to approach multiple service providers at different levels in the chain of logistics services. Further, our integrated service model provides us with greater business opportunities from our customers involving wide range of services, contributing to our revenue and profitability. We also benefit from our long-standing relationship with our key customers such as Jindal Stainless Limited, Jindal Steel and Power Limited, IIC Container Line Pte Ltd, Primefreight & Forwarding Service Sdn Bhd, The Shipping Corporation of India Limited, NCC Limited, Tata Projects Limited, Delhi Textile Traders and Worldwide CommTrade Private Limited.

Our Company was incorporated in 1989. Our Promoters are Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar and Parvataneni Vivek Anand, who have significant experience in the logistics sector. Our Company had initially commenced its business in bulk cargo logistics. Over the period of 26 years, our Company has expanded its business to provide integrated logistics services. In 2008, IDFC PE invested in our Company and holds 24% of share capital of our Company as of the date of this Draft Red Herring Prospectus. We have 10 Subsidiaries, out of which eight are overseas Subsidiaries. We have also entered into a joint venture agreement and incorporated a joint venture entity in USA. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 163. As of February 29, 2016 we had 793 permanent employees across the globe. We also engage labourers on contractual basis from relevant authorities at the ports and ICDs, where we operate.

For the six months period ended September 30, 2015, on a restated consolidated basis, we generated a total income of ₹ 3,239.23 million, EBITDA from continuing operations of ₹ 170.26 million and PAT from continuing operations of ₹ 45.82 million. For the fiscal year ended March 31, 2015, on a restated consolidated basis, we generated a total income of ₹ 7,164.84 million, EBITDA from continuing operations of ₹ 511.02 million and PAT from continuing operations of ₹ 292.47 million. For the five fiscal years ended March 31, 2015, on a restated consolidated basis, our total income and EBITDA from continuing operations grew at a CAGR of 9.02% and 36.30%, respectively.

Significant factors affecting our results of operations and financial condition

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review, and may continue to affect our results of operations and financial condition in the future:

Global and Indian economic conditions

Our operations and performance depend significantly on economic conditions. In the event economic conditions have a positive effect on international trade and benefit the industries of our customers and third party suppliers, it would have a favourable impact on our results of operations. However, any adverse economic developments in geographies where we operate or provide our services, especially in our key markets of India, South East Asia, Far East Asia, and Middle East, as a result of a global economic slowdown or otherwise, could lead to a general decline in domestic consumption and a slowdown in international trade, which could have a significant impact on our businesses.

Other factors that could influence demand include continuing fluctuations in fuel costs, labour costs, consumer confidence, and other macroeconomic factors affecting consumer spending behaviour. Changes in economic conditions may impact freight volumes and adversely affect our revenues. The global capital and credit markets have experienced unprecedented levels of volatility and disruption. These conditions may adversely affect certain of our customers and third party suppliers, and also adversely affect our results of operations. Conversely, economic conditions may have a positive effect on international trade and benefit the industries of our customers and third party suppliers, which would have a favourable impact on our results of operations.

In addition, the recent trend of shifting of outsourced manufacturing activities away from regions where we mostly operate such as China, India and other South East Asian countries, could have a significant impact on our business. These factors could have a negative impact on the volume and freight rates of inbound and outbound freight from regions where we operate. If these regions continue to experience slower growth or a decline in trade, our business, financial condition and results of operations could be affected.

Changes in freight and transportation costs

Our profitability is significantly impacted by our operational expenses. We incur significant costs in procuring cargo space from ocean and air carriers, as well as providing or arranging for land transportation services. Freight and transportation costs are significantly affected by a variety of factors, including fuel prices, the imposition of, or increases in various taxes including import or export taxes, vehicle taxes and duties, the supply of cargo space and other factors, many of which are beyond our control. Any decrease in our freight and transportation costs will have a direct and positive impact on our results of operations.

However, some of our long term contracts with our customers have fixed pricing which will restrict our ability to adapt to sudden changes in operational expenses. Our inability to pass on to our customers any significant increases in freight and transportation costs may therefore adversely affect our profit margins and results of operations. Any decrease in our freight and transportation costs will have a direct and positive impact on our results of operations.

International trade volume

Our operating results are dependent upon the volume of international trade. We primarily provide services to customers engaged in international commerce. Everything that affects international trade has the potential to expand or contract our market and impact our operating results. For example, international trade is influenced by:

- currency exchange rate and currency control regulations;
- interest rate fluctuations;
- changes in governmental policies, such as taxation, quota restrictions and other forms of trade;
- barriers and/or restrictions;
- changes in and application of international and domestic customs, trade and security regulations;
- wars, acts of terrorism, and other conflicts;
- natural disasters;
- changes in consumer attitudes regarding goods made in countries other than their own;
- changes in availability of credit; and
- increased global concerns regarding environmental sustainability.

Trade volumes could be also affected by economic conditions in the industries in which our customers operate. Increased activity in a particular sector can increase freight volumes for our customers in that sector significantly, and increase our revenues. Conversely, adverse conditions in any one of these industries or loss of major customers in such industries could reduce international freight volumes and have a material adverse impact on our results of operations. We expect the demand for our services (and consequently our results of operations) to continue to be sensitive to domestic and, increasingly, global economic conditions and other factors beyond our control.

Capacity and utilisation

We maintain a number of containers for our NVOCC vertical which are either owned by us or leased. As of February 29, 2016, we operate 16,214 TEUs. In line with our strategy to further expand our NVOCC business, we intend to utilise a portion of the Net Proceeds for purchasing additional containers. For details, see "*Object of the Offer – Capital Expenditure*" on page 91. We also maintain warehouses and logistics centres on lease-hold basis. We maintain or increase our logistics facilities on the basis of actual demand or projections as to future demand for our integrated logistics services which involve uncertainties. Our ability to utilise our container and warehouse capacity is dependent on various factors beyond our control including changes in the economic conditions, trade volume and decision by our customers to continue business with us.

Inability to optimally utilise our warehouse or container capacity may impact our profit margins and results of operations. Conversely, optimal capacity utilisation at a level higher than the industry average on a continued basis could have a positive impact on our business, profit margins and results of operations.

Fluctuation in freight rates

The transport of freight, both domestically and internationally, is highly competitive, price sensitive, and subject to fuel rate fluctuations. Historically, competition has created downward pressure on freight rates. We have, in the past, experienced downward pressure in the pricing of our services that has affected our revenues and operating results. In addition, in the event fuel prices rise, carriers can be expected to charge higher prices to cover higher operating expenses. We incur significant costs towards transportation and any increase in transportation costs together with our inability to pass them through to customers, would have a significant effect on our margins and operating results.

Competition

The container shipping, freight forwarding and bulk cargo businesses are competitive to different extents. Most container shipping companies are operating on high investment costs with low returns over a long period of time. In particular, fierce competition between container shipping companies may result in decreased freight rates. Existing container shipping companies are also seeking to enter into new markets while consolidating existing ones. Container shipping companies compete on price, service frequency, transit time, port coverage, service reliability, container availability, inland operations, customer service quality, value-added services and other customer demands. Companies providing freight forwarding and bulk cargo face increasing competition from other international and/or regional providers of such services. Our Company's ability to compete may be constrained by, among other things, management, implementation and effectiveness of information technology, lack of access to an extensive distribution network and competitors with a lower cost base. Our inability to compete successfully, may in turn impact our ability to retain our existing customers and to gain new customers which could affect our operating results. However, we have steadily increased our container volumes over the years.

Significant accounting policies

1. *Basis of preparation of Restated Consolidated Summary Statements*

The Restated Consolidated Summary Statements of the Group are prepared in accordance with Indian GAAP and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 which has superseded Section 211(3C) of the Companies Act 1956 with effect from September 12, 2013, other pronouncements of the ICAI, and the provisions of the Companies Act, 2013 to the extent notified and applicable.

As at September 30, 2015, the current liabilities of the Group exceeded its current assets by ₹ 346.83 million. The Group has however earned a restated cash profit (Earnings before depreciation and after tax) of ₹ 95.83 million and ₹ 371.29 million for the six month period ended September 30, 2015 and Fiscal 2015 respectively. Our Company is also confident that based on its past records of maintaining short term borrowing and its ability to honour the payment of interest and repayment of principal, it will be able to maintain the short term borrowings at the current levels. Accordingly, our Company considers it appropriate to prepare their accounts on a going concern basis.

The Restated Consolidated Summary Statements are prepared by applying uniform accounting policies for similar transactions and other events in similar circumstances across the Group. The accounting policies have been consistently applied by the Group. The Restated Consolidated Summary Statements are presented in Indian rupees in million.

The Restated Consolidated Summary Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

(a) Adjustments, if any, for audit qualification requiring corrective adjustment in the financial statements;
(b) Adjustments for the material amounts in respective years / periods to which they relate;
(c) Adjustments for previous years identified and adjusted in arriving at the profits/(losses) of the years to which they relate irrespective of the year in which the event triggering the profit or loss occurred;
(d) Adjustments, if any, to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years;
(e) Adjustments for reclassification of the corresponding items of incomes, expenses, assets and liabilities, in order to bring them in line with the groupings as per the consolidated financial statements of the Group as at and for the six month period ended September 30, 2015 and the requirements of the SEBI Regulations;
(f) The resultant impact of deferred taxes due to the aforesaid adjustments.

2. *Basis of Consolidation*

The Restated Consolidated Summary Statements include the financial statements of our Company, our subsidiaries and joint venture, in which our Company has more than one half of the voting power of an enterprise or where our Company controls the composition of the board of directors. In accordance with AS 27 "Financial Reporting of Interests in Joint Ventures", issued under Companies (Accounts) Rules, 2014 (Applicable accounting standards), the Group has accounted for its proportionate share of interest in a joint venture by the proportionate consolidation method.

The Restated Consolidated Summary Statements have been prepared on the following basis:

The financial statements of the our Company and the subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits in full. Unrealised losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of our Company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.

Proportionate share of the Group's interest in the joint venture is combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group transactions and resulting unrealised profits, to the extent it pertains to the Group.

The consolidated foreign subsidiaries and joint venture has been identified as non-integral operations in accordance with the requirements of AS 11 "The Effect of Changes in Foreign Exchange rates" which is effective for the accounting periods commencing on or after April 1, 2004. In accordance with AS 11, the financial statements of such non-integral foreign operations are translated into Indian rupees as follows:

(a) All assets and liabilities, both monetary and non-monetary, are translated using the closing rate.
(b) Revenue items are translated at the respective monthly average rates.
(c) The resulting net exchange difference is credited or debited to a foreign currency translation reserve.
(d) Contingent liabilities are translated at the closing rate.

The excess / deficit of cost to our Company of its investment in the subsidiaries and joint venture over its portion of equity at the respective dates on which investment in such entities were made is recognised in the consolidated financial statements as goodwill / capital reserve. Our Company's portion of equity in such entities is determined on the basis of the book values of assets and liabilities as per the financial statements of such entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant transactions, up to the date of investment.

Minority interest in the net assets of consolidated subsidiaries consists of:

(a) The amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and
(b) The minorities' share of movements in equity since the date the holding company - subsidiary relationship came into existence.

The Restated Consolidated Summary Statements are presented, to the extent possible, in the same format as that adopted by our Company for its Restated Standalone Summary Statements.

The Restated Consolidated Summary Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

3. ***Use of estimates***

The preparation of Restated Consolidated Summary Statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires our Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

4. ***Current and non-current classification***

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realised within 12 months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
(a) It is expected to be settled in the Group's normal operating cycle;
(b) It is held primarily for the purpose of being traded;
(c) It is due to be settled within 12 months after the reporting date; or
(d) The Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has ascertained its operating cycle as 12 months.

5. ***Revenue recognition***

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

(a) Revenue from container line, clearing and forwarding and freight forwarding operations is recognised at the port of loading on issue of bill of lading. Revenue from container line business is recognised upon completion of service and has been accepted by customers.
(b) Revenue from stevedoring and vessel agency operations are recognised on completion of the services under the respective contracts entered into with the customers.
(c) Revenue from liner agency operations is recognised as and when the services are rendered based on the terms of the specific contract.
(d) Income from interest on deposits and interest bearing securities is recognised on the time proportionate method based on the underlying interest rates.

6. ***Fixed assets and depreciation***

Fixed assets are carried at cost of acquisition, less accumulated depreciation. The cost of fixed assets comprises the purchase price, taxes, duties, freight and any other directly attributable costs of bringing the assets to their working condition for their intended use. Borrowing costs directly attributable to acquisition of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

Subsequent expenditures related to an item of tangible fixed assets are added to its book value only if they increase the future benefit from the existing asset beyond its previously assessed standard of performance.
Acquired intangible assets are recorded at the consideration paid for acquisition.

Depreciation on tangible fixed assets is provided using the straight-line method based on the useful life of the assets as mentioned in Schedule II of the Companies Act, 2013 except for heavy handling equipment (containers), which are depreciated over the period of 15 years as estimated by the management of the Group. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. Freehold land is not depreciated.

Individual assets costing ₹ 0.005 million or less are depreciated in full in the year of purchase.

The useful lives are reviewed by our Company at each financial year-end and revised, if appropriate. In case of revision, the unamortised depreciable amount is charged over the revised remaining useful life.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Intangible assets are amortised in the Restated Consolidated Summary Statement of Profits and Losses over their estimated useful lives, from the date they are available for use based on the expected pattern of the consumption of economic benefits of the asset.

7. ***Employee benefits***

Defined contribution plans

The Group contributes to the recognised provident fund which is a defined contribution scheme. The contributions are charged to the Restated Consolidated Summary Statement of Profits and Losses in the year when the contributions to the fund are due.

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Defined benefits plan

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The liability recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the balance sheet date, less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising during the year are immediately recognised in the Restated Consolidated Summary Statement of Profits and Losses.

Compensated absences

Compensated absences, which is a long-term employee benefit is accrued based on an actuarial valuation done as per projected unit credit method at the balance sheet date, carried out by an independent actuary.

8. *Foreign currency transactions*

Foreign currency transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognised in the Restated Consolidated Summary Statement of Profits and Losses.

Monetary current assets and current liabilities that are denominated in foreign currencies are translated at the exchange rate prevailing at the date of balance sheet. The resultant exchange differences are recognised in the Restated Consolidated Summary Statement of Profits and Losses. Non-monetary assets are recorded at the rates prevailing on the date of the transaction.

9. *Taxes on income*

Income-tax expense comprises current tax, deferred tax and Minimum Alternate Tax ("MAT") credit entitlement.

Current tax

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Group.

Deferred tax

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each reporting date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

The break-up of the deferred tax assets and liabilities as at the reporting date has been arrived at after setting-off deferred tax assets and liabilities where our Company has a legally enforceable right and an intention to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

MAT credit entitlement

MAT credit entitlement represents the amounts paid in a year under Section 115JB of the Income Tax Act which is in excess of the tax payable, computed on the basis of normal provisions of the Income Tax Act.

Such excess amount can be carried forward for set off in future periods in accordance with the relevant provisions of the Income Tax Act. Since such credit represents a resource controlled by the Group as a result of past events and there is evidence as at the reporting date that the Group will pay normal income-tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT credit entitlement", in the consolidated balance sheet with a corresponding credit to the Restated Consolidated Summary Statement of Profits and Losses, as a separate line item.

Such assets are reviewed at each reporting date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

10. *Earnings per share*

The basic EPS is computed by dividing the restated consolidated net profit/ (loss) after tax attributable to equity shareholders, for the year by the weighted average number of equity shares outstanding during the year. Our Company has no potentially dilutive equity shares.

11. *Impairment of assets*

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Restated Consolidated Summary Statement of profits and losses of that accounting period.

If at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

12. *Investments*

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments. However, that part of long-term investments which is expected to be realised within 12 months after the reporting date is also presented under current assets as current portion of long-term investments in consonance with the current / non-current classification scheme of revised Schedule III of the Companies Act, 2013.

Long-term investments (including current investment part thereof) are carried at cost less any other-than temporary diminution in value, determined separately for each individual investment.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

13. *Provisions and contingent liabilities*

A provision is recognised if, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possibility of an obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

14. *Cash flow statement*

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and on hand, cheques on hand and short-term investments with an original maturity of three months or less.

15. *Leases*

Assets taken on lease where the Group acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lesser of the present value of minimum lease rental and other incidental expenses during the lease term or the fair value of the assets taken on lease. The rental obligations, net of interest charges, are reflected as secured loans. Leases that do not transfer substantially all the risks and rewards of ownership are classified as operating leases and recorded as expense as and when the payments are made over the lease term. The total lease rentals in respect of an asset taken on operating lease are charged to Restated Consolidated Summary Statement of Profits and Losses on a straight line basis over the lease term.

Assets given by the Group under operating lease are included in fixed assets. Lease income from operating leases is recognised in the Restated Consolidated Summary Statement of Profits and Losses on a straight line basis over the lease term. Costs, including depreciation, incurred in earning the lease income are recognised as expenses.

Principal components of our income and expenditure

Income

<u>Revenue from operations</u>

Revenue from operations primarily includes revenue from stevedoring, vessel agency, clearing, forwarding and freight forwarding, container line and liner agency.

The following table summarizes our revenue from operations for Fiscal 2013, Fiscal 2014, Fiscal 2015 and for the six month period ended September 30, 2015:

(In ₹ million)

Particulars	Six month period ended September 30, 2015	Fiscal 2015	Fiscal 2014	Fiscal 2013
Stevedoring	71.59	251.91	151.20	148.74
Vessel agency	23.14	42.30	189.63	169.06
Clearing and forwarding and freight forwarding	1,475.02	3,485.93	2,968.60	1,767.78
Container line*	1,619.79	3,243.31	2,932.80	2,672.37
Liner agency	42.66	126.91	694.18	1,342.93
TOTAL	**3,232.20**	**7,150.36**	**6,936.41**	**6,100.88**

** Container line indicates NVOCC vertical.*

<u>Other income</u>

Other income primarily includes income from interest on bank deposits, payables written back, profit on sale of assets, other interest and miscellaneous income.

The following table summarizes our other income for Fiscal 2013, Fiscal 2014, Fiscal 2015 and for the six month period ended September 30, 2015:

(In ₹ million)

Particulars	Six month period ended September 30, 2015	Fiscal 2015	Fiscal 2014	Fiscal 2013
Interest on bank deposits	0.85	0.98	0.73	1.38

Particulars	Six month period ended September 30, 2015	Fiscal 2015	Fiscal 2014	Fiscal 2013
Interest - others	-	1.03	5.28	5.40
Payables written back	-	2.26	12.23	18.70
Profit on sale of assets	2.32	2.14	-	16.41
Miscellaneous income	3.86	8.07	3.38	0.75
TOTAL	**7.03**	**14.48**	**21.62**	**42.64**

Expenditure

Total expenditure includes (i) cost of services, (ii) employee benefits expense, (iii) finance costs, (iv) depreciation and amortization expense, (v) other expenses.

Cost of services

Cost of services primarily includes expenses in relation to stevedoring, vessel agency, clearing, forwarding and freight forwarding, container line and liner agency operations.

Employee benefits expenses

Employee benefits expenses includes (i) salaries, bonus and other allowances, (ii) directors' remuneration, (iii) contribution to provident and other funds and (iv) staff welfare expenses.

Finance costs

Finance costs include (i) interest expense on term loans, (ii) interest expense on working capital loans, (iii) interest expense on finance lease obligation, (iv) other interest expenses and (v) other borrowing costs.

Depreciation and amortization expense

Depreciation represents depreciation on our fixed assets including buildings, plant and equipment, heavy handling equipment (owned and leased), computers, leasehold improvements, furniture and fittings, vehicle office equipment and computer software.

Other expenses

Other expenses include business promotion, office maintenance, travel and conveyance, legal and professional charges, electricity, rent, communication expenses, rates and taxes, provision for bad and doubtful receivables, printing and stationery, insurance, repairs and maintenance, auditors remuneration, loss on disposal of fixed assets (net), loss on foreign currency transactions (net), directors' sitting fee, bank charges, bad debts written off, provision for diminution in value of investment and miscellaneous expenses.

Results of operations

The following table sets forth certain information with respect to our results of operations for the periods indicated:

(In ₹ million, except percentage figures)

Particulars	Six month period ended September 30, 2015	% of total income	Fiscal 2015	% of total income	Fiscal 2014	% of total income	Fiscal 2013	% of total income
Income								
Revenue from operations	3,232.20	99.78	7,150.36	99.80	6,936.41	99.69	6,100.88	99.31
Other income	7.03	0.22	14.48	0.20	21.62	0.31	42.64	0.69
Total income	**3,239.23**	**100.00**	**7,164.84**	**100.00**	**6,958.03**	**100.00**	**6,143.52**	**100.00**

Particulars	Six month period ended September 30, 2015	% of total income	Fiscal 2015	% of total income	Fiscal 2014	% of total income	Fiscal 2013	% of total income
Expenses								
Cost of services	2,651.93	81.87	5,872.51	81.96	5,936.26	85.32	5,298.77	86.25
Employee benefits expense	241.08	7.44	415.30	5.80	355.34	5.11	305.83	4.98
Finance costs	65.39	2.02	108.26	1.51	98.98	1.42	125.31	2.04
Depreciation and amortisation	50.39	1.56	79.14	1.10	77.85	1.12	99.05	1.61
Other expenses	175.96	5.43	366.01	5.11	307.79	4.42	246.44	4.01
Total expenses	**3,184.75**	**98.32**	**6,841.22**	**95.48**	**6,776.22**	**97.39**	**6,075.40**	**98.89**
Profit / (loss) before exceptional item and tax	**54.48**	**1.68**	**323.62**	**4.52**	**181.81**	**2.61**	**68.12**	**1.11**
Exceptional item	-		-		-	-	465.42	7.58
Profit / (loss) before tax, as restated	**54.48**	**1.68**	**323.62**	**4.52**	**181.81**	**2.61**	**(397.30)**	**(6.47)**
Profit before tax from continuing operations	54.48	1.68	323.62	4.52	181.81	2.61	219.78	3.58
Income tax expense of continuing operations								
- Current tax expense	6.07	0.19	34.12	0.48	4.69	0.07	1.74	0.03
- Deferred tax (benefit)/ expense	2.59	0.08	(2.97)	(0.04)	(0.98)	(0.01)	(0.18)	(0.00)
Profit after tax from continuing operations (A)	**45.82**	**1.41**	**292.47**	**4.08**	**178.10**	**2.56**	**218.22**	**3.55**
Loss before tax from discontinuing operations	-		-		-		(617.08)	(10.04)
Income tax expense of discontinuing operations								
- Current tax expense	-		-		-		-	
- Deferred tax expense/ (benefit)	-		-		-		-	
Loss after tax from discontinuing operations (B)	**-**		**-**		**-**		**(617.08)**	**(10.04)**
Profit/ (loss) before minority interest (A+B)	**45.82**	**1.41**	**292.47**	**4.08**	**178.10**	**2.56**	**(398.86)**	**(6.49)**
Minority interest	0.38	0.01	0.32	0.00	0.49	0.01	0.87	0.01
Profit/ (loss) after minority interest, as restated	**45.44**	**1.40**	**292.15**	**4.08**	**177.61**	**2.55**	**(399.73)**	**(6.51)**

Six month period ended September 30, 2015

Our results of operations during the six month period ended September 30, 2015 were primarily impacted by the following factors:

(a) Significant decrease in the international ocean freight rates affectd the growth in revenue and profitability of clearing, forwarding and freight forwarding and NVOCC.

(b) Impact on trade volumes due to reduction in price competitiveness for export commodities viz. rice and maize and also impact import of coal volumes due to rupee depreciation affected our growth in stevedoring operations.

Income

<u>*Revenue from operations*</u>

Our revenue from operations for the six month period ended September 30, 2015 was ₹ 3,232.20 million which comprised of revenue from stevedoring of ₹ 71.59 million, revenue from vessel agency of ₹ 23.14 million, revenue from clearing, forwarding and freight forwarding of ₹ 1,475.02 million, revenue from container line of ₹ 1,619.79 million and revenue from liner services of ₹ 42.66 million.

<u>*Other income*</u>

Our other income for the six month period ended September 30, 2015 was ₹ 7.03 million which primarily comprised of profit on sale of assets of ₹ 2.32 million and miscellaneous income of ₹ 3.86 million.

Expenditure

<u>*Cost of services*</u>

Cost of services for the six month period ended September 30, 2015 was ₹ 2,651.93 million. Our cost of services as a percentage of our total income was 81.87% for the six month period ended September 30, 2015.

<u>*Employee benefits expenses*</u>

Our employee benefits expenses for the six month period ended September 30, 2015 were ₹ 241.08 million. Our employee benefit expenses as a percentage of our total income was 7.44% for the six month period ended September 30, 2015.

<u>*Finance costs*</u>

Our finance costs for the six month period ended September 30, 2015 were ₹ 65.39 million. Our finance costs as a percentage of our total income was 2.02% for the six month period ended September 30, 2015.

<u>*Depreciation and amortisation*</u>

Our depreciation and amortisation expense for the six month period ended September 30, 2015 was ₹ 50.39 million. Our depreciation and amortisation expense as a percentage of our total income was 1.56% for the six month period ended September 30, 2015. Our gross block of fixed assets has increased from ₹ 1,594.78 million as at March 31, 2015 to ₹ 1,726.84 million as at September 30, 2015.

<u>*Other expenses*</u>

Our other expenses for the six month period ended September 30, 2015 were ₹ 175.96 million. Our other expenses as a percentage of our total income was 5.43% for the six month period ended September 30, 2015.

EBITDA, profit before tax and PAT after minority interest, as restated

As a result of the above described factors, for the six month period ended September 30, 2015, our EBIDTA was ₹ 170.26 million, profit before tax, as restated was ₹ 54.48 million and PAT after minority interest, as restated was ₹ 45.44 million.

Our restated EBIDTA, profit before tax and profit after tax after minority interest as a percentage of our total income were 5.26%, 1.68% and 1.40%, respectively.

Fiscal 2015 compared to Fiscal 2014

Our results of operations during Fiscal 2015 were primarily impacted by the following factors:

(a) Expansion in our NVOCC network through appointment of more agencies in Asian countries; and
(b) Cost reduction measures adopted by us for our NVOCC business, including reduction in container lease rentals and container repair costs.

Income

Total income

Our total income increased by 2.97% from ₹ 6,958.03 million in Fiscal 2014 to ₹ 7,164.84 million in Fiscal 2015. The increase in our total income in Fiscal 2015 was primarily driven by increase in our revenue from operations from ₹ 6,936.41 million in Fiscal 2014 to ₹ 7,150.36 million in Fiscal 2015.

Revenue from operations

Our revenue from operations increased by 3.08% from ₹ 6,936.41 million in Fiscal 2014 to ₹ 7,150.36 million in Fiscal 2015 on account of increase in revenue from stevedoring, clearing and forwarding and freight forwarding and container line which was set off by a decrease in revenue from vessel agency and liner agency services.

Our revenue from stevedoring increased by 66.61% from ₹ 151.20 million in Fiscal 2014 to ₹ 251.91 million in Fiscal 2015 on account of increase in handling of export of agricultural products by our Company. Our revenue from clearing and forwarding and freight forwarding increased by 17.43% from ₹ 2,968.60 million in Fiscal 2014 to ₹ 3,485.93 million in Fiscal 2015 on account of increase in realisation. Our revenue from container line increased by 10.59% from ₹ 2,932.80 million in Fiscal 2014 to ₹ 3,243.31 million in Fiscal 2015 on account of increase in volumes.

Other income

Our other income decreased by 33.02% from ₹ 21.62 million in Fiscal 2014 to ₹ 14.48 million in Fiscal 2015. The decrease in other income primarily is attributable to decrease in payables written back from ₹ 12.23 million in Fiscal 2014 to ₹ 2.26 million in Fiscal 2015 and decrease in other interest income from ₹ 5.28 million in Fiscal 2014 to ₹ 1.03 million in Fiscal 2015, partially offset by increase in income from profit on sale of assets from nil in Fiscal 2014 to ₹ 2.14 million in Fiscal 2015 and increase in miscellaneous income from ₹ 3.38 million in Fiscal 2014 to ₹ 8.07 million in Fiscal 2015.

As a percentage of our total income, other income decreased from 0.31% in Fiscal 2014 to 0.20% in Fiscal 2015.

Expenditure

Total expenses

Our total expenses increased by 0.96% from ₹ 6,776.22 million in Fiscal 2014 to ₹ 6,841.22 million in Fiscal 2015. The marginal increase in our total expenses in Fiscal 2015 was primarily due to increase in employee benefits expenses, finance costs, depreciation & amortization and other expenses offset by decrease in cost of services.

As a percentage of our total income, total expenses decreased from 97.39% in Fiscal 2014 to 95.48% in Fiscal 2015.

Cost of services

Cost of services decreased by 1.07% from ₹ 5,936.26 million in Fiscal 2014 to ₹ 5,872.51 million in Fiscal 2015 primarily due to lower expenses incurred for providing vessel agency and liner agency services, partially offset by higher expenses incurred for stevedoring services as well as clearing and forwarding and freight forwarding expenses.

As a percentage of total income, cost of services decreased from 85.32% in Fiscal 2014 to 81.96% in Fiscal 2015.

Employee benefits expenses

Our employee benefits expenses increased by 16.87% from ₹ 355.34 million in Fiscal 2014 to ₹ 415.30 million in Fiscal 2015 primarily on account of routine annual employee increments.

As a percentage of our total income, employee benefits expenses increased from 5.11% in Fiscal 2014 to 5.80% in Fiscal 2015.

Finance costs

Our finance costs increased by 9.38% from ₹ 98.98 million in Fiscal 2014 to ₹ 108.26 million in Fiscal 2015 primarily on account of increase in interest on finance lease obligations from ₹ 3.94 million in Fiscal 2014 to ₹ 17.50 million in Fiscal 2015, partially set off by decrease in interest on term loans and other borrowing costs. Increase in finance lease obligation was due to induction of new containers into the fleet under finance lease.

As a percentage of our total income, finance costs increased from 1.42% in Fiscal 2014 to 1.51% in Fiscal 2015.

Depreciation and amortisation

Depreciation and amortisation expenses increased by 1.66% from ₹ 77.85 million in Fiscal 2014 to ₹ 79.14 million in Fiscal 2015, primarily on account of increase in our gross block of fixed assets from ₹ 1,178.57 million as at March 31, 2014 to ₹ 1,594.78 million as at March 31, 2015.

Other expenses

Our other expenses increased by 18.92% from ₹ 307.79 million in Fiscal 2014 to ₹ 366.01 million in Fiscal 2015. The increase in our other expenses was primarily on account of increase in expenses on business promotion, office maintenance, legal and professional charges, travel and conveyance, provision for bad and doubtful debts, printing and stationery, loss on foreign currency transactions, bank charges and other miscellaneous expenses partially offset by decrease in rent, communication expenses, rates and taxes, insurance and loss on disposal of fixed assets (net).

As a percentage of our total income, other expenses increased from 4.42% in Fiscal 2014 to 5.11% in Fiscal 2015.

Profit before exceptional items, finance cost, tax, depreciation and amortisation

Profit before exceptional items, finance cost, tax, depreciation and amortization registered an increase of 42.49% from ₹ 358.64 million in Fiscal 2014 to ₹ 511.02 million in Fiscal 2015 primarily on account of reduction in our cost of services and other factors as described above.

As a percentage of our total income, profit before exceptional items, finance cost, tax, depreciation and amortization increased from 5.15% in Fiscal 2014 to 7.13% in Fiscal 2015.

Profit before tax

During Fiscal 2014, we registered a profit of ₹ 181.81 million as compared to a loss of ₹ 397.30 million suffered by our Company during Fiscal 2013 on account of the sale of feeder vessel divisions in order to focus on our Company's core logistics business. During Fiscal 2015 and for the six month period ended September 30, 2015, our Company registered a profit of 323.62 million and 54.48 million respectively, because of factors as listed above.

Tax expense

Our net tax expense increased from ₹ 3.71 million in Fiscal 2014 to ₹ 31.15 million in Fiscal 2015 primarily as a result of our higher profit from operations in Fiscal 2015 as compared to Fiscal 2014.

Profit after tax and minority interest, as restated

As a result of the factors mentioned above, our profit after tax and minority interest, as restated increased by 64.49% from ₹ 177.61 million in Fiscal 2014 to ₹ 292.15 million in Fiscal 2015.

As a percentage of our total income, our profit after tax and minority interest, as restated increased from 2.55% in Fiscal 2014 to 4.08% in Fiscal 2015.

Fiscal 2014 compared to Fiscal 2013

Our results of operations during Fiscal 2014 were primarily impacted by our exit from feeder business in Fiscal 2013 and increased focus on logistics business resulting in growth in clearing and forwarding and freight forwarding business in Fiscal 2014.

Income

Total income

Our total income increased by 13.26% from ₹ 6,143.52 million in Fiscal 2013 to ₹ 6,958.03 million in Fiscal 2014. The increase in our total income during Fiscal 2014 was primarily driven by increase in our revenue from operations from ₹ 6,100.88 million in Fiscal 2013 to ₹ 6,936.41 million in Fiscal 2014.

Revenue from operations

Our revenue from operations increased by 13.70% from ₹ 6,100.88 million in Fiscal 2013 to ₹ 6,936.41 million in Fiscal 2014 primarily on account of increase in revenue from clearing and forwarding and freight forwarding, container line services and vessel agency services which was set off by a decrease in revenue from liner agency services.

Our revenue from clearing and forwarding and freight forwarding increased by 67.93% from ₹ 1,767.78 million in Fiscal 2013 to ₹ 2,968.60 million in Fiscal 2014 on account of our increased focus on core logistics business consequent to our exit from feeder shipping business during the last quarter of Fiscal 2013. Our revenue from container line services increased by 9.75% from ₹ 2,672.37 million in Fiscal 2013 to ₹ 2,932.80 million in Fiscal 2014 on account of Increase in volumes and favourable exchange rate fluctuations. Our revenue from vessel agency services increased by 12.17% from ₹ 169.06 million in Fiscal 2013 to ₹ 189.63 million in Fiscal 2014 on account of increase in volumes. Our revenue from liner agency services decreased by 48.31% from ₹ 1,342.93 million in Fiscal 2013 to ₹ 694.18 million in Fiscal 2014 on account of lower volumes by liner principals.

Other income

Our other income decreased by 49.30% from ₹ 42.64 million in Fiscal 2013 to ₹ 21.62 million in Fiscal 2014 primarily on account of decrease in payables written back from ₹ 18.70 million in Fiscal 2013 to ₹ 12.23 million in Fiscal 2014, decrease in interest on bank deposits from ₹ 1.38 million in Fiscal 2013 to ₹ 0.73 million in Fiscal 2014, decrease in profit on sale of assets from ₹ 16.41 million in Fiscal 2013 to nil in Fiscal 2014, partially offset by an increase in miscellaneous income from ₹ 0.75 million in Fiscal 2013 to ₹ 3.38 million in Fiscal 2014.

As a percentage to our total income, other income decreased from 0.69% in Fiscal 2013 to 0.31% in Fiscal 2014.

Expenditure

Total expenses

Our total expenses increased by 11.54% from ₹ 6,075.40 million in Fiscal 2013 to ₹ 6,776.22 million in Fiscal 2014. The increase in our total expenses in Fiscal 2014 was primarily due to increased revenue from operations.

As a percentage of our total income, total expenses decreased from 98.89% in Fiscal 2013 to 97.39% in Fiscal 2014.

Cost of services

Our cost of services increased by 12.03% from ₹ 5,298.77 million in Fiscal 2013 to ₹ 5,936.26 million in Fiscal 2014, primarily on account of higher expenses incurred in providing stevedoring services, vessel agency services, clearing and forwarding and freight forwarding services and container line services, offset by a decrease in expenses incurred for providing liner agency services. Increase in expenses incurred in providing stevedoring services, vessel agency services, clearing and forwarding and freight forwarding services and container line services was on account of increase in revenue from these services in Fiscal 2014. Decrease in expenses incurred for providing liner agency services was on account of a decrease in revenue from liner agency services during Fiscal 2014.

As a percentage of our total income, cost of services decreased from 86.25% in Fiscal 2013 to 85.32% in Fiscal 2014.

Employee benefits expenses

Our employee benefits expenses increased by 16.19% from ₹ 305.83 million in Fiscal 2013 to ₹ 355.34 million in Fiscal 2014 primarily on account of routing annual employee increments.

As a percentage of our total income, employee benefits expenses increased marginally from 4.98% in Fiscal 2013 to 5.11% in Fiscal 2014.

Finance costs

Our finance costs decreased by 21.01% from ₹ 125.31 million in Fiscal 2013 to ₹ 98.98 million in Fiscal 2014 primarily on account of decrease in interest on term loan from ₹ 80.92 million in Fiscal 2013 to ₹ 52.55 million in Fiscal 2014, partially offset by increase in interest on finance lease obligation from nil in Fiscal 2013 to ₹ 3.94 million in Fiscal 2014 due to squaring up of vessel related loans consequent to the sale of company's feeder vessels.

As a percentage of our total income, finance costs decreased from 2.04% in Fiscal 2013 to 1.42% in Fiscal 2014.

Depreciation and amortisation

Depreciation and amortisation expenses decreased by 21.40% from ₹ 99.05 million in Fiscal 2013 to ₹ 77.85 million in Fiscal 2014. The decrease in depreciation and amortisation expenses during Fiscal 2014 was primarily on account of reduction in gross block of fixed assets on account of sale of feeder vessel business.

Other expenses

Our other expenses increased by 24.89% from ₹246.44 million in Fiscal 2013 to ₹307.79 million in Fiscal 2014. The increase in other expenses was primarily on account of increase in expenses on business promotion, legal and professional charges, rent, provision for bad and doubtful debts, printing and stationery, repairs and maintenance expenses, auditors' remunerations and loss on foreign currency transactions offset by a decrease in communication expenses, other miscellaneous expenses, rates and taxes and insurance.

As a percentage of our total income, other expenses increased from 4.01% in Fiscal 2013 to 4.42% in Fiscal 2014.

Profit before exceptional items, finance cost, tax, depreciation and amortisation

Our profit before exceptional items, finance cost, tax, depreciation and amortization registered an increase of 22.62% from ₹292.48 million in Fiscal 2013 to ₹358.64 million in Fiscal 2014 primarily on account of reduction in our cost of services and other factors as described above.

As a percentage of our total income, profit before exceptional items, finance cost, tax, depreciation and amortization increased from 4.76% in Fiscal 2013 to 5.15% in Fiscal 2014.

Tax expense

Our net tax expense increased from ₹1.56 million in Fiscal 2013 to ₹3.71 million in Fiscal 2014 primarily as a result of our higher profit generated from operations in Fiscal 2014 as compared to Fiscal 2013.

During Fiscal 2013, our Company suffered a loss before tax from discontinuing operations of ₹ 617.08 million as a result of sale of feeder vessel divisions in order to focus on our core logistics business.

Profit /(loss) after tax and minority interest, as restated

As a result of the factors mentioned above, our profit /(loss) after tax and minority interest, as restated increased from ₹(399.73) million in Fiscal 2013 to ₹177.61 million in Fiscal 2014.

As a percentage of our total income, profit/(loss) after tax and minority interest, as restated increased from (6.51)% in Fiscal 2013 to 2.55% in Fiscal 2014.

Financial Condition, Liquidity and Capital Resources

Our shareholders' fund as of the six month period ended September 30, 2015 was ₹611.16 million. Our shareholders' fund as of March 31, 2015 was ₹563.26 million as compared to ₹298.15 million as at March 31, 2014. Historically, our primary liquidity requirements have been to finance our working capital needs and our capital expenditures. To fund our working capital requirements we have relied on cash flows from operating activities and other arrangements such as short term borrowings. To fund our capital expenditure we have relied on cash flows from operating activities, equity contributions and long term borrowings. We also intend to fund a portion of our capital expenditure from the Net Proceeds. For details, please see "*Object of the Offer – Capital Expenditure*" on page 91.

Also see sections "– *Significant factors affecting our results of operations*", "*Our Business*" and "*Risk Factors*" on pages 203, 136 and 17, respectively.

Cash Flows

The following table sets forth certain information relating to our cash flows with respect to operating activities, investing activities and financing activities for the periods indicated:

(In ₹million)

Particulars	Six month period ended September 30, 2015	Fiscal 2015	Fiscal 2014	Fiscal 2013
Net cash generated from operating activities	90.42	279.36	308.00	114.83
Net cash generated from (used in) investment activities	(145.36)	(441.82)	(176.57)	99.40
Net cash generated from (used in) financing activities	(19.96)	214.22	(38.46)	(224.70)
Increase/(decrease) in cash and cash equivalents	(74.90)	51.76	92.97	(10.47)

Cash flow from operating activities

Net cash generated from operating activities during the six month period ended September 30, 2015 was ₹90.42 million, which consisted of profit before taxes as restated of ₹54.48 million as adjusted for decrease in trade receivables of ₹125.21 million, decrease in long term and short term loans and advances of ₹6.75 million, decrease in other non-current assets and other current assets of ₹ 12.81 million, increase in current and non-current liabilities of ₹50.54 million, increase in long term and short term provisions of ₹5.38 million, payment of income tax of ₹ 29.98 million, offset by decrease in trade payables of ₹243.57 million.

Net cash generated from operating activities in Fiscal 2015 was ₹279.36 million, which consisted of profit before taxes as restated of ₹323.62 million, as adjusted for increase in trade payables of ₹295.09 million, decrease in other non-current assets and other current assets of ₹4.80 million, increase in long term and short term provisions of ₹ 4.71, payment of income tax of ₹19.49 million, offset by increase in trade receivables of ₹392.16 million increase in long term and short term loans and advances of ₹56.15 million and decrease in current and non-current liabilities of ₹74.93 million.

Net cash generated from operating activities in Fiscal 2014 was ₹308.00 million, which consisted of profit before taxes as restated of ₹181.81 million, as adjusted for increase in trade payables of ₹21.89 million, increase in other current and non-current liabilities of ₹35.41 million, increase in long term and short term provisions of ₹2.23 million offset by increase in trade receivables of ₹7.20 million, increase in long term and short term loans and advances of ₹81.46 million and increase in other non-current assets and other current assets of ₹39.71 million.

Net cash generated from operating activities in Fiscal 2013 was ₹114.83 million which consisted of loss before taxes as restated of ₹397.30 million, as adjusted for increase in trade payables of ₹240.36 million, decrease in other non-current assets and other current assets of ₹4.16 million, increase in long term and short term provisions of ₹6.36 million, decrease in inventories of ₹26.69 million, decrease in long term and short term loans and advances of ₹ 28.35 million offset by increase in trade receivables of ₹316.66 million and decrease in current and non-current liabilities of ₹137.93 million.

Cash flow from investing activities

Our expenditure for investing activities primarily relates to purchase of fixed assets.

Net cash used in investing activities during the six month period ended September 30, 2015 was ₹ 145.36 million which consisted primarily of outflows in the form of purchase of fixed assets of ₹ 145.05 million and bank deposits (having original maturity of more than 3 months) of ₹ 5.53 million, partially offset by proceeds from sale of fixed assets of ₹ 4.38 million and interest received of ₹ 0.84 million.

Net cash used in investing activities during Fiscal 2015 was ₹ 441.82 million which consisted primarily of outflows in the form of purchase of fixed assets of ₹ 444.88 million, bank deposits (having original maturity of more than 3 months) of ₹ 4.16 million and investment in subsidiaries of ₹ 0.20 million, partially offset by proceeds from sale of fixed assets of ₹ 5.29 million and interest received of ₹ 2.13 million.

Net cash used in investing activities during Fiscal 2014 was ₹ 176.57 million which consisted primarily of outflows in the form of purchase of fixed assets of ₹ 191.99 million as offset by receipt of cash flow from bank deposits (having original maturity of more than 3 months) of ₹ 6.80 million, proceeds from sale of fixed assets of ₹ 2.59 million and interest received of ₹ 6.03 million.

Net cash generated from investing activities during Fiscal 2013 was ₹ 99.40 million which consisted primarily of proceeds from sale of fixed assets of ₹ 211.48 million and interest received of ₹ 6.68 million, which offset an outflow in the form of purchase of fixed assets of ₹ 108.17 million and bank deposits (having original maturity of over 3 months) of ₹ 10.59 million.

Cash flow from financing activities

Net cash used in financing activities during the six month period ended September 30, 2015 was ₹ 19.96 million which consisted primarily of outflow in the form of repayment of long term borrowings of ₹ 65.77 million and finance costs paid of ₹ 66.12 million as offset by proceeds from long-term borrowings of ₹ 72.53 million and net proceeds from short term borrowings of ₹ 39.40 million.

Net cash generated from financing activities during Fiscal 2015 was ₹ 214.22 million which consisted primarily of outflow in the form of repayment of long term borrowings of ₹ 115.70 million, finance costs paid of ₹ 108.60 million, dividend paid of ₹21.48 million and tax on dividend of ₹ 3.65 million, as offset by proceeds from long-term borrowings of ₹ 342.47 million and net proceeds from short term borrowings of ₹ 121.18 million.

Net cash used in financing activities during Fiscal 2014 was ₹ 38.46 million which consisted primarily of proceeds from long-term borrowings of ₹ 215.30 million and repayment from short term borrowings of ₹ 31.65 million, which offset an outflow in the form of repayment of long term borrowings of ₹ 126.03 million, finance costs paid of ₹ 96.08 million.

Net cash used in financing activities during Fiscal 2013 was ₹ 224.70 million which consisted primarily of repayment of long term borrowings of ₹ 213.05 million and finance costs paid of ₹ 121.38 million as offset by net proceeds from short term borrowings of ₹ 39.54 million and proceeds from long-term borrowings of ₹ 70.19 million.

Fixed Assets

As at September 30, 2015 and March 31, 2015 we had tangible assets (gross block) of ₹1,713.32 million and ₹1,581.35 million and intangible assets (gross block) of ₹13.52 million and ₹13.43 million.

Our capital expenditure requirements are dependent on our strategy to expand and improve the business performance. In order to grow expand our revenue from our services and solutions, we have planned to make capital investments during next 12 to 24 months. We propose to finance these expenditures through Net Proceeds and internal accruals or any combination thereof. For details, please see "*Objects of the Offer – Capital Expenditure*" on page 91.

Indebtedness

As at September 30, 2015, we had long term borrowings of ₹ 508.79 million, current maturities of long-term borrowings of ₹ 163.99 million, current maturities of finance lease obligations of ₹ 118.41 million, and short term borrowings of ₹ 417.72 million. For further information, see "*Financial Indebtedness*" on page 197.

Contractual Obligations and Commercial Commitments

Our Company has no other contractual obligations and/or commercial commitments apart from bank borrowings, lease obligations and normal trade payables.

Contingent Liabilities

For details of contingent liabilities as of the six month period ended September 30, 2015 and March 31, 2015, see "*Financial Statements*" on page 195.

Off-balance sheet arrangements and financial instruments

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet transactions.

Related party transactions

We have entered into and expect to continue to enter into transactions with our related parties. For details, see "*Related Party Transactions*" and "*Financial Statements*" on page 193and 195, respectively.

Quantitative and qualitative disclosure about market risk

Market risk is the risk of loss related to adverse changes in freight rates, including pricing volatility risk, interest rate risk, liquidity risk, delivery default risk and foreign exchange risk. We are exposed to different degrees of these risks in the normal course of our business. The following discussion and analysis, which constitute 'forward-looking statements' involve risk and uncertainties, and summarizes our exposure to different market risks.

(a) Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions to our knowledge which may be described as "unusual" or infrequent".

(b) Significant economic changes that materially affect or are likely to affect income from continuing operations

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "- *Factors Affecting our Results of Operations"* on page 203 and the uncertainties described in "*Risk Factors*" on page 17.

(c) Known Trends or Uncertainties

Other than as described in "*Risk Factors*" and this section, to the best of our knowledge there are no known trends or uncertainties that have had, or are expected to have, a material adverse impact on our revenues or income from continuing operations.

(d) Market Risks

Our operations are affected by market risks, which include pricing volatility risk, interest rate risk, liquidity risk, delivery default risk and foreign exchange risk. Each of these risks has been briefly dealt with below. For details, please see "*Risk Factors*" on page 17.

- ***Interest rate risk:*** Any increase in the applicable interest rates for our existing debt our interest payment obligations will increase. Fluctuations in interest rates may accordingly impact our ability to borrow and also cost of borrowings.

- ***Foreign exchange risk:*** Changes in currency exchange rates influence our results of operations. A portion of our revenues, particularly relating to our NVOCC business, is generated through our overseas subsidiary. We currently do not hedge our foreign exchange exposure. Depreciation of the Indian rupee against the U.S. dollar and other foreign currencies may adversely affect the results of operations of our overseas subsidiary by increasing the cost of financing any debt denominated in foreign currency that we may enter into in the future or any proposed capital expenditure in foreign currencies.

- ***Liquidity risk:*** We may not be able to manage our cash flows and working capital requirements efficiently, which may result in a liquidity crunch and impact our operations.

- ***Delivery default risk:*** We are exposed to default by our counter-parties (customers or suppliers) in delivery or acceptance of goods or service sold. This could, *inter-alia*, impact our ability to fulfil our obligations to other third-parties and expose us to monetary and reputational damages.

(e) Future relationship between cost and income

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 17, 136 and 202 respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

(f) Seasonality of business

Our business is not seasonal in nature. Further, our business is dependent on the state of economy and overall economic conditions prevailing both locally and globally. The level of our operations, income and profitability may be affected by these factors. For further details in this regard, please see "*Risk Factors*" on page 17.

(g) Significant Developments occurring after September 30, 2015

To our knowledge and belief no circumstances other than those disclosed in this Draft Red Herring Prospectus, there is no development subsequent to September 30, 2015 that we believe is expected to have a material impact on the reserves, profits, earnings per share and book value of our Company or our ability to pay our liabilities within the next 12 months of the date of the last Restated Financial Summary Statements as disclosed in this Draft Red Herring Prospectus except for the following:

(i) On March 10, 2016, our Company undertook a bonus issue of Equity Shares in the ratio of 1:1 to all its shareholders.

(ii) The main objects clause in the Memorandum of Association of our Company was amended pursuant to a resolution passed by the shareholders of our Company on March 10, 2016. For details, please see "*History and Certain Corporate Matters – Amendments to the Memorandum of Association*" on page 157.

(iii) Our Company adopted a new set of Articles of Association pursuant to a resolution passed by the shareholders of our Company on March 10, 2016. For details of the provisions of these new Articles, please see "*Main Provisions of the Articles of Association*" on page 301.

(h) Competitive conditions

For details, please see "- *Significant factors affecting our results of operations - Competition*" and "*Our Business – Competition*" and "*Industry Overview*" on pages 203, 136 and 105, respectively for further information on our industry and competition.

(i) Segment Reporting

Other than as disclosed in our Restated Consolidated Summary Statements beginning on page F 1, we do not follow any segment reporting.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no other material:

A. *(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters or Subsidiaries.*

*Our Board, in its meeting held on March 10, 2016, determined that outstanding legal proceedings and litigations involving the Company, Subsidiaries, Directors and Promoters: (a) where the amount involved, to the extent quantifiable, is more than 0.5% of the consolidated revenue of our Company as per last audited financial statements; or (b) whose outcome could have a material impact on the business, operations, prospects or reputation of our Company, will be considered as material litigation ("**Material Litigation**").*

Explanation – It is clarified that for the purposes of the above, pre-litigation notices (other than those issued by statutory or regulatory authorities) received by the Company or its Subsidiaries, Promoters or Directors shall, unless otherwise decided by the Board, not be evaluated for materiality until such time that the Company or any of its Subsidiaries, Promoters or Directors, as the case may be, is impleaded as a defendant in litigation proceedings before any judicial forum.

B. *(i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013, or any previous companies law in the last five years against our Company and Subsidiaries; or (vi) material frauds committed against our Company in the last five years.*

C. *(i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.*

*Our Board, in its meeting held on March 10, 2016, determined that outstanding dues to creditors in excess of 5% of our Company's consolidated trade payables as per the last consolidated financial statements or 0.5% of the total liabilities of the Company as per last consolidated audited financial statements, whichever is lower, shall be considered as material creditors ("**Material Creditors**"). Details of outstanding dues to creditors including small scale undertakings as required under the SEBI ICDR Regulations have been disclosed on our website at www.seawaysindia.com.*

All terms defined in a particular litigation are for that particular litigation only.

Litigation involving our Company

Litigation against our Company

Criminal proceedings

There are no criminal proceedings involving our Company.

Civil proceedings

1. N. S. Guzder and Co. Limited ("**NSG**") has filed a suit before the Bombay High Court against our Company seeking damages amounting to ₹ 166.57 million for alleged losses incurred due to capsizing of a barge carrying power plant machinery. Our Company was engaged by NSG to facilitate the transport of power plant machinery from Kakinada, Andhra Pradesh, to Machilipatnam, Andhra Pradesh. The matter is pending.

Tax proceedings

Indirect tax proceedings (consolidated)

S. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (*in ₹ million*)
1.	Service tax	9	303.37
Total		**9**	**303.37**

Direct tax proceedings (consolidated)

S. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (*in ₹ million*)
1.	Income tax	1	3.67
Total		**1**	**3.67**

Litigation initiated by our Company

Criminal proceedings

1. Our Company had filed a complaint before the Judicial Magistrate First Class, Vadodara, Gujarat ("**JMFC Vadodara**") against Vadiyawala Logistics Private Limited ("**VLPL**") and Mr Hemant Bharatbhai Shah for alleged dishonour of cheques issued by VLPL to our Company amounting to ₹ 2.90 million in relation to various services rendered by our Company to VLPL. By its order dated January 28, 2016, the JMFC Vadodara convicted Hemant Bharatbhai Shah, director of VLPL, and sentenced him to one year simple imprisonment along with imposition of fine of ₹ 10,000. However, the JMFC Vadodara did not pass orders calling upon VLPL to make good the monies amounting to ₹ 2.90 million to our Company. Hemant Bharatbhai Shah has filed an appeal against the order passed by JMFC Vadodara and the appeal is pending. Our Company has filed an appeal against the order passed by JMFC Vadodara seeking the payment of ₹ 2.90 million owed by VLPL to our Company in the court of the District Judge at Vadodara.

Consumer proceedings

1. Our Company has filed a complaint before the National Consumer Disputes Redressal Commission, New Delhi (the "**Commission**") against the New India Assurance Company Limited ("**NIACL**"), alleging deficiency in service by NIACL in relation to Hull and Machinery insurance obtained by our Company (the "**Insurance**"). On August 2, 2010, while our Company's vessel MV Seaways Valour ("**Vessel**") was at sea, it suffered a major engine breakdown and was diverted to the Tuticorin port for safe anchorage. Thereafter, major repairs were carried out on the Vessel at Colombo, Sri Lanka, for which our Company bore all expenses. Pursuant to damages caused to the Vessel, our Company had claimed for a reimbursement of damages amounting to ₹ 35.81 million in terms of the Insurance from NIACL, which NIACL had rejected. The matter is pending.

Litigation involving our Subsidiaries

There are no material litigations involving our Subsidiaries.

Litigation involving our Promoters

There are no litigations involving our Promoters.

Litigation involving our Directors

On the basis of the policy adopted by our Board, we have disclosed all outstanding litigation involving our Directors where the amount involved, to the extent quantifiable, is more than 0.5% of the consolidated revenue of our Company as per the last audited financial statements, or whose outcome could have a material impact on the business, operations, prospects, or reputation of our Company. Accordingly, such Material Litigation involving our Directors has been set out below:

Prasad Gadkari

1. A notice has been received by Prasad Gadkari from the Office of the Commissioner, Central Excise, Ahmedabad, in his capacity as a nominee director on the board of directors of Pacific Pipe Systems Private Limited ("**Pacific Pipe**"). The notice was issued in respect of non-payment of statutory dues amounting to ₹ 1.8 million by Pacific Pipe. Prasad Gadkari has filed a reply with the Office of the Commissioner stating that he was a non-executive nominee director and had resigned from the directorship of Pacific Pipe effective from January 20, 2014, that being a date prior to the date of the notice. The matter is pending.

2. Prasad Gadkari received a notice from the Office of the Deputy Commissioner, Income Tax ("**DCIT**") in his capacity as a nominee director on the board of directors of Doshion Veolia Water Supply Private Limited ("**Doshion**") for the assessment year 2009-2010 and 2012-2013, calling upon him to present himself before the DCIT. Prasad Gadkari filed a reply with the DCIT stating that he was a non-executive nominee director on the board of Doshion, and had resigned from the directorship effective from January 20, 2014, that being a date prior to the date of the notice. The matter is pending.

Litigation involving Group Company

There are no litigations involving our Group Company

Outstanding dues to small scale undertakings and other creditors by our Company

As of September 30, 2015, our Company on a consolidated basis has 2,125 creditors, to whom a total amount of ₹ 678.45 million was outstanding as trade payables. Based on the policy of our Board as disclosed above, as of September 30, 2015, BLPL Singapore, PIL India Private Limited, Sea Consortium and Srinivasa Transports are our Material Creditors. Further, none of our creditors have been identified as small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, see www.seawaysindia.com.

Litigation against any other person whose outcome may have a material adverse effect on the position of our Company

There are no litigations against any other person whose outcome may have a material adverse effect on the position of our Company.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 years against our Company or any of our Subsidiaries.

There are no inquiries, investigations etc., instituted under the Companies Act, 2013 or any previous companies' enactment in the last 5 years against our Company or any of our Subsidiaries.

Material Fraud against our Company in the last five years

There are no Material Fraud claims against our Company in the last five years.

Non-Payment of Statutory Dues

Other than delay in payment of service tax of ₹ 20.59 million, as of the date of the Draft Red Herring prospectus, there are no outstanding defaults in the payment of statutory dues. For, details of dues of income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited as on date of this Draft Red Herring Prospectus on account of disputes, see "*Outstanding Litigation and Material Developments – Litigations involving our Company – Litigation against our Company – Tax proceedings*" on pages 225.

Material developments since September 30, 2015

For details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 202.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein and in "Risk Factors" on page 17, we have received necessary consents, licenses, permissions and approvals from various governmental and regulatory agencies in India required to carry on its present business and to undertake this Offer and no further material approvals are required for carrying on our present business operations and to undertake this Offer. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see "Regulations and Policies" on page 152.

I. Incorporation details and approvals of our Company

1. Certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated December 1, 1989 in the name of Seaways Shipping Services Private Limited.
2. Fresh certificate of incorporation issued by Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated October 12, 1995, as Seaways Shipping Limited consequent on change of name.
3. Fresh certificate of incorporation issued by Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated October 16, 1995, as Seaways Shipping Limited consequent upon conversion under Section 31/44 of the Companies Act, 1956.
4. Fresh certificate of incorporation issued by Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated June 17, 2010, as Seaways Shipping and Logistics Limited consequent upon change of name.

II. Approvals for the Offer

1. In-principle approval from BSE dated [●]
2. In-principle approval from NSE dated [●]
3. Resolution of the Board dated March 10, 2016 approving the Fresh Issue.
4. Resolution of the Shareholders under Section 62 of the Companies Act, 2013 dated March 10, 2016 approving the Fresh Issue.
5. IDFC PE has obtained approval for offering up to 5,156,180 Equity Shares in the Offer for Sale pursuant to an approval of its investment committee dated March 14, 2016..
6. Parvataneni Sudha Mohan has approved the offer of sale of up to 322,261Equity Shares in the Offer for Sale through her letter dated March 21, 2016.
7. Parvataneni Prasanthi has approved the offer of sale of up to 214,841 Equity Shares in the Offer for Sale through her letter dated March 21, 2016.
8. Parvathaneni Vishwa Ratan has approved the offer of sale of up to 107,420 Equity Shares in the Offer for Sale through his letter dated March 21, 2016.
9. Parvataneni Vivek Anand has approved the offer of sale of up to 107,420 Equity Shares in the Offer for Sale through his letter dated March 21, 2016.
10. Parvathaneni Divya has approved the offer of sale of up to 214,841 Equity Shares in the Offer for Sale through her letter dated March 21, 2016.
11. Ratakondla Ramesh has approved the offer of sale of up to 322,261 Equity Shares in the Offer for Sale through his letter dated March 21, 2016.

III. Approvals in relation to our business and operations

Our business requires various approvals, licenses, registrations and permits issued by relevant Central and State Governments, and regulatory authorities under various statutes, rules and regulations. An indicative list of the material approvals required and obtained by our Company to undertake its business is set out below:

Approvals for integrated logistics services and solutions activities

1. Certificate of registration under the Registration of Multimodal Transport Operators Rules, 1992, issued by the Ministry of Shipping, Government of India.
2. Registration under applicable shops and establishment laws for our branch offices in different States in India, wherever applicable, issued by relevant competent authority. These registrations are periodically renewed.
3. Factory licence under Factories Act, 1948 for repair yard issued by Insepctorate of Factories in Chennai, Tamil

Nadu.

4. License for customs house agent under the Customs House Agents Licensing Regulations, 2004 in different States in India issued by relevant customs authority.
5. Transporter license under Food Safety and Standards Act, 2006 issued by Greater Hyderabad Municipal Corporation, Hyderabad, Telangana.
6. Steamer agency registration under Customs Act, 1962 issued by issued by relevant customs authority.
7. Customs house broker license under Customs Brokers Licencing Regulations, 2013 issued by relevant customs authority.
8. License for stevedoring under Major Port Trusts Act, 1963 issued by competent authority in different ports.
9. Clearing and forwarding agents license under applicable port rules in Kakinada port and Mangalore port.
10. Cargo and vessel handling license under Major Port Trusts Act, 1963 issued by competent authority in different ports.
11. Letter of approval under Special Economic Zone Act, 2005 issued by for warehousing services in free trade zone issued by Department of Commerce, Ministry of Commerce and Industry, Government of India.

Labour/employment related approvals

1. Registration for employees' provident fund under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 issued by the Employees' Provident Fund Organisation.
2. Registration for employees' insurance under the Employees' State Insurance Act, 1948 issued by the Regional Office, Employees State Insurance Corporation of different States in India.
3. Registration for the labour welfare fund issued by the relevant authority in the respective labour welfare fund under the applicable labour welfare law, in Mumbai and Chennai.

Tax related approvals

1. Permanent account number (AADCS0845B) issued by the Income Tax Department under the Income Tax Act, 1961.
2. Tax deduction account number (HYDS045088) issued by the Income Tax Department under the Income Tax Act, 1961.
3. Service tax registrations issued by the Central Board of Excise and Customs under the Finance Act, 1994.
4. Registration for professional tax issued by relevant authorities in different States of India under applicable professional tax laws of the respective States.

Other approvals

1. Importer exporter code (0991002121) issued by Department of Commerce, Ministry of Commerce and Industry, Government of India under the Foreign Trade (Development and Regulation) Act, 1992.

Approvals for which no application has been made

NIL

Approvals for which applications have been made but pending grant

NIL

Approvals which have expired for which renewal applications have been made

NIL

Approvals which have expired for which renewal applications have not been made

NIL

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board of Directors have approved the Fresh Issue pursuant to the resolution passed at their meeting held on March 10, 2016 and the Shareholders have approved the Fresh Issue by way of a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at the EGM of our Company held on March 10, 2016.

The Offer for Sale has been authorized by the Selling Shareholders by way of their consent letters or board resolutions, as applicable, as provided in the table below:

Sr. No.	Name of the Selling Shareholder	Number of Equity Shares Offered	Date of the consent letter	Date of corporate approval
1.	IDFC PE	5,156,180	-	March 14, 2016[1]
2.	Parvataneni Sudha Mohan	322,261	March 21, 2016	-
3.	Ratakondla Ramesh	322,261	March 21, 2016	-
4.	Parvataneni Prasanthi	214,841	March 21, 2016	-
5.	Parvathaneni Vishwa Ratan	107,420	March 21, 2016	-
6.	Parvataneni Vivek Anand	107,420	March 21, 2016	-
7.	Parvathaneni Divya	214,841	March 21, 2016	-

(1) Date of the approval from the investment committee of IDFC PE.

Each of the Selling Shareholders confirm that they are legal and beneficial owners of the Equity Shares being offered and sold by it in the Offer for Sale and that such Equity Shares are eligible to be sold in the Offer in accordance with Regulation 26(6) of the SEBI ICDR Regulations.

In-principle listing approvals

Our Company has received an in-principle approval from BSE for the listing of the Equity Shares pursuant to a letter dated [●].

Our Company has received an in-principle approval from NSE for the listing of the Equity Shares pursuant to a letter dated [●].

Prohibition by SEBI or other Governmental authorities

Our Company, our Directors, our Promoters, members of our Promoter Group, Subsidiaries, Group Company or persons in control of our Company have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Further, the companies with which any of our Promoters, our Directors or persons in control of our Company are or were associated as promoters, directors or persons in control, are not prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or statutory or governmental authority.

Each of the Selling Shareholders also confirms that it has not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities, in either case under any order or direction passed by SEBI or any other authority and the Equity Shares being offered and sold by it in the Offer for Sale are free from any lien, encumbrance or third party rights.

None of our Director(s) are associated with, which are engaged in securities market related business, and are registered with SEBI for the same.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Each of the Selling Shareholders also confirms that it has not been identified as a wilful defaulter by RBI/ Government authorities and there are no violations of securities laws committed by it in the past or pending against it.

Prohibition by RBI

Our Company, our Promoters, relatives of our Promoters (as defined under the Companies Act, 2013), our Directors have not been identified as wilful defaulter by RBI or any other authority. There are no violations of securities laws committed by our Company, our Promoters or relatives of our Promoters in the past and no such proceedings are pending against them.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(2) of the SEBI ICDR Regulations, which states as follows:

"(2) An issuer not satisfying the condition stipulated in sub-regulation (1) may make an initial public offer if the issue is made through the book-building process and the issuer undertakes to allot, at least seventy five percent of the net offer to public, to qualified institutional buyers and to refund full subscription money if it fails to make the said minimum allotment to qualified institutional buyers."

We are an unlisted company not complying with the conditions specified in Regulation 26(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions detailed in Regulation 26(2) of the SEBI ICDR Regulations.

- We are complying with Regulation 26(2) of the SEBI ICDR Regulations and at least 75% of the Net Offer is proposed to be Allotted to QIBs and in the event we fail to do so, the full application monies shall be refunded to the Bidders.

- We are complying with Regulation 43(2A) of the SEBI ICDR Regulations and Non-Institutional Bidders and Retail Individual Bidders will be allocated not more than 15% and 10% of the Net Offer, respectively.

Hence, we are eligible for the Offer under Regulation 26(2) of the SEBI ICDR Regulations. Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, otherwise the entire application money will be refunded. If there is a delay in repaying the application money beyond the prescribed limit, then our Company shall be liable to repay the money with interest at the rate of 15% per annum on the application money, as prescribed by applicable law.

Our Company is in compliance with the following conditions specified under Regulation 4(2) of the SEBI ICDR Regulations:

- Our Company shall apply to BSE and NSE for obtaining their in-principle listing approval for listing of the Equity Shares under the Offer;
- Our Company has entered into tripartite agreement dated February 18, 2016 with NSDL and Registrar to the Offer, for dematerialisation of the Equity Share;
- Our Company has entered into tripartite agreement dated February 12, 2016 with CDSL and Registrar to the Offer, for dematerialisation of the Equity Shares;and
- The Equity Shares are fully paid.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA

AS REQUIRED, A COPY OF THIS DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI.

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE

DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SECURITIES AND EXCHANGE BOARD OF INDIA. SECURITIES AND EXCHANGE BOARD OF INDIA DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, ICICI SECURITIES LIMITED, IDFC BANK LIMITED AND KARVY INVESTOR SERVICES LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUSAND THE SELLING SHAREHOLDERS ARE PRIMARILY RESPONSIBLE FOR ALL STATEMENTS IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES IN CONNECTION WITH THE OFFER FOR SALE, AND THE EQUITY SHARES OFFERED BY THEM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, ICICI SECURITIES LIMITED, IDFC BANK LIMITED AND KARVY INVESTOR SERVICES LIMITED HAVE FURNISHED TO SECURITIES AND EXCHANGE BOARD OF INDIA, A DUE DILIGENCE CERTIFICATE DATED MARCH 28, 2016 **WHICH READS AS FOLLOWS:**

"WE, THE BOOK RUNNING LEAD MANAGERS TO THE OFFER, STATE AND CONFIRM AS FOLLOWS:

(1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS DATED MARCH 28, 2016 PERTAINING TO THE SAID OFFER.

(2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:

(a) **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

(b) **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

(c) **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT,**

2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.

(3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.

(4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE.

(5) WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. – COMPLIED WITH.

(6) WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. – COMPLIED WITH AND NOTED FOR COMPLIANCE.

(7) WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE.

(8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH.

(9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.

(10) WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.

(11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.

(12) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:

(a) **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

(b) **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**

(13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE OFFER. – NOTED FOR COMPLIANCE.

(14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.

(15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

(16) WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR.

(17) WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS INCLUDED IN THE DRAFT RED HERRING PROSPECTUS, AS CERTIFIED BY M/S M M REDDY & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 010371S) BY WAY OF A CERTIFICATE DATED MARCH 22, 2016.

(18) WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS. (IF APPLICABLE) – NOT APPLICABLE.

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company and the Selling Shareholders from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed offer. SEBI further reserves the right to take up, at any point of time, with the BRLMs any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013.

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 30 of the Companies Act, 2013.

CAUTION: DISCLAIMER STATEMENT OF OUR COMPANY, THE SELLING SHAREHOLDERS AND THE BRLMs

Our Company, the Selling Shareholders, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of our Company and that anyone placing reliance on any other source of information, including our Company's website 'www.seawaysindia.com' would be doing so at his or her own risk**.**

Each of the Selling Shareholders assumes responsibility only for the statements and undertakings made by it in this Draft Red Herring Prospectus about or in relation to itself and in connection with the Offer for Sale and the Equity Shares being sold by it in the Offer for Sale.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement entered into between the BRLMs, our Company and the Selling Shareholders and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

Our Company, our Directors and officers, the Selling Shareholders and any member of the Syndicate are not liable for any failure in downloading the Bids due to faults in any software/ hardware system or otherwise.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in future engage, in investment banking transactions or other financial services with our Company, the Selling Shareholders, affiliates or associates or third parties, for which they have received, and may in future receive, compensation.

Caution

Bidders who Bid in this Offer will be required to confirm and will be deemed to have represented to our Company, the Promoters, Promoter Group, the Selling Shareholders and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, the Promoters, Promoter Group, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares in the Offer.

Disclaimer in respect of jurisdiction

This Offer is being made in India to persons resident in India including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under the applicable trust laws, and who are authorized under their constitution to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, venture capital funds, permitted insurance companies and pension funds, insurance funds set up and managed by the army and insurance funds set up and managed by Departments of Posts, India and, to permitted non-residents including Eligible NRIs, FIIs, FPIs and QIBs.

This Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any disputes arising out of this Offer will be subject to the jurisdiction of courts in Mumbai, India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (the "U.S Securities Act") and may not be offered or sold within the United States (as defined in Regulation S of the U.S Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in reliance on Regulation S of the U.S Securities Act.

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Price information of past issues handled by the BRLMs

ICICI Securities

a. Price information of past issues handled by ICICI Securities

Sr. No.	Issue Name	Issue size (INR million)	Issue price (INR)	Listing date	Opening price on listing date (INR)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Shemaroo Entertainment Limited	1,200.00	170.00 (1)	01-Oct-14	180.00	-5.74%, [+2.81%]	-5.88%, [+3.79%]	+5.85%, [+6.88%]
2	Wonderla Holidays Limited	1,812.50	125.00	09-May-14	160.00	+72.92%,[+11.60%]	+78.96%, [+11.86%]	+162.32%,[+21.57%]

Sr. No.	Issue Name	Issue size (INR million)	Issue price (INR)	Listing date	Opening price on listing date (INR)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
3	VRL Logistics Limited	4,678.78	205.00	30-Apr-15	288.00	+50.90%, [+3.08%]	+85.49%, [+1.90%]	+100.90%, [+0.97%]
4	PNC Infratech Limited	4,884.41	378.00	26-May-15	387.00	+0.32%, [+0.26%]	+14.66%, [-6.36%]	+42.72%,[-5.88%]
5	Manpasand Beverages Limited	4,000.00	320.00	09-Jul-15	300.00	+23.20%, [+2.83%]	+36.53%, [-2.11%]	+58.34%,[-6.45%]
6	Sadbhav Infrastructure Project Limited	4,916.57	103.00	16-Sep-15	111.00	-2.28%, [+3.55%]	-5.63, [-3.15]	-14.56%,[-4.56%]
7	Teamlease Services Limited	4,236.77	850.00	12-Feb-16	860.00	15.34%, [+7.99%]	-	-
8	Quick Heal Technologies Limited	4,512.53	321.00	18-Feb-16	305.00	-31.56%, [+5.74%]	-	-

(1) Discount of ₹ 17 per equity share offered to retail investors. All calculations are based on Offer Price of ₹ 170.00 peequity share

Notes:

1. *All data sourced from www.nseindia.com*
2. *Benchmark index considered is NIFTY*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day.*

b. Summary statement of price information of past issues handled by ICICI Securities

Fiscal Year	Total No. of IPOs	Total Funds Raised (INR million)	No. of IPOs trading at discount 30th calendar days from listing			No. of IPOs trading at premium 30th calendar days from listing			No. of IPOs trading at discount as on 180the calendar day from listing day			No. of IPOs trading at premium as on 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-16	6	27,229.06	-	1	1	1	-	3	-	-	1	2	1	-
2014-15	2	3,012.50	-	-	1	1	-	-	-	-	-	1	-	1

2013-14	-	-	-	-	-	-	-	-	-	-	-	-	-	-

IDFC Bank

a. Price information of past issues handled by IDFC Bank

Nil

b. Summary statement of price information of past issues handled by IDFC Bank

Nil

KISL

a. Price information of past issues handled by KISL

Sr. No.	Issue Name	Issue size (INR million)	Issue price (INR)	Listing date	Opening price on listing date (INR)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Pennar Engineered Building Systems Limited	1,561.87	178.00	September 10, 2015	177.95	-1.44%, [+5.16%]	-5.86%, [-2.25%]	-13.45, [-3.89%]

Source: NSE Website, benchmark index used is Nifty

b. Summary statement of price information of past issues handled by KISL

Fiscal Year	Total No. of IPOs	Total Funds Raised (INR million)	No. of IPOs trading at discount 30th calendar days from listing			No. of IPOs trading at premium 30th calendar days from listing			No. of IPOs trading at discount as on 180the calendar day from listing day			No. of IPOs trading at premium as on 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2013 – 14	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2014 – 15	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2015 – 16	1	1,561.87	-	-	1	-	-	-	-	-	1	-	-	-

Source: NSE Website

Track record of past issues handled by BRLMs

For details regarding the track record of the BRLM to the Offer as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the websites of the BRLMs as mentioned below –

- ICICI Securities - www.icicisecurities.com;

- IDFC Bank - www.idfcbank.com;
- KISL - www.karvyinvestmentbanking.com

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at SEBI Southern Regional Office, Overseas Towers, 7th Floor, 756-L, Anna Salai, Chennai - 600 002, Tamil Nadu, India.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC under Section 32 of the Companies Act.

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 30 of the Companies Act, 2013.

Listing

Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and Selling Shareholders will forthwith repay, all moneys received from the Bidders / Applicants in pursuance of the Red Herring Prospectus / Prospectus, as required by applicable law. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholders and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, unless such delay has been caused solely by such Selling Shareholder.

Our Company shall ensure that all steps for such completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges mentioned above are taken within six Working Days of the Bid/ Offer Closing Date. The Selling Shareholders shall provide reasonable support and extend reasonable cooperation as required or requested by our Company to facilitate this process. If Equity Shares are not Allotted pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by the SEBI, our Company and Selling Shareholders shall repay without interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period. Subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, unless such delay has been caused solely by such Selling Shareholder.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its

securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act 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 up to three times of such amount.

Consents

Consents in writing of: (a) our Directors, the Selling Shareholders, the Statutory Auditors, our Company Secretary and Compliance Officer, our Chief Financial Officer, legal counsel, industry sources, customers/other third parties (where names of such customers/third parties have been disclosed); and (b) the BRLMs, the Syndicate member(s), the Anchor Escrow Collection Bank, the Public Offer Bank, the Refund Bank, the Banker to the Company and the Registrar to the Offer to act in their respective capacities, have been obtained / will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Experts to the Offer

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

Our Company has received written consent from the Statutory Auditor to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the reports of the Statutory Auditors on the Restated Consolidated Summary Statements and Restated Standalone Summary Statements, each dated March 16, 2016 and the statement of tax benefits dated March 23, 2016 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Offer Expenses

The expenses of this Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal fees, advertisement expenses, registrar and depository fees and listing fees. For further details of Offer expenses, see"*Objects of the Offer*" on page 90.

Other than the listing fees and auditor's fees (excluding fees paid for restatement of financial statements) which shall be borne by our Company, the Offer expenses will be shared between our Company and the Selling Shareholders in proportion to the Equity Shares contributed to the Offer by our Company and the Selling Shareholders, respectively.

Fees Payable to the Syndicate

The total fees payable to the BRLMs and members of the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the engagement letter dated March 23, 2016 with the BRLMs and the Syndicate Agreement to be executed among our Company, the Selling Shareholders and the members of the Syndicate, a copy of which is available for inspection at the Registered Office, from 10.00 am to 5.00 p.m. on Working Days from the date of filing the Red Herring Prospectus until the Bid/Offer Closing Date

Commission payable to the Registered Brokers

[●]

Commission payable to the SCSBs

[●]

Commission payable to Collecting DPs and Collecting RTAs

[●]

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/ CAN/ refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated March 23, 2016 entered into, between our Company, the Selling Shareholders and the Registrar to the Offer, a copy of which is available for inspection at the Registered Office, from 10.00 am to 5.00 p.m. on Working Days from the date of filing the Red Herring Prospectus until the Bid/Offer Closing Date.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of this Draft Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash

Except as disclosed in"*Capital Structure*" on page 71, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is the initial public offering of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's inception.

Previous capital issue during the previous three years by listed Group Companies and Subsidiaries

None of our Subsidiaries and Group Companies are listed on any stock exchanges.

Performance vis-à-vis objects – Public/ rights issue of our Company, Associate Companies and/ or listed Group Companies and associates of our Company

Our Company, our Associate Companies, Group Companies and Subsidiaries have not undertaken any previous public issues or right issues.

Outstanding Debentures or Bonds

As on the date of this Draft Red Herring Prospectus, there are no outstanding debentures or bonds of our Company.

Outstanding Preference Shares

As on the date of this Draft Red Herring Prospectus, there are no outstanding preference shares of our Company.

Partly Paid-up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact the BRLMs for any complaint pertaining to the Offer. All grievances may be addressed to the Registrar to the Offer, with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Broker Centres, or the Collecting DP if the Bid was submitted to a Collecting DP at any of the Designated CDP Locations or the Collecting RTA if the Bid was submitted to a Collecting RTA at any of the Designated RTA Locations as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum- Application Form, name and address of the member of the Syndicate or the Designated Branch, the Registered Broker, Collecting DP or the Collecting RTA as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, Collecting DPs and Collecting RTAs, the investor shall also enclose the acknowledgment from such Registered Broker, Collecting DP or Collecting RTA, as the case may be, in addition to the documents/ information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed a Stakeholders' Relationship Committee comprising of the following Directors:

Name of the Director	Designation in the committee
Raghu Ramaiah Kaveti	Chairman
Parvataneni Sarat Kumar	Member
Parvataneni Vivek Anand	Member

For details, see"*Management*" on page 170.

Our Company has also appointed T. V. Satish Babu, Company Secretary of our Company as the Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems at the following address:

T. V. Satish Babu
Seaways Shipping and Logistics Limited
Seaways Pride, Plot No. 731
Road No. 36, Jubilee Hills
Hyderabad 500 034
Telangana, India
Tel: (91 40) 6644 7000
Fax: (91 40) 6610 2040

E-mail: satishbabu@seawaysindia.com
Website: www.seawaysindia.com

Our Company has not received any investor complaints in the three years preceding the filing of the Draft Red Herring Prospectus.

Changes in the auditors during last three years and reasons thereof

There have been no changes in our auditors in three years prior to the date of the Draft Red Herring Prospectus.

Capitalisation of reserves or profits during the last five years

Other than issue of Equity Shares by way of bonus issues, our Company has not capitalised its reserves since incorporation. For further details, see "*Capital Structure*" on page 71.

Revaluation of assets during the last five years

Except as disclosed in the "*Financial Statements*" on page 195, our Company has not revalued its assets since incorporation.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued and transferred pursuant to the Offer are subject to the provisions of the Companies Act, the Memorandum and Articles of Association of our Company, SEBI ICDR Regulations, the SCRA, the SCRR, conditions of RBI approval, if any, the Red Herring Prospectus and Prospectus, Bid cum Application Form, the Revision Form, the Allotment Advice, the CAN, Listing Regulations and other terms and conditions as may be incorporated in the Allotment Advice, and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, Government of India, Stock Exchanges, RBI, RoC and / or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI or any other authorities while granting its approval for the Offer.

Ranking of Equity Shares

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Memorandum and Articles of Association and the Companies Act, and shall rank *pari passu* in all respects with the other existing Equity Shares of our Company including in respect of the rights to receive dividends. The Allottees of the Equity Shares in this Offer shall be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 301.

Mode of payment of dividend

Our Company shall pay dividend, if declared, to our shareholders as per the provisions of the Companies Act, the Memorandum and Articles of Association and the Listing Regulations. In respect of the Offer for Sale, all dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been issued and allotted Equity Shares in such Offer for the entire year. Please refer to "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" on pages 194 and 301, respectively.

Face Value and Offer Price

The face value of the Equity Shares is ₹ 10 each. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Offer Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs and advertised at least five Working Days prior to the Bid/Offer Opening Date in the all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], each with wide circulation, and Hyderabad edition of the Telegu newspaper [●] (Telegu being the regional language of Telangana, the state where our Registered Office is located), a regional newspaper with wide circulation at the place where the Registered Office is located. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares, subject to applicable law.

Rights of the Equity Shareholder

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;

- Right to vote on a poll either in person or by proxy in accordance with the requirements of the Companies Act, 2013;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation subject to any statutory and other preferential claims being satisfied;

- Right of free transferability of their Equity Shares, subject to applicable law, including RBI rules and regulations, if any; and

- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association such as those dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation / splitting, please refer to "*Main provision of the Articles of Association*" on page 301.

Market Lot and Trading Lot

Under Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. In terms of the SEBI ICDR Regulations, the trading in the Equity Shares shall only be in dematerialised form. Since trading of the Equity Shares is in dematerialised mode, the tradable lot is one Equity Share. Allocation and Allotment of Equity Shares through this Offer will be done only in electronic form, in multiple of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For details of allocation and allotment, see"*Offer Procedure*" on page 253.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, the sole Bidder or First Bidder, along with other Joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of Joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Company's Registered / Corporate Office or to our Registrar and Transfer Agents.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or

2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with us. Nominations registered with respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Minimum Subscription

If our Company does not receive (i) minimum subscription of 90% of the Fresh Issue; and (ii) subscription in the Offer equivalent to the minimum number of securities specified under Rule 19(2) of the SCRR, including through devolvement to the Underwriters, as applicable, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company and the Selling Shareholders shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law. Subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, unless such delay has been caused solely by such Selling Shareholder.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, subject to receipt of minimum subscription in the Fresh Issue as prescribed under the SEBI ICDR Regulations, SCRR and other applicable law, sale of Equity Shares being offered by IDFC PE will be conducted prior to the sale of Equity Shares being offered by the other Selling Shareholders.

In accordance with the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Further, our Company and the Selling Shareholders, in consultation with the BRLMs, severally and not jointly, reserves the right not to proceed with the Offer for any reason at any time after the Bid/Offer Opening Date, but before Allotment.

Arrangement for disposal of odd lot

Since the Equity Shares will be traded in dematerialised form only, the marketable lot for the Equity Shares will be one and hence, no arrangements for disposal of odd lots are required.

Restriction on transfer of Equity Shares

Except for lock-in of pre-Offer equity shareholding, Promoters minimum contribution and lock-in of Equity Shares Alloted to Anchor Investor, as detailed in "*Capital Structure*" on page 71, and except as provided in the Articles of Association, there are no restrictions on transfers and/or transmission of Equity Shares and on their consolidation/ splitting. See"*Main Provisions of the Articles of Association*" on page 301.

Option to receive Equity Shares in dematerialised form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful Bidders will only be in the dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialised segment of the Stock Exchanges. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

OFFER STRUCTURE

Initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share comprising of a Fresh Issue of up to [●] Equity Shares aggregating to ₹ 800 million and an Offer for Sale of up to 6,445,224 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders.The Offer comprises a Net Offer of up to [●] Equity Shares to the Public and a reservation of up to 400,000 Equity Shares aggregating to ₹ [●] million for Eligible Employees Bidding in the Employee Reservation Portion. The Offer would constitute [●]% of the post-Offer paid-up Equity Share Capital of our Company and the Net Offer would constitute [●]% of the post-Offer paid-up equity share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	Eligible Employees	QIBs@	Non-Institutional Investors	Retail Individual Bidder
Number of Equity Shares available for allocation/ Allotment*	Upto 400,000 Equity Shares available for allocation	[●] Equity Shares or Net Offer less allocation to Non-Institutional Investors and Retail Individual Bidder	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidder	Not more than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Investors
Percentage of the Offer size available for allocation/ Allotment	Upto [●]% of the Offer size The Employee Reservation Portion comprises approximately [●]% of our Company's post-Offer paid-up Equity Share Capital	At least 75% of Net Offer size shall be allocated to QIBs However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only Up to 60% of the QIB Portion may be available for allocation to Anchor Investors and one-third of the Anchor Investor Portion shall be available for allocation to domestic Mutual Funds**	Not more than 15% of the Net Offer	Not more than 10% of the Net Offer
Basis of allocation/ Allotment, if respective category is oversubscribed	Proportionate	Proportionate as follows: (a) [●] Equity Shares, constituting 5% of the Net QIB Portion, shall be available for allocation on a proportionate basis to Mutual Funds; (b) [●] Equity Shares shall be allotted on a proportionate basis to	Proportionate	Not less than the minimum Bid Lot (subject to availability of Equity Shares), and the remaining Equity Shares, if any, shall be allotted on a proportionate basis#

Particulars	Eligible Employees	QIBs@	Non-Institutional Investors	Retail Individual Bidder
		all QIBs (except to Anchor Investors) including Mutual Funds receiving allocation as per (a) above		
Minimum Bid	[●] Equity Shares	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] so that the Bid Amount does not exceed ₹ 200,000	Not exceeding the size of the Net Offer subject to regulations as applicable to the Bidder	Not exceeding the size of the Net Offer subject to regulations as applicable to the Bidder	Such number of Equity Shares in multiples of [●] so as to ensure that the Bid Amount does not exceed ₹ 200,000
Mode of Bidding	Through ASBA only	Through ASBA only (except Anchor Investor Allocation)	Through ASBA only	Through ASBA only
Mode of Allotment	Compulsorily in dematerialised form	Compulsorily in dematerialised form	Compulsorily in dematerialised form	Compulsorily in dematerialised form
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares in multiples of [●] Equity Shares thereafter	[●] Equity Shares in multiples of [●] Equity Shares thereafter	[●] Equity Shares in multiples of [●] Equity Shares thereafter
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Shares thereafter	[●] Equity Shares and in multiples of one Equity Shares thereafter	[●] Equity Shares and in multiples of one Equity Shares
Trading Lot	One Equity Share	One Equity Share	One Equity Share	One Equity Share
Who can Apply***	Eligible Employees	(i) a Mutual Fund; (ii) a FII and subaccount (other than a sub account which is a foreign corporate or foreign individual), registered with SEBI; (iii) a FPI other than Category III foreign portfolio investors, (iv) public financial institution as defined in Section 2(72) of the Companies Act, 2013; (v) AIFs, (vi) a scheduled commercial bank; (vii) a multilateral and bilateral development financial institution; (viii) a state industrial	Resident Indian individuals, Eligible NRIs, HUF (applying through the Karta), companies, corporate bodies, scientific institutions, societies trusts, sub accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals and category III foreign portfolio investors	Resident Indian individuals, Eligible NRIs, HUF (applying through the Karta)

Particulars	Eligible Employees	QIBs@	Non-Institutional Investors	Retail Individual Bidder
		development corporation; (ix) an insurance company registered with the Insurance Regulatory and Development Authority; (x) a provident fund with minimum corpus of ₹ 250 million; (xi) a pension fund with minimum corpus of ₹ 250 million; (xii) National Investment Fund set up by resolution No. F. No. 2/ 3/ 2005 DDII dated November 23, 2005 of the Government of India published in the gazette of India; (xiii) insurance funds set up and managed by army, navy or air force of the Union of India; and (xiv) insurance funds set up and managed by the Department of Posts, India eligible for Bidding in the Offer		
Terms of Payment##	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form	Full Bid Amount shall be payable at the time of submission of the Bid cum Application Form

@ *Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. For details, see"Offer Procedure" on page 253.*

* *Subject to valid Bids being received at or above the Offer Price pursuant to 19(2)(b)(i) of the SCRR, this is an Offer for at least 25% of Equity Shares of the post-Offer paid-up Equity Share Capital of our Company. The Offer is being made under sub-regulation (2) of Regulation 26 and Regulation 43(2A) of the SEBI ICDR Regulations and through a Book Building Process wherein atleast 75% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer will be available for allocation to Retail Individual Bidders. The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to availability of shares in retail individual bidder category, and the remaining available shares, if any, shall be allotted on a proportionate*

basis, subject to valid Bids being received from them at or above the Offer Price. Any unsubscribed portion in any reserved category shall be added to the Net Offer. Under-subscription, if any, in any category except the QIB Category would be allowed to be met with spill over from any of the category or combination of categories (including the Employee Reservation Portion) at the discretion of our Company, the Book Running Lead Manager and the Designated Stock Exchange and in accordance with applicable laws, rules, regulations and guidelines, subject to valid Bids being received at or above the Bid Price. However, under-subscription in the Net QIB Category would not be allowed to be met with spill- over from any other category (including the Employee Reservation Portion). Balance Equity Shares arising out of under-subscription, if any, in the Employee Reservation Portion will be added to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted to be met with spill over from the Employee Reservation Portion, subject to compliance with Rule 19(2)(b) of the SCRR. For details, please see section titled "Offer Procedure" on page 253.

** *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Forms. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount will be payable as per pay-in date mentioned in the revised CAN.*

*** *In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the BRLMs, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Offer.

In case of oversubscription in Retail Category, maximum number of Retail Individual Bidder who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Bidder by the minimum Bid Lot ("Retail – Bid Lot Allottees"). The Allotment to Retail Individual Bidder will then be made in the following manner:

i. *In the event the number of Retail Individual Bidder who have submitted valid Bids in the Offer is equal to or less than Retail – Bid Lot Allottees, (i) all such Retail Individual Bidder shall be Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to those Retail Individual Bidder who have applied for more than the minimum Bid Lot, for the balance demand of the Equity Shares Bid by them (i.e. the difference between the Equity Shares Bid and the minimum Bid Lot).*

ii. *In the event number of Retail Individual Bidder who have submitted valid Bids in the Offer is more than the Retail – Bid Lot Allottees, those Retail Individual Bidder, who will be Allotted the minimum Bid Lot shall be determined on the basis of draw of lots. In the event of a draw of lots, Allotment will only be made to such Retail Individual Bidder who are successful pursuant to such draw of lots.*

The SCSB shall be authorised to block such funds in the ASBA Account that is specified in the Bid cum Application Form.

A total of up to 400,000 Equity Shares aggregating up to ₹ [●] million shall be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

Withdrawal of the Offer

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserve the right not to proceed with the Offer at any time after the Bid/ Offer Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the ASBA Accounts within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchanges on which the Equity Shares were proposed to be listed.

If our Company and/or the Selling Shareholders withdraw the Offer either severally or jointly or whole or in part, after the Bid/ Offer Closing Date and thereafter determine that they will proceed with an issue of our Company's Equity Shares or offer by shareholders, our Company shall file a fresh draft red herring prospectus with SEBI.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days of the Bid Closing Date; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Bid/ Offer Programme

OFFER OPENS ON:	**[●]***
OFFER CLOSES ON (FOR QIBS):**	**[●]**
OFFER CLOSES ON (FOR ALL BIDDERS, OTHER THAN QIBs)	**[●]**

**Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor shall Bid in the Anchor Investor Bid/ Offer Period i.e. one Working Day prior to the Bid/ Offer Opening Date.*

***Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid / Offer Period for QIBs one day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date*
Bid/ Offer Closing Date	On or about [●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds and/or un-blocking of ASBA Accounts	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

**Investors are requested to refer the SEBI Circular - CIR/ CFD/ POLICYCELL/11/2015 dated November 10, 2015 for the indicative time lines for the various post-Offer activities.*

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs. Whilst our Company shall use best efforts to ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders confirms that it shall extend all reasonable co-operation required by our Company, for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m**. (Indian Standard Time) during the Bid/ Offer Period (except the Bid/ Offer Closing Date) **Except in case where the Bidding by the QIB Bidders is closed one day prior to the Bid/ Offer Closing Date, on the Bid/ Offer Closing Date, Bids shall be accepted until 3.00 p.m. and uploaded until (a) 5.00 p.m. or such extended time as permitted by the Stock Exchanges in case of Bids by Retail Individual Bidder and Eligible Employees Bidding in the Employee Reservation Portionand (b) up to 4.00 p.m. for Bids by QIB Bidders andNon-Institutional Investors**. It is clarified that Bids not uploaded in the electronic Bidding system, would be rejected.

QIB Bidders and Non-Institutional Investors shall neither withdraw nor revise their Bids so as to lower the size of their Bid at any stage after they have Bid for the Offer. QIB Bidders and Non-Institutional Investors may revise their Bids upwards (in terms of quantity of Equity Shares or the Bid Amount) during the Bid/ Offer Period. Such upward revision must be made using the Revision Form. Retail Individual Bidder and Eligible Employees Bidding in the Employee Reservation Portion shall either withdraw or revise their Bids until Bid/ Offer Closing Date.

On the Bid/ Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidder and Eligible Employees Bidding in the Employee Reservation Portionafter taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and, in any case, no later than 1.00 p.m. (IST) on the Bid/ Offer Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only on Working Days. Neither our Company or Selling Shareholders nor any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise.

Revisions, if any, in the Price Band, will be determined by our Company and Selling Shareholders in consultation with the BRLMs and will be determined during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/ Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLMs and at the terminal of the Syndicate member(s).

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/ CFD/ DIL/ 12/ 2013) dated October 23, 2013 notified by SEBI ("**General Information Document**") included below under " – Part B - General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to rflect enactments, regulations and amendments thereto. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.*

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document. Bidders are advised to make their independent investigations and ensure that their Bids do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

This Offer is being made pursuant to Rule 19(2)(b)(i) of the SCRR, this is an Offer for at least 25% of Equity Shares of the post-Offer paid-up Equity Share Capital of our Company. Our Company is eligible for the Offer in accordance with Regulation 26(2) of the SEBI ICDR Regulations. Further, the Offer is being made through the Book Building Process where in at least 75% of the Net Offer shall be available for allocation to QIBs on a proportionate basis. Further, not more than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer will be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. The allotment of Equity Shares to each Retail Individual Bidder shall not be less than minimum Bid Lot, subject to availability of Equity Shares in Retail Investor category, and the remaining available Equity Shares, if any, shall be allotted on proportionate basis. Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for allocation to domestic Mutual Funds only subject to Bids received at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

In case of under-subscription in the Offer category, spill-over to the extent of under-subscription shall be permitted from the reserved category to the Net Offer. Under-subscription, if any in any category, except QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories (including the Employee Reservation Portion) at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Bid cum Application Forms which do not have the details of the Bidders' PAN, (other than Bids made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Syndicate member(s), the Registered Brokers, the SCSBs, Collecting DPs and Collecting RTAs and the Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available on the websites of the SCSBs, NSE (www.nseindia.com) and BSE (www.bseindia.com) and the terminals of the

Non-Syndicate Registered Brokers. Physical Bid cum Application Forms for Anchor Investors shall be made available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in the Offer through the ASBA Process.

Bidders (other than Anchor Investors) must provide bank account details and authorisation to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected. For the Anchor Investors, bank account details shall be available from the depository account on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Form.

Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of a member of the Syndicate or a Non-Syndicate Registered Broker or an SCSB or a Collecting DP or a Collecting RTA, which shall be submitted at their respective Bidding Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis**	White
Eligible NRIs, FIIs, FPIs, or FVCIs, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis**	Blue
Anchor Investors***	White
Eligible Employees Bidding in the Employee Reservation Portion	Pink

** Excluding electronic Bid cum Application Form.*
*** Bid cum Application forms will also be available on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).*
**** Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.*

Who can Bid?

In addition to the category of Bidders set forth under "- General Information Document for Investing in Public Offers - Category of Investors Eligible to participate in an Offer", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III Foreign Portfolio Investor;
- Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors category;
- Eligible Employees Bidding in the Employee Reservation Portion;
- Scientific and/ or industrial research organisations authorised in India to invest in the Equity Shares; and
- Any other person eligible to Bid in this Offer, under the laws, rules, regulations, guidelines and polices applicable to them.

Participation by associates and affiliates of BRLMs and Syndicate member(s)

The BRLMs and the Syndicate member(s) shall not be entitled to purchase in this Offer in any manner except towards fulfilling their underwriting obligations. Associates and affiliates of the BRLMs and the Syndicate member(s) may subscribe to or acquire Equity Shares in the Offer, including in the Net QIB Portion or Non-Institutional Portion as may be applicable to such Bidder, where the allocation is on a proportionate basis. Such Bidding and subscription may be on their own account or on behalf of their clients.

The BRLMs and any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs) or our Promoters and the Promoter Group cannot apply in the Offer under the Anchor Investor Portion. All categories of investors, including associates and affiliates of BRLMs and Syndicate member(s), shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Bids by Mutual Funds

In case of Bids made by asset management companies or custodians of Mutual Funds, a certified copy of their certificate of registration issued by SEBI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof. An eligible Bid by a Mutual Fund shall first be considered for allocation proportionately in the Mutual Fund Portion. In the event that the demand in the Mutual Fund Portion is greater than [●] Equity Shares in the Mutual Funds Portion, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights. These limits would have to be adhered to by the mutual funds for investment in this Offer.

In case of a mutual fund, a separate Bid can be made in respect of each scheme of the mutual fund registered with SEBI and such Bids in respect of more than one scheme of the mutual fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

Bids by Eligible NRIs

Eligible NRIs Bidding on a repatriation basis by using Bid cum Application Forms meant for non-residents should authorise their SCSB to block could their NRE or FCNR ASBA Accounts.

In case of Bids by Eligible NRIs applying on non-repatriation basis, by using Bid cum Application Forms meant for residents should authorise their SCSB to block their NRE NRO or FCNR ASBA Accounts.

Bids by Eligible NRIs for a payment amount of up to ₹ 200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a payment amount of more than ₹ 200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Bids by FPIs (including FIIs)

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' are subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Pursuant to the resolution of the Board dated March 10, 2016 and special resolution of the Shareholders in the EGM held on March 10, 2016, the aggregate limit of total holdings of all FPIs put together has been increased to 49%. The proposed increase in the said aggregate limit shall be effective from the date RBI takes note of the same.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a 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 who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Bids made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Bid cum Application form, failing which our Company reserves the right to reject the Bid without assigning any reasons thereof.

Further, pursuant to a circular dated November 24, 2011 issued by SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations.

Bids by Anchor Investors

Our Company and the Selling Shareholder, in consultation with the BRLMs, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI ICDR Regulations. Only QIBs as defined in Regulation 2(1)(zd) of the SEBI ICDR Regulations and not otherwise excluded pursuant to Schedule XI of the SEBI ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI ICDR Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

(i) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLMs.
(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.

(v) Our Company and the Selling Shareholders in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
    - where allocation in the Anchor Investor Portion is up to ₹ 100 million, maximum of two Anchor Investors;

- where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, minimum of two and maximum of 15 Anchor Investors, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and

- where the allocation under the Anchor Investor portion is more than ₹ 2,500 million: (i) minimum of five and maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2,500 million or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 50 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within two Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

(ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(x) The BRLMs, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLMs) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLMs and made available as part of the records of the BRLMs for inspection by SEBI.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

(xii) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

(xiii) For more information, see "*Offer Procedure - Part B: General Information Document for Investing in Public Issues - Section 7: Allotment Procedure and Basis of Allotment – Allotment to Anchor Investor*" on page 290.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Circular dated July 1, 2015 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Price payable by the Eligible Employee does not exceed ₹ 200,000. The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.* pink colour form).

(b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 200,000. The maximum Bid in this category by an Eligible Employee cannot exceed ₹ 200,000.

(c) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form.

(d) The Bidder should be an Eligible Employee as defined above. In case of joint Bids, the first Bidder shall be an Eligible Employee.

(e) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(f) Bids by Eligible Employees will have to Bid like any other Bidder. Only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category.

(g) Eligible Employees can apply at Cut-off Price.

(h) Bid by Eligible Employees can be made also in the Net Offer and such Bids shall not be treated as multiple Bids.

(i) If the aggregate demand in this category is less than or equal to 400,000 Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(j) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

(k) If the aggregate demand in this category is greater than 400,000 Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of allocation, see "*Offer Procedure – Allotment Procedure and Basis of Allotment*" on page 289 of this Draft Red Herring Prospectus.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "SEBI VCF Regulations") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, *inter alia* prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/ 3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Bidders including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI ICDR Regulations, the shareholding of VCFs, category I AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Red Herring Prospectus with SEBI.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids by Insurance Companies

In case of Bids made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Bids by provident funds/ pension funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any such Bid without assigning any reasons therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialised form only;

5. Ensure that your Bid cum Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Syndicate in the Specified Locations or with a Non-Syndicate Registered Broker at the Broker Centres or with a Collecting DP at the Designated CDP Locations or with a Collecting RTA at the Designated RTA Locations, and **not** to our Company or the Selling Shareholders;

6. Ensure that the Bid cum Application Form is signed by the ASBA account holder in case the applicant is not the ASBA account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

7. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;

    (a) Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Non-Syndicate Registered Broker (at the Broker Centres), the Collecting DPs (at the Designated CDP Locations) or the Collecting RTSa (at the Designated RTA Locations);

8. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;

9. Submit revised Bids to the same member of the Syndicate, SCSB, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA as applicable, through whom the original Bid was placed and obtain a revised TRS;

10. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act.

The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;

11. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;

12. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

13. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms.

14. Ensure that the name(s) given in the Bid cum Application Form is/ are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

15. Ensure that the category and sub-category is indicated;

16. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;

17. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

18. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form match with the DP ID, Client ID and PAN available in the Depository database;

19. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;

20. In case of a Bid being submitted to a member of the Syndicate, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA ensure that the Bid cum Application Form is submitted to such member of the Syndicate, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA only in their respective Bidding Centres and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate, Non-Syndicate Registered Brokers, Collecting DPs and Collecting RTAs to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI http://www.sebi.gov.in);

21. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;

22. Ensure that you have correctly signed the authorization/ undertaking box in the Bid cum 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 Bid Amount mentioned in the Bid cum Application Form; and

23. Ensure that you receive an acknowledgement from the member of the Syndicate, SCSB, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA (with whom the Bid cum Application Form is submitted) for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/ revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a member of the Syndicate, SCSB, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA;

4. Do not pay the Bid Amount in cash, by money order or by postal order or by stock invest;

5. Do not pay the Bid Amount by way of cheques or demand drafts;

6. Do not send Bid cum Application Forms by post; instead submit the same to the members of the Syndicate, SCSBs, Non-Syndicate Registered Brokers, Collecting DPs or Collecting RTAs only;

7. Do not submit the Bid cum Application Forms to the Anchor Escrow Collection Bank (assuming that such bank is not a SCSB), our Company, the Selling Shareholders or the Registrar to the Offer;

8. Do not Bid on a Bid cum Application Form that does not have the stamp of member of the Syndicate, SCSB, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA;

9. Anchor Investors should not Bid through the ASBA process;

10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors;

11. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion);

12. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;

13. Do not submit the Bid cum Application Form if you are a Non-Resident, except for: (i) an Eligible FPI (investing under the foreign portfolio investment scheme in accordance with Schedule 2A of the FEMA Regulations); (iii) an Eligible NRI investing on non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations;

14. Do not submit the GIR number instead of the PAN;

15. Do not submit the Bids without instructions to block funds equivalent to the Bid Amount in the ASBA Account;

16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

17. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

18. If you are a QIB, do not submit your Bid after 3.00 pm on the Bid/ Offer Closing Date for QIBs;

19. If you are a Non-Institutional Investor, Retail Individual Investor or Eligible Employee, do not submit your Bid after 3.00 pm on the Bid/ Offer Closing Date;

20. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;

21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

22. Do not submit more than five Bid cum Application Forms per ASBA Account; and
23. Do not submit Bids to a to a member of the Syndicate, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum

Application Form, has named at least one branch in that location, for such member of the Syndicate, Non-Syndicate Registered Broker, Collecting DP or Collecting RTA to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http:/ / www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment instructions

All Bidders (other than Anchor Investors) shall mandatorily use the ASBA mechanism for making payment.

Payment into Anchor Escrow Account - Applicable only for Anchor Investors

The payment instruments for payment into the Anchor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "***Anchor Escrow Account – [●] - Anchor Investor - R***"

(b) In case of Non-Resident Anchor Investors: "***Anchor Escrow Account – [●] - Anchor Investor - NR***"

Further details for payment by Anchor Investors will be available in the Anchor Investor Application Form.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations in the all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], each with wide circulation, and Hyderabad edition of the Telegu newspaper [●] (Telegu being the regional language of Telangana, the state where our Registered Office is located), a regional newspaper with wide circulation at the place where the Registered Office is located.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of Sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

Section 447 of Companies Act, 2013 deals with 'Fraud' and prescribed a punishment of "imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud".

Undertakings by our Company

Our Company undertakes that:

- if our Company or Selling Shareholders do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- if our Company and the Selling Shareholders withdraw the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company and/ or the Selling Shareholders subsequently decides to proceed with the Offer;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/ Offer Closing Date;

- the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 Days from the Bid/ Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- allotment letters shall be issued or application money shall be refunded within 15 Days from the Bid/ Offer Closing Date or such lesser time as specified by SEBI, else application money shall be refunded forthwith failing which interest shall be due to the applicant at the rate of 15% per annum for the delayed period.

- the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time;

- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription, etc.;

- adequate arrangements shall be made to collect all Bid cum Application Forms;

- the Selling Shareholders shall not have recourse to the Offer Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought have been received.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally undertakes that:

- the Equity Shares being sold by it pursuant to the Offer for Sale have been held by it for a period of at least one year prior to the date of this Draft Red Herring Prospectus or were issued under a bonus issue (out of free reserves and/or share premium existing as at the end of the previous Fiscal and were not issued by utilization of revaluation reserves or unrealised profits of our Company) on Equity Shares held for a period of at least one year preceding the date of this Draft Red Herring Prospectus; such Equity Shares are fully paid-up and are in dematerialised form;
- it is the legal and beneficial owner of, and has full title to, the Equity Shares being sold by it in the Offer for Sale;

- the Equity Shares being sold by it pursuant to the Offer for Sale are free and clear of any liens or encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;

- it shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the allotment advice and CAN, if required, and refund orders to the extent of the Equity Shares offered by it pursuant to the Offer for Sale;

- it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer for Sale;

- funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed in the Red Herring Prospectus and Prospectus shall be made available to the Registrar to the Offer by the Selling Shareholders;

- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds are made through electronic transfer of funds (in case of Anchor Investors), to the applicant within 15 Days from the Bid/ Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- it shall not have recourse to the proceeds of the Offer for Sale until final approval for trading of the Equity Shares from the Stock Exchanges have been received;

- if the Selling Shareholder does not proceed with the Offer for Sale after the Bid/ Offer Closing Date, the reason thereof shall be given by our Company as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly. It shall extend all reasonable cooperation requested by our Company and the BRLMs in this regard;

- it shall not further transfer the Equity Shares being sold by it pursuant to the Offer except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus with RoC until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/ to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer; and

- it shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Offer for Sale are available for transfer in the Offer within the time specified under applicable law.

Each Selling Shareholder along with our Company declare that all monies received out of the Offer for Sale and the Offer, respectively, shall be credited/ transferred to a separate bank account other than the bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013.

Utilisation of Offer Proceeds

The Board of Directors certify that:

- all monies received out of the Fresh Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;

PARTB

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013,the SCRA, the SCRR and the SEBI ICDR Regulations. Bidders / Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders / Applicants should rely on their own examination of the Company and the Offer, and should carefully read the Red Herring Prospectus/ Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/ Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**SEBI ICDR Regulations**").

Bidders/ Applicants should note that investment in equity and equity related securities involves risk and Bidder/ Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/ or for subscribing to securities in an Offer and the relevant information about the Company undertaking the Offer are set out in the Red Herring Prospectus ("RHP")/Prospectus filed by the Company with the Registrar of Companies ("RoC"). Bidders/ Applicants should carefully read the entire RHP/ Prospectus and the Bid cum Application Form/ Application Form and the Abridged Prospectus of the Company in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/ or overlap between the disclosure included in this document and the RHP/ Prospectus, the disclosures in the RHP/ Prospectus shall prevail. The RHP/ Prospectus of the Company is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/ Applicants may refer to "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/ FPOs

2.1 Initial public offer(IPO)

An IPO means an offer of specified securities by an unlisted Company to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Company.

For undertaking an IPO, a Company is *inter alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Company, Bidders/Applicants may refer to the RHP/ Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Company to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed company.

For undertaking an FPO, the company is *inter alia* required to comply with the eligibility requirements in terms of Regulation 26/ 27 of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the company, Bidders/ Applicants may refer to the RHP/ Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an company proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 2013, the Securities Contracts (Regulation) Rules, 1957 (the "**SCRR**"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/ Applicants may refer to the RHP/ Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, accompany can either determine the Offer Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). A company may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of affixed price issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The company shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-Offer advertisement was given at least five Working Days before the Bid/ Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/ Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/ Applicants should refer to the RHP/ Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/ Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to '2. The Bid Cum Application Form and Abridged Prospectus or RHP/ Prospectus for details of the Bid/ Offer Period. Details of Bid/ Offer Period are also available on the website of Stock Exchange(s).

In case of a Book Built Offer, the company may close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Offer Period may be extended by at least three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/ Applicants may check the announcements made by the Company on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

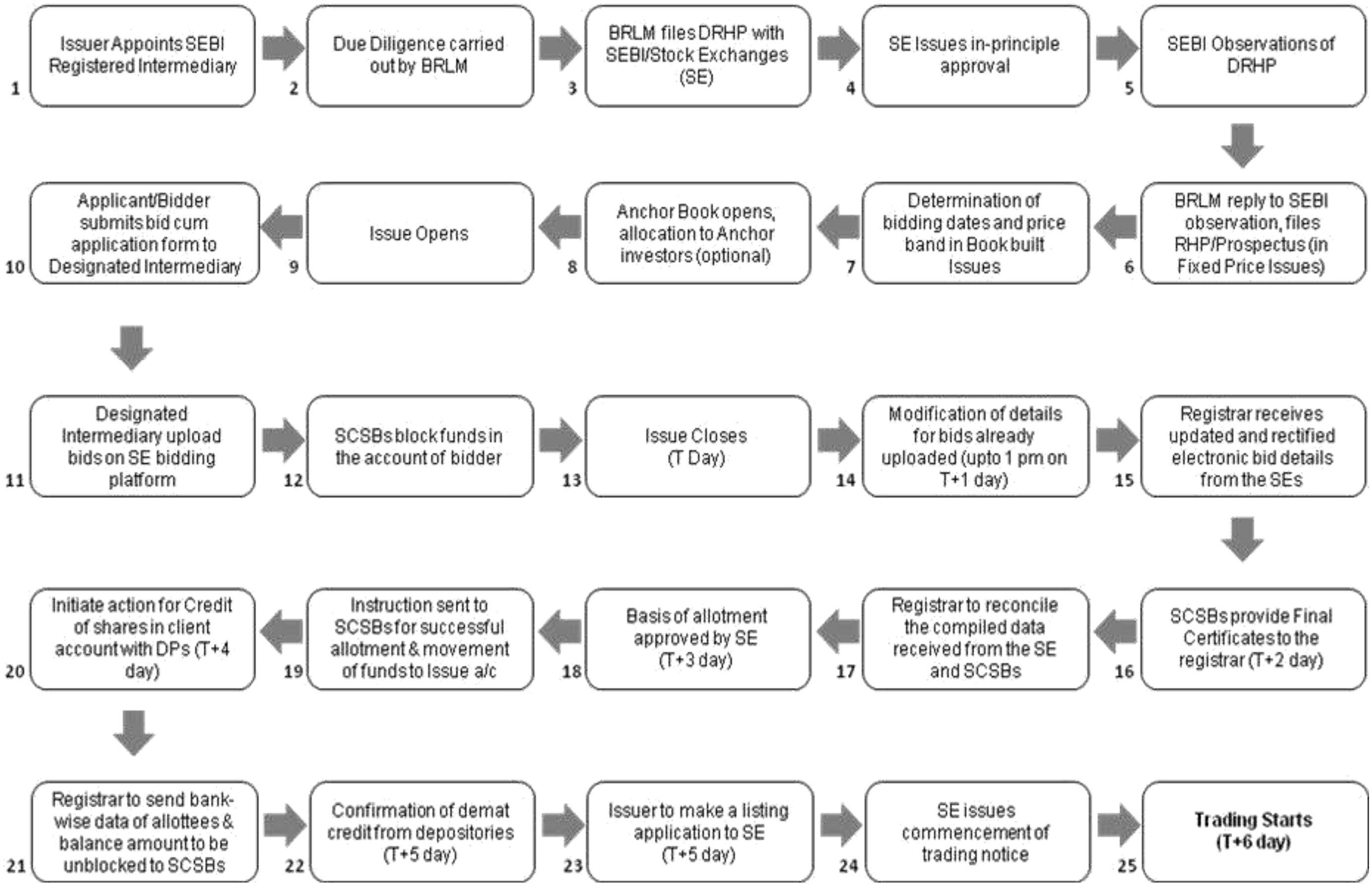
2.6 FLOW CHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/ Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Offer other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  (i) Step7: Determination of Offer Date and Price

  (ii) Step10: Applicant submits Application Form with a member of the Syndicate, SCSB, Non-Syndicate Registered Broker, Collecting DP or a Collecting RTA


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/ Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/ Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/ Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/ Applicants are requested to refer to the RHP/ Prospectus for more details.

Subject to the above, an illustrative list of Bidders/ Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act,1872, in single or joint names (not more than three);
- Bids/ Applications belonging to an account for the benefit of a minor(under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/ Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/ Application Form as follows:

  "Name of sole or first Bidder/ Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/ Applications by HUFs may be considered at par with Bids/ Applications from individuals;

- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on are patriation basis or on a non-repatriation basis subject to applicable law;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non Institutional Investors (NIIs) category;
- FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
- Trusts/ societies registered under the Societies Registration Act, 1860,or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act,2008; and
- Any other person eligible to Bid/ Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form bearing the stamp of a member of the Syndicate, SCSB, Non-Syndicate Registered Broker, Collecting DP or a Collecting RTA as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs, Collecting DPs, Collecting RTAs and at the registered office of the Company. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/ Prospectus.

Fixed Price Issue: Applicants should only use the specified Cum Application Form either bearing the stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Company. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/ Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/ Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on an on-repatriation basis	White
NRIs, FVCIs, foreign individuals bidding under the QIB), Eligible FPIs, on are patriation basis	Blue
Anchor Investors (where applicable) & Bidders/ Applicants bidding/ applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/ Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ APPLICATIONFORM

Bidders/ Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form samples are provided below.

A sample of the Bid cum Application Form for resident Bidders is reproduced below:

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

- Retail Individual Bidder
- Non-Institutional Bidder
- QIB

6. INVESTOR STATUS

- Individual(s) - IND
- Hindu Undivided Family* - HUF
- Bodies Corporate - CO
- Banks & Financial Institutions - FI
- Mutual Funds - MF
- Non-Resident Indians - NRI (Non-Repatriation basis)
- National Investment Fund - NIF
- Insurance Funds - IF
- Insurance Companies - IC
- Venture Capital Funds - VCF
- Alternative Investment Funds - AIF
- Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER/ APPLICANT

(a) Bidders/ Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(d) **Mandatory Fields:** Bidders/ Applicants should note that the name and address fields are compulsory and e-mail and/ or telephone number/ mobile number fields are optional. Bidders/ Applicants should note that the contact details mentioned in the Bid-cum Application Form/ Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Bidders/ Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Company, the members of the Syndicate, the Registered Broker, Collecting DPs, Collecting RTAs and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(b) **Joint Bids/ Applications:** In the case of Joint Bids/ Applications, the Bids / Applications should be made in the name of the Bidder/ Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder/ Applicant would be required in the Bid cum Application Form/ Application Form and such First Bidder/ Applicant would be deemed to have signed on behalf of the joint holders All communications may be addressed to such Bidder/ Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(c) **Impersonation:** Attention of the Bidders/ Applicants is specifically drawn to the provisions of Sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

1. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
2. 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
3. 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.
4. The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be 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 up to three times of such amount."

(d) **Nomination Facility to Bidder/ Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/ Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/ FIRST BIDDER/ APPLICANT

(a) PAN (of the sole/ First Bidder/ Applicant) provided in the Bid cum Application Form/ Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/ Applications on behalf of the Central or State Government, Bids/ Applications by officials appointed by the courts and Bids/ Applications by Bidders/ Applicants residing in Sikkim ("**PAN Exempted Bidders/ Applicants**"). Consequently, all Bidders/ Applicants, other than the PAN Exempted Bidders/ Applicants, are required to disclose their PAN in the Bid cum Application Form/ Application Form, irrespective of the Bid/ Application

Amount. A Bid cum Application Form/ Application Form without PAN, except in case of Exempted Bidders/ Applicants, is liable to be rejected. Bids/ Applications by the Bidders/ Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/ Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/ Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/ Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/ MRD/ DP/ 22/ 2010. Such accounts are classified as "**Inactive demat accounts**" and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/ APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Bidders/ Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/ Application Form. The DP ID and Client ID provided in the Bid cum Application Form/ Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form/ Application Form is liable to be rejected.

(b) Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/ Application Form is active.

(c) Bidders/ Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/ Application Form, the Bidder/ Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/ Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Offer. Please note that refunds, on account of failure of the Offer, shall be credited only to the bank account from which the Bid Amount was remitted to the Public Issue Account/Anchor Escrow Account.

(d) Bidders/ Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/ Applicants' sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/ RHP by the Company. The Company is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Offer Opening Date in case of an IPO, and at least one Working Day before Bid/ Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs / FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (section 5.6 (e)).

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot:** The Company in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by aCompany on basis of such minimum application value.

(e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the RHP/ Prospectus or the advertisement regarding the Price Band published by the Company.

4.1.4.1 Maximum and Minimum Bid Size

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors and Employees must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.

In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Portion for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/ Prospectus, or as advertised by the Company, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise or withdraw their bids till closure of the bidding period. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer

Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (section 5.6 (e))

4.1.4.2 Multiple Bids

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB, Registered Broker, Collecting DP or Collecting RTA and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.
ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Portion can be allocated by the Company, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/ Prospectus.

(c) A Company can make reservation for certain categories of Bidders/ Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Offer, Bidders/ Applicants may refer to the RHP/ Prospectus.

(d) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in the Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/ Applicant may refer to the RHP/ Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Bidder/ Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/ Applicants, such as NRIs, FIIs, FPIs, QFIs and FVCIs may not be allowed to Bid/ Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/ Applicants are requested to refer to the RHP/ Prospectus for more details.

(c) Bidders/ Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/ Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked on the basis of the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the RHP/ Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bidders who Bid at Cut-off price shall deposit the Bid Amount based on the Cap Price.

(c) All Bidders (other than Anchor Investors) can participate in the Offer only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Payment instructions for Bidders (other than Anchor Investors)

(a) Bidders may submit the Bid cum Application Form either

i. in physical mode to the Designated Branch of an SCSB where the Bidders/ Applicants have ASBA Account, or

ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

in physical mode to a member of the Syndicate, SCSB, Registered Broker, Collecting DP or Collecting RTA at their respective Bidding Centres

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form which is accompanied by cash, cheque, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to a member of the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http:/ / www.sebi.gov.in).

(g) Bidders bidding through a Registered Broker, Collecting RTA or a Collecting DP should note that Bid cum Application Forms submitted to the Registered Brokers, Collecting RTAs or Collecting DPs may not be accepted by the Registered Broker, the Collecting RTA or the Collecting DP, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, Collecting RTAs or Collecting DPs to deposit Bid cum Application Forms.

(h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.2 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful

Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Offer Closing Date.

4.1.7.3 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/ Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block an amount net of Discount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder/ Applicant is required to sign the Bid cum Application Form/ Application Form. Bidders/ Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/ Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) Signature has to be correctly affixed in the authorization/ undertaking box in the Bid cum Application Form/ Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/ Application Form.

(d) Bidders/ Applicants must note that Bid cum Application Form/ Application Form without signature of Bidder/ Applicant and / or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

1. Bidders should ensure that they receive the acknowledgment duly signed and stamped by a member of the Syndicate, Registered Broker, SCSB, Collecting DP or Collecting RTA, as applicable, for submission of the Bid cum Application Form.

(a) Applicants (in a fixed price Issue) should ensure that they receive the acknowledgment duly signed and stamped by the SCSB, as applicable, for submission of the Application Form.

(b) All communications in connection with Bids/ Applications made in the Offer should be addressed as under:

(i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/ Applicants should contact the Registrar to the Offer.
(ii) In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/ Applicants should contact the relevant Designated Branch of the SCSB.
(iii) In case of queries relating to uploading of Bids by a member of the Syndicate, the Bidders/ Applicants should contact the relevant member of the Syndicate.
(iv) In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/ Applicants should contact the relevant Registered Broker.

(v) In case of queries relating to uploading of Bids by a Collecting RTA, the Bidders/ Applicants should contact the relevant Collecting RTA.

(vi) In case of queries relating to uploading of Bids by a Collecting DP, the Bidders/ Applicants should contact the relevant Collecting DP.

(vii) Bidder/ Applicant may contact the Company Secretary and Compliance Officer or BRLMs in case of any other complaints in relation to the Offer.

(c) The following details (as applicable) should be quoted while making any queries -

(i) full name of the sole or First Bidder/ Applicant, Bid cum Application Form number, Applicants'/ Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application

(ii) name and address of the member of the Syndicate, Registered Broker, the Designated Branch of the SCSB, Collecting DP or Collecting RTA, as the case may be, with whom the Bid was submitted

For further details, Bidder/ Applicant may refer to the RHP/ Prospectus and the Bid cum Application Form.

For further details, Bidder/ Applicant may refer to the RHP/ Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Bid/ Offer Period, any Bidder/ Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise or withdraw their bids till closure of the bidding period.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/ Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/ Applicants will have to use the services of the same member of the Syndicate, Registered Broker, SCSB, Collecting DP or Collecting RTA, as the case may be, through which such Bidder/ Applicant had placed the original Bid. Bidders/ Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2	OLD BID				
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2	REVISED BID				
(OR) Option 3					

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹) | Bank & Branch

Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

REVISED BID

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price		REVISED BID	
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER/ APPLICANT, PAN OF SOLE/ FIRST BIDDER/ APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/ APPLICANT

Bidders/ Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/ Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/ Applicant has Bid for three options in the Bid cum Application Form and such Bidder/ Applicant is changing only one of the options in the Revision Form, the Bidder/ Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/ Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/ Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/ Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount blocked at the time of bidding may be unblocked.

4.2.3 FIELD 6: PAYMENT DETAILS

(a) All Bidders/ Applicants are required to make payment/authorise blocking of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/ Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidders/ Applicants, may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same member of the Syndicate, Registered Broker, Designated Branch of the SCSB, Collecting DP or Collecting RTA (as the case may be) through whom such Bidder/ Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/ Prospectus. If, however, the Bidder/ Applicant does not either revise the Bid or offer instruction to block revised amount and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/ Applicant and the Bidder/ Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding may be unblocked.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/ Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER/ APPLICANT, PAN OF SOLE/ FIRST BIDDER/ APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/ APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

(a) The Company may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot:** The Company in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by a Company on basis of such minimum application value.

(c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Company, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or another SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

(i) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/ Applicant and may be rejected.

(ii) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

(i) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

(ii) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual

Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

(iii) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 FIELD NUMBER 5: CATEGORY OF APPLICANTS

(a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) A Company can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

(a) All Applicants are required to make use ASBA mechanism to apply in the issue.

(b) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.

(b) Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.1.1 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Offer Closing Date.

4.3.5.3 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms,

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Offer, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/ APPLICATION FORM

4.4.1 Bidders/ Applicants may submit completed Bid cum Application form / Revision Form in the following manner:-

Mode of Application		Submission of Bid cum Application Form
Anchor Investors		To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
ASBA Application	(a)	To Designated Branches of the SCSBs where the ASBA Account in maintained; or
	(b)	To the members of the Syndicate, Registered Brokers, Collecting DPs or Collecting RTAs, at their respective Bidding Centres.

1. Bidders/ Applicants should submit the Revision Form to the same member of the Syndicate, Registered Broker, SCSB, Collecting DP or Collecting RTA through whom such Bidder/ Applicant had placed the original Bid.

(a) Upon submission of the Bid cum Application Form, the Bidder/ Applicant will be deemed to have authorized the Company to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/ Applicant.

(b) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Offer Price is finalised after the Bid/ Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/ Offer Period, Bidders/ Applicants may approach the Designated Intermediaries to register their Bids.

(b) Bidders/ Applicants (excluding NIIs and QIBs) bidding at Cut-off Price may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/ Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

1. The Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the issue.

(a) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

2. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs are given time till 1:00 pm on the day after the Bid/ Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

1. Bids received from various Bidders/ Applicants through the Syndicate, Registered Brokers, the SCSBs, Collecting DPs and Collecting RTAs may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Offer Period.

(a) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/ Offer Period.

5.4 WITHDRAWAL OF BIDS

1. RIIs can withdraw their Bids until closure of the bidding period. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned SCSB, the Syndicate member(s), or Registered Broker, Collecting DP or Collecting RTA, as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

1. The members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and/or Collecting RTAs are individually responsible for the acts, mistakes or errors or omission in relation to

    1. the Bids accepted by the members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs,

    (i) the Bids uploaded by the members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs,

    (ii) the Bid cum application forms accepted but not uploaded by the members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs, or

    (iii) Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.

(a) The BRLMs and their affiliate syndicate member(s), as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(b) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(c) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate syndicate member(s) (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(d) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/ Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs, or at the time of finalisation of the Basis of Allotment. Bidders/ Applicants are advised to note that the Bids/ Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/ Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/ Applications by OCBs;

(c) In case of partnership firms, Bid/ Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/ Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/ Application Form;

(e) Bids/ Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids/ Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) DP ID and Client ID not mentioned in the Bid cum Application Form/ Application Form;

(h) PAN not mentioned in the Bid cum Application Form/ Application Form except for Bids/ Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(j) Bids/ Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(k) Bids/ Applications at a price less than the Floor Price & Bids/ Applications at a price more than the Cap Price;

(l) Bids/ Applications at Cut-off Price by NIIs and QIBs;

(m) The amount mentioned in the Bid cum Application Form/ Application Form does not tally with the amount payable for the value of the Equity Shares Bid/ Applied for;

(n) Bids/ Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(o) Submission of more than five Bid cum Application Forms/ Application Form as per ASBA Account;

(p) Bids/ Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(q) Multiple Bids/ Applications as defined in this GID and the RHP/ Prospectus;

(r) Bid cum Application Forms/ Application Forms are not delivered by the Bidders/ Applicants within the time prescribed as per the Bid cum Application Forms/ Application Form, Bid/ Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(s) Inadequate funds in the bank account to block the Bid/ Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/ Application Amount in the bank account;

(t) In case of Anchor Investors, Bids/ Applications where sufficient funds are not available in Anchor Escrow Accounts as per final certificate from the Anchor Escrow Collection Bank;

(u) Where no confirmation is received from SCSB for blocking of funds;

(v) Bids/ Applications not submitted through ASBA process or Bids/ Applications

(w) Bids/ Applications submitted to a BRLMs at locations other than the Specified Cities and Bid cum Application Forms/ Application Forms, submitted to the Bankers to the Offer (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Company or the Registrar to the Offer;

(x) Bids/ Applications not uploaded on the terminals of the Stock Exchanges;

(y) Bids/ Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/ Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/ Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/ Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in Retail Portion is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Company and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Portion is not available for subscription to other categories.

(c) In case of under subscription in the Net Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Offer. For allocation in the event of an under-subscription applicable to the Company, Bidders/ Applicants may refer to the RHP.

Illustration of the Book Building and Price Discovery Process

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Company at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Company is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.0 in the above example. The Company, in consultation with the BRLMs, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.0. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) Alternate Method of Book Building

In case of FPOs, companies may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("**Alternate Book Building Process**").

The company may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/ Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the company may place a cap either in terms of number of specified securities or percentage of issued capital of the Company that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/ or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs.

Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/ Applicants may refer to the relevant chapter of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/ Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/ Applicants may refer to RHP/ Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The company is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Portion at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Portion at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/ Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs bidding in the QIB Portion (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Portion may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Portion; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Portion, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the company subject to compliance with the following requirements:

(i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

(ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual

(iii) Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

(iv) Allocation to the Anchor Investors shall be on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:

- where allocation in the Anchor Investor Portion is up to ₹ 10 crores, maximum of two Anchor Investors;
- where the allocation under the Anchor Investor Portion is more than ₹ 10 crores but up to ₹ 250 crores, minimum of two and maximum of 15 Anchor Investors, subject to a minimum Allotment of ₹ 5 crores per Anchor Investor; and
- where the allocation under the Anchor Investor portion is more than ₹ 250 crores: (i) minimum of five and maximum of 15 Anchor Investors for allocation up to ₹ 250 crores; and (ii) an additional

10 Anchor Investors for every additional allocation of ₹ 250 crores or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 5 crores per Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the company in consultation with the Book Running Lead Managers, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) In the event that the Offer Price is higher than the Anchor Investor Offer Price: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

(d) In the event the Offer Price is lower than the Anchor Investor Offer Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Company may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Company;

(e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Anchor Escrow Collection Bank shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Anchor Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Offer. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds from ASBA Accounts representing the successful applications and allocation of Equity Shares in terms of the basis of allotment to the Public Issue Account. Surplus amounts, if any, and Bid Amounts in respect of unsuccessful applications will be unblocked in the respective ASBA Accounts.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Company shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/ Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/ Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Company will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/ Applicants Depository Account will be completed within six Working Days of the Bid/ Offer Closing Date. The Company also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Bid/Offer Closing Date, after the funds are transferred from the Anchor Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Company may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/ Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

A Company makes an application to the Stock Exchange(s) for permission to deal in/ list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/ Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/ Prospectus with which the Basis of Allotment may be finalised.

If the Company fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Company may be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Company may forthwith refund, without interest, all moneys received from the Bidders/ Applicants in pursuance of the RHP/ Prospectus.

If such money is not refunded to the Bidders within the prescribed time after the Company becomes liable to refund, then the Company and every director of the Company who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/ Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the company does not receive the minimum subscription of 90% of the Fresh Issue including devolvement of Underwriters (subject to Allotment of minimum of 10% of the Post Offer Equity Share Capital in the Offer, as prescribed in Rule 19(2)(b)(iii) of SCRR), the Company shall forthwith take steps to unblock the entire subscription amount received and repay without interest, Bid Amounts received from Anchor Investors within such period as prescribed under Regulation 14 of the SEBI ICDR Regulations. If there is a delay beyond prescribed period, our Company shall pay interest as prescribed under Rule 11 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If there is a delay beyond the prescribed time, then the Company and every director of the Company who is an officer in default may be liable to repay the money, with interest at the rate of 15% per annum.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Company may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING – Not applicable

In case an Company not eligible under Regulation 26(1) of the SEBIICDR Regulations, 2009 comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of Bids/ Applications (from Bidders other than Anchor Investors):** Within six Working Days of the Bid/ Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/ Application and also for any excess amount blocked on Bidding/ Application.

(b) **In case of Bids by Anchor Investors:** Refund to Anchor Investors will be in the event of failure of the Offer on account of instances described in paragraphs 8.2.1, 8.2.2, 8.2.3 and 8.2.4 above

(c) In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders/ Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the sole risk of the Anchor Investors and neither the Company, the Registrar to the Offer, the Bankers to the Offer, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Public Issue Account/ Anchor Escrow Account.

8.3.1 Mode of making refunds to (i) Anchor Investors; and (ii) refunds to all Bidders in the event of non-receipt of listing permission from Stock Exchanges

The payment of refund, if any, may be done through various modes as mentioned below:

(a) **NECS -** Payment of refund may be done through NECS for Bidders/ Applicants having an account at any of the centres specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/ Applicant as obtained from the Depository;

(b) **NEFT -** Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/ Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Bidders/ Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/ Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this chapter;

(c) **Direct Credit—**Bidders/ Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(d) **RTGS**—Bidders/ Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

(e) For all the other Bidders/ Applicants, including Bidders/ Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

Please note that refunds, on account of failure of the Offer, through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Anchor Escrow Account/Public Issue Account.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc. Bidders/ Applicants may refer to RHP/ Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Company shall pay interest at the rate of 15% per annum if refund orders (in case of Anchor Investors) are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner (in the case of Anchor Investors), the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to Bidders/ Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working days of the Bid/ Offer Closing Date.

The Company may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/ Applicants
Allottee	An Bidder/ Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/ Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Anchor Escrow Account	Account opened with the Anchor Escrow Collection Bank and in which Anchor Investors will deposit the Bid Amount
Anchor Escrow Collection Bank	A Banker to the Offer with whom the Anchor Escrow Account is opened to receive Bid Amounts from Anchor Investors
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBIICDR Regulations, 2009.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by the Company in consultation with the Book Running Lead Managers, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ ASBA	An application, whether physical or electronic, used by Bidders/ Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the

Term	Description
	extent of the Bid Amount of the Bidder/ Applicant (other than Anchor Investors)
Banker(s) to the Offer	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Anchor Escrow Account, Refund Account and/or Public Offer Account may be opened, and as disclosed in the RHP/ Prospectus and Bid cum Application Form of the Company
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/ Applicants under the Offer
Bid	An indication to make an offer during the Bid/ Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Offer Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Company at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid / Offer Closing Date	The date after which the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Company is situated, each with wide circulation. Applicants/ bidders may refer to the RHP/ Prospectus for the Bid/ Offer Closing Date
Bid/ Offer Opening Date	The date on which the Syndicate, SCSBs, Registered Brokers, Collecting DPs and Collecting RTAs may start accepting Bids for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Company is situated, each with wide circulation. Applicants/ bidders may refer to the RHP/ Prospectus for the Bid/ Offer Opening Date
Bid/ Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date inclusive of both days and during which prospective Bidders/ Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Company may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/ Offer Closing Date in accordance with the SEBIICDR Regulations, 2009. Applicants/ bidders may refer to the RHP/ Prospectus for the Bid/ Offer Period
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/ Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The form in terms of which the Bidder/ Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/ Applicant	Any prospective investor who makes a Bid pursuant to the terms of the RHP/ Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/ Applicant should be construed to mean an Bidder/ Applicant
Bidding Centres	Centres at which the Bid cum Application Forms will be accepted from the Bidders (other than Anchor Investors) by members of the Syndicate, Registered Brokers, SCSBs, Collecting DPs and Collecting RTAs, i.e., (i) Designated Branches of the SCSBs where the relevant ASBA Account mentioned in the Bid cum Application Form is maintained; (ii) Specified Locations for Syndicate, (iii) Broker Centres for Registered Brokers, (iv) Designated RTA Locations for Collecting RTAs and (v) Designated CDP Locations for Collecting DPs.
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/ Applicants can

Term	Description
	submit the Bid cum Application Forms/ Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Book Running Lead Managers	The Book Running Lead Manager to the Offer as disclosed in the RHP/ Prospectus and the Bid cum Application Form of the Company. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Friday (except public holidays)
CAN/ Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/ Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Collecting Depository Participant or Collecting DP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and have furnished their details to the stock exchanges for acting in such capacity A list of Collecting DPs are available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
Collecting RTAs	Entities registered with SEBI as “Registrar to an Issue” which are eligible to procure Bids in terms of SEBI circular No. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through Collecting RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to the stock exchanges for acting in such capacity A list of Collecting RTAs are available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Cut-off Price	Offer Price, finalised by the Company in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/ Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/ Applicants including the Bidder/ Applicant’s address, name of the Applicant’s father/ husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms from Bidders/ Applicants other than Anchor Investors and a list of which is available on http:/ / www.sebi.gov.in
Designated CDP Locations	Such locations of the Collecting DPs where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of Designated CDP Locations, along with names and contact details of the Collecting DPs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
Designated Date	The date on which funds are transferred by the Anchor Escrow Collection Bank from the Anchor Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue

Term	Description
	Account, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/ Applicants in the fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated RTA Locations	Such locations of the Collecting RTAs where Bidders can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with names and contact details of the Collecting RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/ Prospectus of the Company
Discount	Discount to the Offer Price that may be provided to Bidders/ Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Company as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidder/ Applicant may refer to the RHP/ Prospectus
Equity Shares	Equity shares of the Company
Escrow Agreement	Agreement to be entered into among the Company, the Registrar to the Offer, the Book Running Lead Manager(s), the Syndicate Member(s), the Banker(s) to the Offer and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
FCNR Account	Foreign Currency Non-Resident Account
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014 and registered with SEBI under applicable laws in India
Fixed Price Issue/ Fixed Price Process/ Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/ Company	The company proposing the initial public offering/ further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/ Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer

Term	Description
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/ Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/ Applicants, that are not QIBs or RIIs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/ Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public Issue of Equity Shares of the Company including the Offer for Sale
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/ Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Company in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Company in consultation with the Book Running Lead Manager(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Company is situated, newspaper each with wide circulation
Pricing Date	The date on which the Company in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act, 1956 after the Pricing Date, containing the Issue Price ,the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Portion	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus

Term	Description
Refund Account	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount shall be made
Refund Bank	The bank with which a Refund Account is opened
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/ RTI	The Registrar to the Issue as disclosed in the RHP/ Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/ bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/ Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Company who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/ or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self-Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http:/ / www.sebi.gov.in
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available at the website of the SEBI (www.sebi.gov.in) and updated from time to time
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/ Prospectus of the Company where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate member(s)
Syndicate Agreement	The agreement to be entered into among the Company, and the Syndicate in relation to collection of the Bids in this Issue
Syndicate Member(s)/ SM	The Syndicate Member(s) as disclosed in the RHP/ Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Company, the Selling Shareholders and the Underwriters to be entered into on or after the Pricing Date
Working Day	All trading days of stock exchanges excluding of Sundays and bank holidays in Mumbai in accordance with the SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP, issued D/o IPP F. No. 5(1)/2015-FC-1 dated May 12, 2015 ("**FDI Policy**"), which with effect from May12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by theDIPP that were in force and effect as on May 11, 2015. However, Press Note 4 of 2015 dated April 24, 2015 regarding policy on foreign investment in pension sector, will remain effective. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("**FDI**") Policy and transfer does not attract the provisions of the Takeovers Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933 ("**Securities Act**") and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The Articles of Association ("Articles") of Seaways Shipping and Logistics Limited (the "Company") comprise of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part I and Part II, the provisions of Part II shall be applicable, however, Part II shall automatically terminate and cease to have any force and effect from the date of listing and commencement of trading of shares of the Company on a stock exchange in India subsequent to the completion of the IPO (as defined in Part II of Articles below) of the Equity shares of the Company without any further action by the Company or by its shareholders.

PART-I

CONSTITUTION OF THE COMPANY

(a) *The Regulations contained in Table 'F' of Schedule I to the Companies Act, 2013 shall apply only in so far as the same are not inconsistent with these Articles.*

(b) *The Regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by Special Resolution as prescribed by the Companies Act, 2013.*

1. DEFINITIONS

In the interpretation of these Articles, the following words and expressions shall have the following meanings unless repugnant to the subject or context.

(a) "**Act**" and any reference to any Section or provision thereof respectively means and includes the Companies Act, 2013 including any statutory amendments thereto, and the Rules made thereunder, and notified from time to time;

(b) "**ADRs**" shall mean American Depository Receipts representing ADSs;

(c) "**Annual General Meeting**" shall mean a General Meeting of the holders of Equity shares held in accordance with the applicable provisions of the Act;

(d) "**ADSs**" shall mean American Depository shares, each of which represents a certain number of Equity Shares;

(e) "**Articles**" shall mean these Articles of Association as adopted or as from time to time altered in accordance with the provisions of these Articles and the Act;

(f) "**Auditors**" shall mean and include those persons appointed as such for the time being by the Company;

(g) "**Board**" or "**Board of Directors**" shall mean the board of directors of the Company, as constituted from time to time, in accordance with Law and the provisions of these Articles';

(h) "**Board Meeting**" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with Law and the provisions of these Articles;

(i) "**Beneficial Owner**" shall mean beneficial owner as defined in Clause (a) of Sub-Section (1) of Section 2 of the Depositories Act;

(j) "**Business Day**" means a day, not being a Saturday or a Sunday or a public holiday, on which banks are open for business in Hyderabad, India and, in the context of a payment being made to or from a scheduled commercial bank in a place other than India, in such other place;

(k) "**Capital**" **or** "**Share Capital**" shall mean the share capital for the time being, raised or authorised to be raised, for the purposes of the Company;

(l) "**Chairman**" shall mean such person as is nominated or appointed in accordance with Article 0 herein below;

(m) "**Chief Executive Officer**" or "**CEO**" means an officer of the Company, who has been designated as such by it;

(n) "**Chief Financial Officer**" or "**CFO**" means an officer of the Company, who has been designated as such by it;

(o) "**Companies Act, 1956**" means the Companies Act, 1956 (Act I of 1956), as may be in force for the time being;

(p) "**Chief Operating Officer**" or "**COO**" means the chief operating officer of the Company providing timely operational information and assistance to the CEO, or any person of whatsoever designation performing the functions of a chief operating officer;

(q) "**Company**" **or** "**this Company**" shall mean **SEAWAYS SHIPPING AND LOGISTICS LIMITED;**

(r) "**Debenture**" shall include debenture stock, bonds and any other securities of the Company, whether constituting a charge on the assets of the Company or not;

(s) "**Depositories Act**" shall mean the Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof;

(t) "**Depository**" shall mean a Depository as defined in Clause (e) of Sub-Section (1) of Section 2 of the Depositories Act;

(u) "**Director**" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with Law and the provisions of these Articles;

(v) "**Dividend**" shall include interim dividends;

(w) "**Employees' Stock Option**" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares at a future date at a pre-determined price;

(x) "**E-voting**" shall mean voting by electronic means as laid out in Article 36 herein;

(y) "**Equity Share Capital**" shall mean the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis;

(z) "**Equity shares**" shall mean fully paid-up equity shares having a par value of *₹ 10* (Rupees ten) per equity share, and 1 (one) vote per equity share or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into Equity shares;

(aa) "**Executor**" or "**Administrator**" shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or Transfer the Equity Share or Equity shares of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963;

(bb) "**Extraordinary General Meeting**" shall mean an extraordinary general meeting of the holders of Equity shares duly called and constituted in accordance with the Act;

(cc) "**Financial Year**" shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year;

(dd) "**Fully Diluted Basis**" shall mean, in reference to any calculation, that the calculation should be made in relation to the equity share capital of any Person, assuming that all outstanding convertible preference shares or debentures, options, warrants and other equity securities convertible into or exercisable or exchangeable for equity shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to the maximum number of equity shares possible under the terms thereof;

(ee) **"GDRs"** shall mean the registered Global Depositary Receipts, representing GDSs;

(ff) **"GDSs"** shall mean the Global Depository shares, each of which represents a certain number of Equity shares;

(gg) **"General Meeting"** shall mean a meeting of holders of Equity shares and any adjournment thereof;

(hh) "**Independent Director**" shall mean an independent director as defined under the Act and under Regulation 16(1)(b) of the Listing Regulations;

(ii) "**India**" shall mean the Republic of India;

(jj) "**Law**" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or any other generally accepted accounting principles;

(kk) "**Lien**" shall mean any kind of security interest of whatsoever nature including any (i) mortgage, charge (whether fixed or floating), pledge, Lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing or conferring ay priority of payment in respect of, any obligation of any person;

(ll) "**Listing**" means the admission of Equity shares to the official list of 1(one) or more exchanges;

(mm) "**Listing Regulations**" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall include any statutory modification or re-enactment thereof;

(nn) "**Managing Director**" shall have the meaning assigned to it under the Act;

(oo) "**MCA**" shall mean the Ministry of Corporate Affairs, Government of India;

(pp) "**Members**" means the duly registered holders, from time to time, of the Equity shares of this Company;

(qq) "**Memorandum**" shall mean the memorandum of association of the Company, as amended from time to time;

(rr) "**Office**" shall mean the Registered Office for the time being of the Company;

(ss) "**Ordinary Resolution**" shall have the meaning assigned thereto by Section 114 of the Act;

(tt) "**Paid up**" shall include the amount credited as paid up;

(uu) "**Person**" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality);

(vv) "**Register of Shareholders**" shall mean the Register of Shareholders to be kept pursuant to Section 88 of the Act;

(ww) "**Registrar**" shall mean the Registrar of Companies, from time to time having jurisdiction over the Company;

(xx) "**Rules**" shall mean the rules made under the Act and notified from time to time;

(yy) "**Seal**" shall mean the common seal(s) for the time being of the Company;

(zz) "**SEBI**" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;

(aaa) "**Secretary**" shall mean a company secretary within the meaning of clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 and includes any other individual possessing the prescribed qualifications and appointed to perform the duties which may be performed by a secretary under the Act and any other administrative duties;

(bbb) "**Securities**" shall mean any Equity shares or any other securities, debentures warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity shares;

(ccc) "**Share Equivalents**" shall mean any Debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity shares;

(ddd) "**Shareholder**" shall mean any shareholder of the Company, from time to time;

(eee) "**Shareholders' Meeting**" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with Law and the provisions of these Articles;

(fff) "**Special Resolution**" shall have the meaning assigned to it under Section 114 of the Act;

(ggg) "**Stock Exchanges**" shall mean the National Stock Exchange of India Limited, BSE Limited or such other recognised stock exchange; and

(hhh) "**Transfer**" shall mean (i) any, direct or indirect, Transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word "**Transferred**" shall be construed accordingly.

2. CONSTRUCTION

(a) In these Articles (unless the context requires otherwise):

(i) References to a Party shall, where the context permits, include such Party's respective successors, legal heirs and permitted assigns.

(ii) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

(iii) References to articles and sub-articles are references to Articles and Sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and Sub-articles herein.

(iv) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.

(v) Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".

(vi) The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.

(vii) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business day following if the last day of such period is not a Business day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business day, such payment shall be made or action taken on the next Business day following.

(viii) A reference to a Party being liable to another Party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).

(ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(x) References to any particular number or percentage of securities of a Person (whether on a Fully Diluted Basis or otherwise) shall be adjusted for any form of restructuring of the share capital of that Person, including without limitation, consolidation or subdivision or splitting of its shares, issue of bonus shares, issue of shares in a scheme of arrangement (including amalgamation or de-merger) and reclassification of equity shares or variation of rights into other kinds of securities.

(xi) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Act have been notified.

(xii) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

3. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

4. SHARE CAPITAL AND VARIATION OF RIGHTS

(a) Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting to give to any person the option to call for or be allotted shares of any class.

(b) The authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum with power to reclassify, subdivide, consolidate and increase, and with power from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.

(c) The Share Capital of the Company may be classified into shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.

(d) If at any time the Share Capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Sections 106 and 107 of the Companies Act, 1956 or the Act, as the case may be, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class.

(e) To every such separate meeting, the provisions of these articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least 2 (two) persons holding at least one-third of the issued shares of the class in question.

Creation or issue of further shares ranking pari passu

(f) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

Issuance of Preference shares

(g) Subject to the provisions of Section 55 of the Act, any Preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of such Preference shares may, by Special Resolution, determine.

5. COMMISSION

The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section and rules made there under. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-Section (6) of Section 40 of the Act. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. ADRS/GDRS

The Company shall, subject to the applicable provisions of the Act, compliance with all Laws and the consent of the Board, have the power to issue ADRs or GDRs on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.

7. ALTERATION OF SHARE CAPITAL

(a) The Company, subject to provisions of these Articles and Section 61 of the Act, in General Meeting may from time to time, alter the conditions of its Memorandum as follows, that is to say, it may: -

(i) increase its Share Capital by such amount as it thinks expedient;

(ii) Consolidate and divide all, or any of its Share Capital into shares of larger amount than its existing shares;

(iii) Sub-divide its existing shares into shares of smaller amount that is fixed by the Memorandum so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the share from which the reduced Share is derived.

(iv) Cancel any shares, which at the date of the passing of the resolution have not been taken, or agreed to be taken by the person and diminish the amount of its Share Capital by the amount of the shares so cancelled.

(b) Subject to the provisions of Sections 66 of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed of all or any of his shares.

(c) A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

8. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act and the Companies Act, 1956, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law.

9. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a resolution of the Board, the Company may purchase its own Equity shares or other Securities, as may be specified by the MCA, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.

10. SHARE CERTIFICATES

(a) The Company shall issue, reissue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(b) Every person whose name is entered as a member in the register of members shall be entitled to receive within 2 (two) months after incorporation, in case of subscribers to the Memorandum or after allotment or within 1 (one) month after the application for the registration of Transfer or transmission or within such other period as the conditions of issue shall be provided,—

(i) 1 (one) certificate for all his shares without payment of any charges; or

(ii) several certificates, each for 1 (one) or more of his shares, upon payment of ₹ 20 (Indian Rupees twenty) for each certificate after the first.

Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

In respect of any Share or shares held jointly by several persons, the Company shall not be bound to issue more than 1 (one) certificate, and delivery of a certificate for Share to 1 (one) of several joint holders shall be sufficient delivery to all such holders.

(c) The Company shall permit the shareholders for sub-division/consolidation of share certificates.

(d) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of Transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of ₹ 20 (Indian Rupees twenty) for each certificate.

(e) Except as required by Law, no person shall be recognized by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a Share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

(f) In respect of any Share or shares held jointly by several persons, the Company shall not be bound to issue more than 1 (one) certificate, and delivery of a certificate for a Share to 1 (one) of several joint holders shall be sufficient delivery to all such holders. The provisions of Articles 100 and 10(b) shall mutatis mutandis apply to debentures of the Company.

(g) Except as required by Law, no person shall be recognized by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a Share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

11. SHARES AT THE DISPOSAL OF THE DIRECTORS

(a) Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same, or any of them to persons in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time, think fit.

(b) If, by the conditions of allotment of any Share, the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his Executor or Administrator.

(c) Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.

(d) In accordance with Section 46 and other applicable provisions of the Act and the Rules:

(i) Every Shareholder or allottee of shares shall be entitled without payment, to receive 1(one) or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued under the Seal of the Company which shall be affixed in the presence of 2 (two) Directors or persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and the 2 (two) Directors or their attorneys and the Secretary or other person shall sign the shares certificate(s), provided that if the composition of the Board permits, at least 1 (one) of the aforesaid 2 (two) Directors shall be a person other than a Managing Director(s) or an executive Director(s). Particulars of every share certificate issued shall be entered in the Register of Shareholders against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding ₹ 2 (Rupees Two).

(ii) Every Shareholder shall be entitled, without payment, to 1(one) or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for 1 (one) or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of Transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner as specified in Article 10 above and in respect of a Share or shares held jointly by several Persons, the Company shall not be bound to issue more than 1 (one) certificate and delivery of a share certificate to the first named joint holders shall be sufficient delivery to all such holders.

(iii) The Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision, or an order of a competent court of Law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot.

(iv) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

12. UNDERWRITING AND BROKERAGE

(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

(b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

13. CALLS ON SHARES

(a) Subject to the provisions of Section 49 of the Act, the Board may, from time to time, make such calls as it thinks fit upon the members in respect of all monies unpaid on the shares (whether on account of the nominal value of the shares, or by way of premium) held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the Person and at the time and place appointed by the Board of Directors.

(b) A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed. The Board making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board making such calls.

(c) Not less than 30 (thirty) days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

(d) If by the terms of issue of any Share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the nominal value of the Share or by way of premium, every such amount or instalments shall be payable as if it were a call duly made by the Board, on which due notice had been given, and all the provisions contained herein, or in the terms of such issue, in respect of calls shall relate and apply to such amount or instalments accordingly.

(e) If the sum called in respect of a Share is not paid on or before the day appointed for payment thereof, the holder for the time being of the Share in respect of which the call shall have been made or the instalments shall fall due, shall pay interest for the same at the rate of 10%(ten percent) per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board shall also be at liberty to waive payment of that interest wholly or in part.

(f) The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a Share, become payable at a fixed time, whether on account of the amount of the Share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

(g) The Board, may, if it thinks fit, receive from any member willing to advance all of or any part of the monies uncalled and unpaid upon any shares held by him, and upon all or any part of the monies so advanced, the Board may (until the same would, but for such advance become presently payable) pay interest at such rate not exceeding, unless the Company in its General Meeting shall otherwise direct, 12% (twelve percent) per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not in respect of such advances confer a right to the dividend or participate in profits. The Directors may at any time repay the amount so advanced.

(h) The members shall not be entitled to any voting rights in respect of the monies so paid by them until the same would, but for such payment, become presently payable.

(i) Neither a judgment nor a decree in favour of the Company for calls or other monies due in respect of any Share, nor any part payment or satisfaction there under, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any Share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

(j) The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures.

14. COMPANY'S LIEN

Fully paid shares will be free from all Liens

(a) The fully paid shares will be free from all Liens, while in the case of partly paid shares, the Company's Lien, if any, will be restricted to monies called or payable at a fixed time in respect of such shares.

First and paramount Lien

(b) The Company shall have a first and paramount Lien—

(i) on every Share (not being a fully paid-up Share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that Share; and

(ii) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article.

(c) The Company's Lien, if any, on a Share shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

Powers of the Company to sell the shares under Lien

(d) The Company may sell, in such manner as the Board of Directors thinks fit, any shares on which the Company has a Lien:

Provided that no sale shall be made—

(i) unless a sum in respect of which the Lien exists is presently payable; or

(ii) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the Lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.

(e) To give effect to any such sale, the Board of Directors may authorise some person to Transfer the shares sold to the purchaser thereof.

(i) The purchaser shall be registered as the holder of the shares comprised in any such Transfer.

(ii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

(f) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the Lien exists as is presently payable.

(g) The residue, if any, shall, subject to a Lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

15. FORFEITURE OF SHARES

(a) If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any Share liable to forfeiture and so far as the Law permits of any other Share.

(b) On the trial or hearing of any action or suit brought by the Company against any Shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his Share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of Shareholders of the Company as a holder, or 1(one) of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call, nor that a quorum of Directors were present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

(c) The notice shall name a further day (not earlier than the expiration of 14 (fourteen) days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

(d) If the requirements of any such notice as aforementioned are not complied with, any Share in respect of which the notice has been given, may at any time thereafter, but before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

(e) When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

(f) A forfeited or surrendered Share may be sold or otherwise disposed of on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

(g) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all monies, which at the date of forfeiture is payable by him to the Company in respect of the Share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such monies due in respect of the shares.

(h) The forfeiture of a Share shall involve the extinction of all interest in, and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the Share, except only such of these rights as by these Articles are expressly saved.

(i) A duly verified declaration in writing that the declarant is a Director, the manager or the Secretary, of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Share; (ii) The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a Transfer of the Share in favour of the person to whom the Share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the Share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

(j) The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a Share, becomes payable at a fixed time, whether, on account of the amount of the Share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

(k) Upon any sale after forfeiture or for enforcing a Lien in purported exercise of the powers herein before given, the Directors may cause the purchaser‘s name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

16. FURTHER ISSUE OF SHARE CAPITAL

(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) to Persons who, at the date of the offer, are holders of Equity shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:

a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

b. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in Article 15(a)(i)a above shall contain a statement of this right;

c. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not dis-advantageous to the Shareholders and the Company;

(ii) to employees under a scheme of Employees' Stock Option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in Article 15(a)(i)(i)a or Article 15(a)(i)b above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.

(b) The notice referred to in Article 15(a)(i)(i)a shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:
Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 1956.

17. TRANSFER AND TRANSMISSION OF SHARES

(a) The Company shall maintain a "Register of Transfers" and shall record therein fairly and distinctly particulars of every Transfer or transmission of any Share, Debenture or other security held in a material form.

(b) In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of Transfer of shares held in physical form shall be in writing. In case of Transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

(c) An application for the registration of a Transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.

(d) Where the application is made by the transferor and relates to partly paid shares, the Transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the Transfer within 2 (two) weeks from the receipt of the notice.

(e) Every such instrument of Transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Shareholders in respect thereof.

(f) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a newspaper circulating in the city, town or village in which the Office of the Company is situated to close the Transfer books, the Register of Shareholders and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.

(g) Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the Transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of Transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a Transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a Lien on shares. Further, any contract or arrangement between 2 (two) or more persons in respect of the Transfer shall be enforceable as a contract.

(h) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary Transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a Lien.

(i) Subject to the provisions of these Articles, any Transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for Transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/Transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse Transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

(j) (i) On the death of a Shareholder, the survivor or survivors, where the Shareholder was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares. (ii) Nothing in sub-Article (i) shall release the estate of a deceased joint holder from any liability in respect of any Share which had been jointly held by him with other persons.

(k) The executors or administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being 1 (one) of 2 (two) or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such executors or administrators or holders of succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

(l) The Board shall not knowingly issue or register a Transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

(m) Subject to the provisions of Articles, any person becoming entitled to a share in consequence of the death or insolvency of a Shareholder may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either: (a) to be registered himself as holder of the share; or (b) to make such Transfer of the share as the deceased or insolvent member could have made. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(n) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to Transfer the share, he shall testify his election by executing a Transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to Transfer and the registration of transfers of shares shall be applicable to any such notice or Transfer as aforesaid as if the death or insolvency of the Shareholder had not occurred and the notice or Transfer were a Transfer signed by that Shareholder.

(o) A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to Transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

(p) Every instrument of Transfer shall be presented to the Company duly stamped for registration accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may require to show the title of the transferor, his right to Transfer the shares. Every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board.

(i) Where any instrument of Transfer of shares has been received by the Company for registration and the Transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall Transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

(ii) In case of Transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

(q) Before the registration of a Transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of Transfer in accordance with the provisions of Section 56 of the Act.

(r) No fee shall be payable to the Company, in respect of the registration of Transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine Transfer receipts into denomination corresponding to the market unit of trading.

(s) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any Transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Shareholders), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such Transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

(t) The provision of these Articles shall subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the Transfer or transmission by operation of Law to other Securities of the Company.

18. CAPITALISATION OF PROFITS

(a) (i) The Company in general meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in sub-Article(ii) amongst the Shareholders who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to other applicable provisions, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively; (B) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Shareholders in the proportions aforesaid; (C) partly in the way specified in sub-Article (A) and partly in that specified in sub-Article (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

(b) (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall: (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.(ii) The Board shall have power: (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such Shareholders.

19. DEMATERIALIZATION OF SECURITIES

(a) <u>De-materialization</u>: Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act and the rules framed thereunder, if any.

(b) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in <u>electronic</u> form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

(c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the <u>Company</u> are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles.

(d) Options for <u>investors</u>

Subject to the provision of Section 29 of the Act, every person subscribing to securities offered by the Company shall have the option to receive security certificates, hold, or deal in the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(e) Securities in depositories to be in fungible form

All securities held by a depository shall be in electronic form and the certificates in respect thereof shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

(f) Rights of depositories and beneficial owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting Transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

(g) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

(h) Service of documents - Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(i) Transfer of securities - Nothing contained in Section 56 of the Act or these Articles shall apply to Transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(j) Allotment of securities dealt with in a depository - Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(k) Distinctive numbers of securities held in a depository - Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

(l) Register and Index of Beneficial owners - The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles with details of shares held in physical and dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.

(m) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository.

(n) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the register of members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any *benami* trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

20. NOMINATION BY SECURITIES HOLDERS

(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

(b) Where the Securities of the Company are held by more than 1 (one) Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders.

(c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

(d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

(e) The transmission of Securities of the Company by the holders of such Securities and Transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

21. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a Transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

22. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

23. BORROWING POWERS

(a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this or any other Company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to Transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the monies to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and he same shall be in the interests of the Company.

(d) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

24. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

(a) The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

(b) The holders of stock may Transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(c) The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(d) Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

25. ANNUAL GENERAL MEETING

In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of 1(one) Annual General Meeting and the date of the next. All General Meetings other than Annual General

Meetings shall be an Extraordinary General Meetings.

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.

26. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situate, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

(b) Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and pursuant to Section 146 of the Act, the Auditor of the Company is mandated, unless otherwise exempted by the Company, to attend either by himself or his authorised representative, who shall also be a qualified auditor, any General Meeting of the Company and shall have the right to be heard at such General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar of Companies, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

27. NOTICE OF GENERAL MEETINGS

(a) Number of days' notice of General Meeting to be given: Pursuant to Section 101 of the Act, a General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(i) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,
(ii) Auditor or Auditors of the Company, and
(iii) all Directors.

(b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.

(c) Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or electronically or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.

(d) Special business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.

(e) Resolution requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.

(f) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

(g) Notice when not necessary: Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(h) The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

28. REQUISITION OF EXTRAORDINARY GENERAL MEETING

(a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

(b) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any 2(two) members of the Company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(c) Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by 1(one) or more requisitionists.

(d) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within 3 (three) months from the date of the delivery of the requisition as aforesaid.

(e) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

(f) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

(g) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

(h) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

29. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

30. CHAIRMAN OF THE GENERAL MEETING

The chairman of the Board shall be entitled to take the chair at every General Meeting ("**Chairman**"), whether Annual or Extraordinary. If there be no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect 1(one) of them as Chairman. If no Director be present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect 1 (one) of their number to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

31. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

32. QUESTIONS AT GENERAL MEETING HOW DECIDED

(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, or voting is carried out electronically, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.

(b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.

(c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than 48(forty-eight) hours from the time when the demand was made), and place within the City, Town or Village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

(d) Where a poll is to be taken, the Chairman of the meeting shall appoint 2 (two) scrutinizers to scrutinize the votes given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.

(e) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.

(f) The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

(g) No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

(h) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

33. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time to time.

34. VOTES OF MEMBERS

(a) Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(i) on a show of hands, every member present in person shall have 1(one) vote; and

(ii) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity Share Capital of the Company.

(b) A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.

(c) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

(d) A member of un sound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

(e) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

(f) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of Lien.

(g) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive and every vote not disallowed at such meeting shall be valid for all purposes.

35. PROXY

(a) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power a authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

(b) An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105.

(c) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the Transfer of the shares in respect of which the proxy is given, Provided that no intimation in writing of such death, insanity, revocation or Transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

36. E-VOTING

The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014 or any other Law, if applicable to the Company.

(a) Company will follow the following procedure namely:

(i) The notices of the meeting shall be sent to all the members, auditors of the Company, or Directors either

a. by registered post or speed post; or

b. through electronic means like registered e-mail id; or

c. through courier service.

d. the notice shall also be placed on the website of the Company, if any and of the agency forthwith after it is sent to the members.

(ii) The notice of the meeting shall clearly mention that:

a. the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means;

b. the facility of voting, either through electronic voting system of ballot or polling paper shall also be made available at the meeting and that the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;

c. that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(b) The notice shall clearly indicate the process and manner for voting by electronic means and indicate the time schedule including the time period during which the votes may be cast by remote e-voting and shall also provide the login ID and specify the process and manner for generating or receiving password and casting of vote in a secure manner.

(c) The Company shall cause a public notice by way of an advertisement to be published, immediately on completion of dispatch of notices for the meeting but at least 21 (twenty one) days before the date of the general meeting, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having sent the notice of the meeting and specifying therein, *inter alia*, the following matters, namely:

(i) statement that the business may be transacted through voting by electronic means;

(ii) the date and time of commencement of remote e-voting;

(iii) the date and time of end of remote e-voting;

(iv) a cut-off date;

(v) the manner in which persons who have acquired shares and become members of the Company after the dispatch of notice may obtain login ID and password;

(vi) the statement that:

a. remote e-voting shall not be allowed beyond the said date and time;

b. the manner in which the Company shall provide for voting by members present at the meeting;

c. a member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting; and

d. a person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

(vii) website address of the Company and of the agency where notice of the meeting is displayed; and

(viii) name, designation, address, e-mail id and phone number of the persons responsible to address the grievances connected with facility for voting by electronic means.

(d) The facility for remote e-voting shall remain open for not less than 3 (three) days and shall close at 5:00 PM on the date preceding the date of the general meeting.

(e) During the period when facility for remote e-voting is provided, the Shareholders of the Company, holding shares in either the physical form or the dematerialised form, as on the cut-off date, may opt for remote e-voting.

Provided that once the vote on a resolution is cast by a Shareholder, he shall not be allowed to change it subsequently or cast the vote again. Provided further that a shareholder may participate in a general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

(f) At the end of the remote e-voting period, the facility shall forthwith be blocked.

Provided that the Company opts to provide the same electronic voting system as used during remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the Shareholders attending the meeting and who have not exercised their right to vote through remote e-voting.

(g) The Board shall appoint 1 (one) scrutinizer, who may be Chartered Accountant in practice or Cost Accountant in practice, or Company Secretary in practice or an advocate, but not in employment of the Company and is a person of repute who, in the opinion of the Board can scrutinize the remote e-voting process in a fair and transparent manner. The scrutinizer is required to be willing, to be appointed and should also be available for the purpose of ascertaining the requisite majority.

(h) The Chairman shall at the general meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting, as provided in this Article 36, with the assistance of the scrutinizer, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.

(i) The scrutinizer shall, immediately after the conclusion of remote e-voting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by the Chairman in writing who shall countersign the same.

(j) The scrutinizers shall maintain a register either manually or electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or Client ID of the Shareholders, numbers of shares held by them, nominal value of such shares and whether the shares have differential voting rights.

(k) The register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizers until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

(l) The result declared along with the report of the scrutiniser shall be placed on the website of the Company and on the website of the agency immediately after the result is declared by the Chairman.

(m) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the relevant general meeting of members.

37. BOARD OF DIRECTORS

(a) Until otherwise determined by Special Resolution of the number of Directors of the Company shall not be less than 3 (three) or more than 12 (twelve).

(b) The Company in General Meeting may from time to time increase or reduce the number of Directors within the limits fixed by Article 0.

(c) The following persons shall be the First Directors of the Company.

(i) Capt. P.V.K. Mohan; and

(ii) Mr. L. Raja Gopal.

(d) The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations.

38. ADDITIONAL DIRECTORS

Subject to provisions of Article 0, the Board may appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director, who shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

39. ALTERNATE DIRECTORS

The Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India.

40. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, such appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under Regulation 17 of the Listing Regulations.

41. NOMINEE DIRECTORS

(a) Whenever the Board enter into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company, 1 (one) or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee Director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever. The nominee Director shall hold office only so long as any monies remain owed by the Company to such lenders.

(b) The nominee Director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee Director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

Provided that if any such nominee Director is an officer of any of the lenders, the sittings fees in relation to such nominee Director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

(c) Any expenditure that may be incurred by the lenders or the nominee Director in connection with the appointment or Directorship shall be borne by the Company.

(d) The nominee Director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

(e) The nominee Director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

(f) If at any time, the nominee Director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

42. CASUAL VACANCY

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the Articles, be filled by the Board at a meeting of the Board.

43. WOMAN DIRECTOR

The Company shall have such number of Woman Director (s) on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable.

44. REMUNERATION OF DIRECTORS

(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by 1 (one) way and partly by the other, subject to the limits prescribed under the Act. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(b) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them: (a) in attending and returning from meetings of the Board or any committee thereof or General Meetings of the Company; or (b) in connection with the business of the Company.

(c) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.

(d) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.

(e) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of Employees' Stock Options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any Employees' Stock Options.

45. POWERS OF THE BOARD TO KEEP A FOREIGN REGISTER

The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

46. SIGNING OF CHEQUES, HUNDIES, ETC.

(a) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board of Directors shall from time to time by resolution determine.

(b) Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

47. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 0 hereof, the continuing Directors not being less than 3 (three) may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

48. VACATION OF OFFICE BY DIRECTOR

(a) Subject to relevant provisions of Sections 167 of the Act, the office of a Director, shall ipso facto be vacated if:

(i) he incurs any of the disqualifications specified under Section 164 of the Act; or

(ii) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6(six) months and that the office shall be vacated by the director even if he has filed an appeal against the order of such court; or

(iii) he absents himself from all the meetings of the Board of Directors held during a period of 12 (twelve) months with or without seeking leave of absence of the Board; or

(iv) he, having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or

(v) he acts in contravention of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested; or

(vi) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184; or

(vii) he becomes disqualified by an order of the court; or

(viii) he is removed pursuant to the provisions of the Act.

(b) Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar in such manner, within such time and in such form as may be prescribed and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the Company.

49. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not 3 (three) or a multiple of 3 (three) then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

50. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment;

(iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

51. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 49 and Section 149 and 152 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, subject to a minimum of 3 (three) directors and maximum of fifteen directors, and by a Special Resolution increase the number to more than fifteen directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

52. REGISTER OF DIRECTORS ETC.

(a) The Company shall keep at its Office, a Register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said Section in all respects.

(b) The Company shall in respect of each of its Directors also keep at its Office a Register, as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.

53. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any Company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

54. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time Director or executive Director or manager of the Company. The Managing Director(s) or the whole time Director(s) manager or executive Director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time Director(s) or manager or executive Director(s), as the case may be, all the powers vested in the

Board generally. The remuneration of a Managing Director/ whole time Director or executive Director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.

55. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, a Managing Director(s)/whole time Director(s)/executive Director(s)/manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s)/whole time Director(s)/executive Director(s)/manager, and if he ceases to hold the office of a Managing Director(s)/whole time Director(s)/executive Director(s)/ manager he shall ipso facto and immediately cease to be a Director.

56. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s)/whole time Director(s)/executive Director(s)/manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

57. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time Director(s)/executive Director(s)/ manager s in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time Director(s)/executive Director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

58. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

(a) The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

(i) to make calls on Shareholders in respect of money unpaid on their shares;
(ii) to authorise buy-back of securities under Section 68 of the Act;
(iii) to issue securities, including debentures, whether in or outside India;
(iv) to borrow money(ies);
(v) to invest the funds of the Company;
(vi) to grant loans or give guarantee or provide security in respect of loans;
(vii) to approve financial statements and the Board’s report;
(viii) to diversify the business of the Company;
(ix) to approve amalgamation, merger or reconstruction;
(x) to take over a company or acquire a controlling or substantial stake in another company;
(xi) fees/ compensation payable to non-executive Directors including independent Directors of the Company; and
(xii) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Regulations.

(b) The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub-Articles

(d) to (f) above.

(c) The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of Section 180 of the Act.

(d) In terms of Section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

(i) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company;
(ii) to borrow money; and
(iii) any such other matter as may be prescribed under the Act, the Listing Regulations and other applicable provisions of Law.

59. PROCEEDINGS OF THE BOARD OF DIRECTORS

(a) Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between 2 (two) consecutive Board Meetings. Meetings shall be held in Hyderabad, or such a place as may be decided by the Board.

(b) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

(c) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

(d) (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the directors present may choose 1 (one) of their number to be Chairperson of the meeting.

(e) The Company Secretary shall, as and when directed by the Chairman convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

(f) The Board may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman may determine.

(g) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by 1 (one) independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.

(h) At any Board Meeting, each Director may exercise 1 (one) vote. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

60. QUORUM FOR BOARD MEETING

(a) Quorum for Board Meetings
Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be at least 3(three)Directors the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

(b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

61. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

(a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the memorandum and articles of association of the Company.

(b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

62. COMMITTEES AND DELEGATION BY THE BOARD

(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive Director(s) or manager or the Chief Executive Officer of the Company. The Managing Director(s), the executive Director(s) or the manager or the Chief Executive Officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

(b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

(c) The meetings and proceedings of any such Committee of the Board consisting of 2 (two) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

(d) A committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose 1 (one) of their members to be Chairperson of the meeting.

(e) A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

(f) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any 1(one) or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

(g) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

63. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

64. PASSING OF RESOLUTION BY CIRCULATION

No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

65. OFFICERS

(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.

(b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

(c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.

(d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company.

(e) The Board shall appoint with the approval of the Chairman and/or Chief Executive Officer and/or Chief Operating Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

66. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

67. THE SECRETARY

(a) The Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

(b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.

68. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive Directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

(a) on terms approved by the Board;
(b) which includes each Director as a policyholder;
(c) is from an internationally recognised insurer approved by the Board; and

69. SEAL

(a) The Board shall provide for the safe custody of the seal.
(b) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least 2 (two) Directors and of the secretary, or such other person as the Board may appoint for the purpose; and those 2 (two) directors and the secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

70. DIVIDENDS AND RESERVE

(a) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

(b) Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the Shareholders such interim dividends as appear to it to be justified by the profits of the Company.

(c) (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

(d) (i)Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

(e) The Board may deduct from any dividend payable to any Shareholder all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

(f) (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that 1(one) of the joint holders who is first named on the register of Shareholders, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(g) Any 1 (one) of 2 (two) or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

(h) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

(i) No dividend shall bear interest against the Company.

71. RELATED PARTY TRANSACTIONS

(a) Except with the consent of the Board or the Shareholders, as may be required in terms of the provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, no Company shall enter into any contract or arrangement with a 'related party' with respect to: :

(i) sale, purchase or supply of any goods or materials;
(ii) selling or otherwise disposing of, or buying, property of any kind;
(iii) leasing of property of any kind;
(iv) availing or rendering of any services;
(v) appointment of any agent for purchase or sale of goods, materials, services or property;
(vi) such Director's or its relative's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
(vii) underwriting the subscription of any securities or derivatives thereof, of the Company:

without the consent of the Shareholders by way of an Special Resolution in accordance with Section 188 of the Act.

(b) No Shareholder of the Company shall vote on such Special Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.

(c) nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis or to transactions entered into between the Company and its wholly owned subsidiaries whose accounts are consolidated with the Company and placed before the Shareholders at a Shareholders Meeting for approval.

(d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

(e) The audit committee of the Board may provide for an omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed by applicable law.

(f) The terms "office of profit" and "arm's length basis" shall have the meaning ascribed to them under Section 188 of the Act.

(g) The term 'related party' shall have the same meaning as ascribed to it under the Act.

(h) The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.

Subject to the Provision of Section 188 of Act, Non-executive Director of the Company will eligible for fees with respect to the Consultancy and Advisory services provided by the Non-Executive Directors to the Company.

72. ACCOUNTS

(a) The Company shall keep at the office or at such other place in India as the Board thinks fit, proper books of Account in accordance with Section 128 the Act.

(b) Where the Board decides to keep all or any of the Books of Accounts at any place other that the office of the Company the Company shall within (seven) days of the decision file with the Register a notice in writing given the full address of that other place.

(c) The Company shall preserve in good order the Book/s of Account relating or period of not less 8 (eight) years preceding the current year together with the vouchers relevant to any entry in such books of Account.

(d) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by law or authorized by the Board.

(e) The Directors shall from time to time, in accordance with Sections 129,133 and 134 of the Act, cause to be laid before the Company in General Meeting, such Balance Sheets, profits and loss account and reports as are required by these Sections.

(f) A Copy of every Balance Sheet and statement of profit and loss (including the Auditors Report and every other document required by law to be annexed or attached to the Balance Sheet) or a Statement containing salient features of such documents in the prescribed form, as laid down under Section 136 of the Act as the Company may deem fit, shall not less than 21(twenty-one) days before the Meeting at which the Balance Sheet and the profit and loss Account are to be laid before the Members, be sent to every person entitled thereto pursuant to the provisions of the Section 136 of the Act provided this Article shall not require a copy of the documents to be sent to any person of whose address the Company is not aware of or to more than 1(one) of the joint holders of any shares.

73. DOCUMENTS AND NOTICES

(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of 48(forty eight) hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

(c) A document or notice may be given or served by the Company to or on the joint-holders of a Share by giving or serving the document or notice to or on the joint-holder named first in the Register of Shareholders in respect of the Share.

(d) Every person, who by operation of Law, Transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.

(e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.

(f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

(g) Where a Document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfil all conditions required by Law, in this regard.

74. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Shareholders of the Company as provided by these Articles.
(b) To the persons entitled to a share in consequence of the death or insolvency of a Shareholder.
(c) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any Shareholder of the Company.

75. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

76. UNPAID OR UNCLAIMED DIVIDEND

(a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, Transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of SEAWAYS SHIPPING AND LOGISTICS LIMITED".

(b) Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such Transfer, shall be transferred by the Company to the Fund established under sub-Section (1) of Section 125 of the Act, viz. "Unpaid Dividend of SEAWAYS SHIPPING AND LOGISTICS LIMITED" and the Company shall send a statement in the prescribed form of the details of such Transfer to the authority which administers the said Fund and that authority shall issue a receipt to the Company as evidence of such Transfer.

(c) All shares in respect of which unpaid or unclaimed dividend have been transferred under sub-section (5) of Section 124 of the Act shall also be transferred by the Company in the name of "Investor Education and Protection Fund" along with a statement containing such details as prescribed under the Act.

(d) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

If any shares stands in the name of 2 (two) or more Persons, the Person first named in the register shall, as regards payment of dividend or bonus or service of notice and all or any other matters connected with the Company, except voting at meetings be treated as the holders of the shares but the joint holders of a Share shall be severally as well as jointly liable for the payment of all instalments and call due in respect of such shares and for all the other incidence thereof according to the Company's Regulations.

77. CAPITALIZATION OF PROFITS

(a) The Company may in a General Meeting, upon recommendation of the Board, resolve:

(i) That it is desirable to capitalise any part of the amounts for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss accounts or ; and

(ii) That such sum be accordingly set free for distribution in the manner specified in sub-Article (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in sub-Article (c) either in or towards:

(i) Paying up any amount for the time being unpaid on shares held by such members respectively ; or

(ii) Paying up in full unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid ; or

(iii) Partly in the way specified in sub-Article (i) and partly in that specified in sub-Article (ii).

(c) A share premium account and a capital redemption fund may be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

Powers of Directors for declaration of Bonus

(d) Whenever such a resolution as aforesaid shall have been passed by the Board shall :

(i) make all appropriations and applications of the undistributed profits to be capitalised thereby and issue of fully paid shares or debentures, if any ; and

(ii) generally do all acts and things required to give effect thereto.

(e) The Board shall have full power :

(i) to make such provision, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fraction ; and also

(ii) to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares or debentures of which they may be entitled upon such capitalisation or as the case may require, for the payment of by the Company on their behalf, by the application thereto of their respective proportion of the profits resolved to be capitalised or the amounts or any part of the amounts remaining unpaid on the shares.

(f) Any agreement made under such authority shall be effective and binding on all such members.

78. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP

Subject to the provisions of Chapter XX of the Act and rules made thereunder:

(a) If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Shareholders, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders.

79. DIRECTORS' AND OTHERS' RIGHTS TO INDEMNITY

(a) Subject to the provisions of Section 197 of the Act every Director, manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the assets of the Company to pay all costs, losses, and expenses (including travelling expenses) which any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

(b) Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or which may incur by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

80. DIRECTORS ETC., NOT LIABLE FOR CERTAIN ACTS

Subject to the provisions of Section 197 of the Act, no Director, Manager, Officer or employee of the

Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, officer or employee or for joining in any receipts or other act for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency, or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom any money(ies), Securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through his own negligence, default, misfeasance, breach of duty or breach of trust.

Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with Registrar of Companies in respect of any act done or required to be done by any Director or other Officer by reason of his holding the said office, shall be paid and borne by the Company.

81. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, register of Shareholders, books of accounts and the minutes of the meetings of the Board and Shareholders shall be kept at the Office of the Company and shall be open, during Business hours, for such periods not being less in the aggregate than 2(two) hours in each day as the Board determines, for the inspection of any Shareholder without charge. In the event such Shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

82. SECRECY

(a) No member shall be entitled to visit or inspect the Company‘s works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company‘s trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

(b) Every Director, Managing Director, Manager, Secretary, Auditor, trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

83. DUTIES OF OFFICERS TO OBSERVE SECRECY

Every Director, Managing Directors, Manager, Secretary, Auditor, trustee, members of committee, Officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors or by a resolution of the Company in a General Meeting or by a court of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the Government to require or to hold an investigation into the Company’s affairs.

PART-II

Part II of these Articles of Association include all the rights and obligations of the parties to the

Shareholders' Agreement (as defined below). In the event of any inconsistency between Part I and Part II of the Articles of Association, the provisions of Part II shall prevail over Part I. However, Part II of the Articles of Association shall automatically terminate and cease to have any force and effect and deemed to fall away on and from the date of listing and commencement of trading of equity shares of the Company on a stock exchange in India subsequent to the completion of the IPO (as defined below) of Equity Shares of the Company without any further action by the Company or by its shareholders.

In the event of any ambiguity or discrepancy between the provisions of the Shareholders' Agreement and these Articles, it is intended that the provisions of the Shareholders' Agreement shall prevail and accordingly, the shareholders shall exercise all voting and other rights and powers available to them to procure any amendment to these Articles, so as to give effect to the provisions of the Shareholders' Agreement. It is clarified that the matters listed in Part II of these Articles are in addition to all other rights that the Investor has as a shareholder of the Company under Part I of these Articles and under applicable law to the extent that they are not inconsistent with Part II of these Articles.

PROVISIONS PURSUANT TO TRANSACTION DOCUMENTS

84. Notwithstanding anything to the contrary contained in the preceding Articles 1 to 0, so long as the shareholders' agreement dated the 23rd day of April, 2008 amended *vide* the amendment to the shareholders' agreement (together, "**Shareholders Agreement**") entered into by and between the Company, the Promoters (as defined below) and the Investor (as defined below) shall be in effect, the provisions of Articles 84 to Article 0 contained in Part II of these Articles shall also apply and in the event of any inconsistency or contradiction between the provisions of Part I of these Articles, and the provisions of Part II of these Articles, the provisions of Part II of these Articles shall override and prevail over the provisions of Part I of these Articles.

85. The termination of the Shareholders' Agreement or the ceasing of operation of certain articles under these Articles shall be without prejudice to any claim or rights of action previously accrued to the Parties hereunder before such termination/cessation. Upon the termination of the Shareholders' Agreement, the inconsistent articles contained in Part I of these Articles shall cease to be subordinate to Part II of these Articles.

86. Notwithstanding the termination of the Shareholders' Agreement, the provisions of the Shareholders' Agreement that are expressed to survive termination shall survive the termination of the Shareholders' Agreement.

87. Definitions of this Part II of the Articles

In this Part II of the Articles, unless the subject or context otherwise requires, the following words and expressions shall have the following meanings:

(a) "**Act**" or "**Companies Act**" means the Companies Act, 1956 and the Companies Act, 2013, to the extent in force from time to time;

(b) "**Affiliate**" in relation to a Promoters, the Company and Investor means (a) any Relative of such party; (b) any company, firm, business, association, trust or foundation Controlling or Controlled by such party or by any Relative of such party (c) any group companies (as understood under the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) (Sixteenth Amendment) Regulations, 2013, or under any applicable accounting standards prescribed by the Institute of Chartered Accountants of India) of such party or of any Relative of such party or of any entity mentioned in sub Article (b) above.

(c) The term "**Control**" and any of its derivatives would include the right to make policy decisions, whether by virtue of shareholding, board control, management contracts, or any other arrangement, whether oral or written and shall also include (i) legal or beneficial ownership of substantial/majority shareholding/ownership; or (ii) the right to appoint the majority of directors/the applicable governing body; or (iii) any specific contract conferring power of management; and/or (iv) any other power of management;

(d) The term "**Affiliate**" when used in relation to an Investor shall also include any funds managed/advised/co-managed by IDFC Alternatives Limited, or IDFC Limited ("**IDFC**"), or any funds managed/co-managed/advised by IDFC and/or the subsidiaries of IDFC, or the contributors of IDFC Private Equity managed funds which have invested in the Company.

(e) "**Affirmative Vote Item**s" shall have the meaning given to the term in Article 94(m);

(f) "**Audit Committee**" means the audit committee appointed by the Board;

(g) "**Board**" means the board of directors of the Company and/or its Subsidiaries and/or the Joint Ventures, as the context or meaning may require;

(h) "**Business**" means the business of providing of logistics services including multimodal logistic services, freight forwarding, shipping, feeder vessel services, coastal shipping, non vessel owning common carrier (NVOCC), C&F, stevedoring, vessel and liner agency and project cargo handling services and any Permitted Business;

(i) "**Business Plan**" shall mean the business plan of the Company, its Subsidiaries and the Joint Ventures, as the context or meaning may require, prepared in accordance with the provisions of Article 94(a) of these Articles;

(j) "**Charter Documents**" means the memorandum and articles of association of the Company, its Subsidiaries and Joint Ventures, as the case may be;

(k) "**Default**" means a breach of the provisions of the Shareholders' Agreement more particularly set out in Clause 12(a) thereof;

(l) "**Director**" means a director on the Board for the time being;

(m) "**Effective Date**" shall mean the Subscription Closing Date;

(n) "**Equity Shares**" means equity shares of the Company having a face value of ₹ 10 (Rupees Ten only) per share;

(o) "**Financial Year**" means, the financial year being the 12 (twelve) month period commencing from April 1 in a year to March 31 of the immediately succeeding year;

(p) "**Governmental Authority**" means any government, semi-governmental authority; any department, agency or instrumentality of any government or any judicial/quasi-judicial authority;

(q) "**Holding Company**" shall have the meaning ascribed to it under Section 2(46) of the Act;

(r) "**Investment/Capex Committee**" means the investment and capital expenditure committee of the Board;

(s) "**Investor**" means IDFC Private Equity Fund II, a unit scheme of the IDFC Infrastructure Fund 2, which is a venture capital fund registered under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, represented by its trustee, IDFC Trustee Company Limited, whose registered office is located at #201, Naman Chambers, C-32, G – Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, India and acting through its investment manager IDFC Alternatives Limited, a company incorporated under the Companies Act, 1956 and having its registered office at #201, Naman Chambers, C-31, G – Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 and principal place of business at 7th Floor, Tower 1C, One IndiaBulls Centre, Jupiter Mills Compound 841, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013, which expression shall be deemed to mean and include its successors and permitted assigns and will also be deemed to include any funds managed/advised/co-managed by IDFC Alternatives Limited, or IDFC, or any fund managed/co-managed/advised by IDFC and/or the subsidiaries of IDFC, or the contributors of IDFC Alternatives Limited managed funds which have invested in the Company;

(t) "**Investor Director/Investor's Directors**" means a Director/Directors nominated by the Investor and appointed by the Company in accordance with Article 0 of these Articles;

(u) "**IPO**" means the listing and trading of equity shares of the Company on a stock exchange/securities market acceptable to the Investor, pursuant to an initial offering of the equity shares of the Company whether by way of a fresh issue of shares or an offer for sale of shares of shareholders;

(v) "**IPO Cut-off Date**" means December 31, 2016;

(w) "**Joint Ventures**" means any future permitted joint ventures of the Company;

(x) "**Licenses**" means any approvals, consents, registrations, permits and the like, obtained or made in the course of, or necessary for the business and operations of the Company or for the establishment or implementation of the Company's projects, businesses and operations;

(y) "**Lien**" means any kind of security interest of whatsoever nature including any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any person;

(z) "**MCL**" means Maxicon Container Line Pte. Ltd., being a company incorporated under the laws of Singapore having its registered office at 79, Robinson Road, #17-03, CPF Building, Singapore (0688897);

(aa) "**MSA**" means Maxicon Shipping Agencies Pvt Ltd., a company incorporated in India under the provisions of the Companies Act, 1956, whose registered office is at "Seaways Pride", Road No. 36, Jubilee Hills, Hyderabad;

(bb) "**MSA Bangladesh**" means Maxicon Shipping Agencies (Bangladesh) Pvt. Ltd., a company incorporated in and under the laws of Bangladesh having its registered office at Delwar Bhaban, 4th Floor, 104, Agrabad, C/A, Chittagong, Bangladesh.

(cc) "**MSA Malaysia**" means Maxicont Shipping Agencies SDN. BHD, a company incorporated in and under the laws of Malaysia having its registered office at Unit 09, 15th Floor, Centro, No. 8, Jalan Batu Lama, 41300 Klang, Selangor, Malaysia;

(dd) "**MSA Singapore**" means Maxicon Shipping Agencies Pte Ltd., a company incorporated in and under the laws of Singapore having its registered office at 79, Robinson Road, #17-03,CPF Building, Singapore-068897;

(ee) "**Operation Review Committee**" means the operation review committee constituted by the Board;

(ff) "**Original Shareholders' Agreement**" means the shareholders agreement dated April 23, 2008 executed between the Company, Promoters, Mr R. Ramesh, and the Investor;

(gg) "**Overseas Agency Companies**" means MSA Singapore, MSA Bangladesh, MSA Malaysia and Proline;

(hh) "**PAT**" means the consolidated adjusted profit after tax of the Company and Promoters Group Companies;

(ii) "**Permitted Business**" means any business other than the businesses specifically set out in the definition of Business that may be undertaken by the Company, its Subsidiaries and/or any Joint Ventures, existing as well as future, pursuant to the grant of an Affirmative Vote by the Investor;

(jj) "**Policies**" mean the dividend policies and the investment policies adopted by the Company from time to time.

(kk) "**Proline**" means Proline Container SDN. BHD, a company incorporated in and under the laws of Malaysia having its registered office at No. 44, B Jalan Chunagh, Port K lang, 42000, Selangor, Malaysia;

(ll) “**Promoters**” shall mean and include Capt. P. V. K Mohan, Mr. P. Sarat Kumar, and Mr. P. Vivek Anand;

(mm) “**Promoter No.1**” shall mean Capt. P. V. K Mohan;

(nn) “**Promoters Group Companies**” shall mean and include SSAL, SSLPL, SRLL, MCL, MSA, MSA Bangladesh, Proline, MSA Singapore, MSA Malaysia;

(oo) “**Promoters’ Nominee Director**” means the directors nominated or appointed by the Promoters on the Board;

(pp) “**Regulatory Approvals**” means all material approvals, permissions, authorisations, consents and notifications from any Governmental, regulatory or departmental authority and including, but not limited to, the approvals of the Department of Company Affairs, Foreign Investment Promotion Board, Secretariat for Industrial Assistance, Reserve Bank of India, the Securities and Exchange Board of India and any other authority, as applicable;

(qq) “**Relative**” means a relative as understood under the provisions of the Companies Act and when used in relation to the Promoters, shall also include any other relative not falling within the definition of ‘Relative’ under the provisions of the Companies Act, but falling under the definition of the appropriate accounting standards (prescribed by the Institute of Chartered Accountants of India), who holds any equity shareholding or beneficial interest in the Company, its Subsidiaries or the Joint Ventures;

(rr) “**Remuneration Committee**” means the remuneration committee constituted by the Board;

(ss) “**SRLL**” means Seaways Rhenus Logistics Private Limited, a company incorporated in India under the provisions of the Companies Act, 1956, whose registered office is at “Seaways Pride”, Road No. 36, Jubilee Hills, Hyderabad - 500034;

(tt) “**SSAL**” means Seabird Sea & Air Logistics Pvt Ltd, a company incorporated in India under the provisions of the Companies Act, 1956, whose registered office is at “Seaways Pride”, Road No. 36, Jubilee Hills, Hyderabad - 500034;

(uu) “**SSLPL**” means Seamaster Shipping & Logistics Pvt Ltd., a company incorporated in India under the provisions of the Companies Act, 1956, whose registered office is at “Seaways Pride”, Road No. 36, Jubilee Hills, Hyderabad - 500034;

(vv) “**Shareholders’ Agreement**” means collectively, the Original Shareholders Agreement and the amendment to the shareholders’ agreement executed between the Company, Promoters, Ratakondla Ramesh, and the Investor;

(ww) “**Share Subscription Agreement**” means the shareholders agreement dated 23rd April, 2008 executed between the Company, Promoters and Investor;

(xx) “**Subscription Closing Date**” shall mean the date of allotment of Subscription Shares pursuant to the Share Subscription Agreement;

(yy) “**Subscription Proceeds**” means the moneys to be paid by the Investor to the Company for the acquisition of the Subscription Shares as more particularly provided in the Share Subscription Agreement;

(zz) “**Subscription Shares**” means Equity Shares subscribed by the Investor under the Share Subscription Agreement;

(aaa) “**Subsidiary**” or “**Subsidiaries**” shall have the meaning ascribed to the term under Section 2(87) of the Act;

(bbb) “**Subsidiary Deed of Adherence**” shall mean the subsidiary deed of adherence attached as

Annexure "A" to the Share Subscription Agreement to be executed by the Subsidiaries in accordance with the provisions of the Share Subscription Agreement;

(ccc) "**Tax**" means any and all applicable taxes payable by the Company/Subsidiaries/Promoters Group Companies /Joint Ventures specifically in relation to income, sales, works contract, octroi, entry, lease, service, excise or customs, including without limitation, on gross receipts, sales, turn-over, value addition, use, lease, consumption, property, income, franchise, capital, occupation, license, excise, and customs, stamp duty and other taxes, duties, assessments or fees, howsoever imposed, withheld, levied, or assessed by the relevant governmental authority pertaining to the aforesaid taxes.

(ddd) "**Transaction Documents**" shall mean, the Shareholders' Agreement, the Share Subscription Agreement and all agreements and letters that are required/have been executed as conditions precedent under the Share Subscription Agreement;

(eee) "**Transfer**" means and includes any direct or indirect sale, assignment, lease, pledge, encumbrance or other disposition of or the subjecting to a security interest of, any property, asset, rights or privilege or any interest therein or thereto;

(fff) "**Warranties**" shall have the meaning given to the term in Clause 10(a) of the Shareholders Agreement;

(ggg) "**Warrantors**" shall mean the Promoters and the Company and its Subsidiaries.

88. Interpretation

In this Part II of these Articles:

(a) References to the singular shall include references to the plural and vice-versa.
(b) Any reference herein to a statutory provision shall include such provision, as in force on the relevant date.
(c) References to "persons" shall include references to individuals, partnerships, trusts, bodies corporate, associations, governments and governmental and local authorities and agencies.
(d) The term "include", "including" and grammatical variations thereof shall be construed without limitation.
(e) Reference to the word "laws" without reference shall be construed to be references to the laws of India and any reference to any laws, shall include all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Government Authority, statutory authority, tribunal, board or court, as may be applicable.
(f) Article headings used are for ease of reference only and in no way define, limit, extend or describe the scope of the Shareholders' Agreement or any provisions hereof.
(g) Any requirement for approvals, permissions, consents or acceptance required from any of the parties shall mean a requirement for approval, permission, consent or acceptance in writing of such party.
(h) In the event of any inconsistency between the provisions contained in this Part II of the Articles and elsewhere in these Articles, the provisions contained in Part II of the Articles shall prevail.

89. The Business Plan

(a) The Business Plan shall comprise the business strategy, project details including but not limited to project cost, means of finance, projected financial statements including profit & loss account, balance sheet and cash flow statements for the ongoing financial year and the subsequent 2 (two) financial years and would form the basis of management of the business of the Company and the Subsidiaries and the Joint Ventures (as the case may be) until such time that the same is duly updated/revised with the consent of the Board in the manner and subject to the Affirmative Vote of the Investor as more particularly set out in Article 00 of these Articles.
(b) The yearly budget shall be subject to the approval of the Board, with the Affirmative Vote of the Investor, in accordance with the provisions of Article 00 of these Articles.

90. Utilisation of Funds

(a) The Subscription Proceeds received by the Company shall be utilised between the Company and the Subsidiaries in the manner agreed in the Transaction Documents.

(b) The Company and each Subsidiary shall utilise the said funds for the purposes as more particularly mentioned in sub Clause 4(a) of the Shareholders' Agreement, and for no other purposes. The utilisation of the said Subscription Proceeds shall be as directed, approved and reviewed by the Investment/Capex Committee of the Company. Only in the event the Investor so agrees in writing the funds may be deployed in such alternate uses as may be approved by the Investor.

(c) The Investor shall be provided with and shall have the right to seek all information relating to the utilization of the said funds. The Company and the Subsidiaries shall furnish to the Investor, or to their nominees such information and data relating to the utilization of the said funds as may be required by it from time to time.

91. Certain Undertakings of the Promoters and the Company

<u>Undertakings of the Promoters</u>

The Promoters hereby agree and undertake as under:

(a) **Non Disposal**

The Promoters shall not Transfer their Equity Shares in the Company, unless otherwise agreed to by the Investor. Provided that after the successful completion of IPO, the obligations of the Promoters contained in this Article shall continue subject to the restriction being confined to the Promoters ensuring that the Promoters continue to hold at least 26% (twenty six percent) of the paid up and issued equity share capital of the Company. This restriction post IPO will continue till (a) such time the Investor sells more than 67% (sixty seven percent) of the shares subscribed by the Investor in the Company pursuant to the Share Subscription Agreement, or (b) such time the Investor's Shareholding in the Company drops below 5% (five percent) of equity share capital of the Company, or (c) 3 (three) years from the successful completion of IPO, whichever is earlier.

(b) **Non Dilution**

Without prejudice to what is contained in Article 90(a) above, the Promoters shall at all time during the term of the Shareholders' Agreement hold at least 51% (fifty one percent) of the paid-up and issued Equity Share Capital of the Company. It is clarified for the purpose of abundant caution that even in the event of a further issue of Equity Shares by the Company in accordance with the other provisions of the Shareholders' Agreement, the Promoters shall at all times continue to comply with the provisions of this Article by either subscribing to fresh Equity Shares or by purchasing Equity Shares from the other equity shareholders. Such purchase of Equity Shares from the other equity shareholders or subscription of Equity Shares shall be at the same price as the fresh issuance of Equity Shares. Provided that after the successful completion of IPO, the obligations of the Promoters contained in this Article shall continue subject to the restriction being confined to the Promoters ensuring that the Promoters continue to hold at least 26% (twenty six percent) of the paid up and issued equity share capital of the Company. This restriction post IPO will continue till (a) such time the Investor sells more than 67% (sixty seven percent) of the shares subscribed by the Investor in the Company pursuant to the Share Subscription Agreement or (b) such time the Investor's Shareholding in the Company drops below 5% (five percent) of equity share capital of the Company or (c) 3 (three) years from the successful completion of IPO, whichever is earlier.

(c) **Control**

The Promoters shall retain the management control of the Company. Provided that after the successful completion of IPO, the obligations of the Promoters contained in this Article shall continue till such time the Investor sells more than 67% (sixty seven percent) of the shares subscribed by the Investor in the Company, pursuant to the Share Subscription Agreement or the Investor's Shareholding in the Company drops below 5% (five percent) of equity share capital of the Company, whichever is earlier.

(d) **Non-Compete**

The Promoters undertake that neither the Promoters nor their Affiliates shall sponsor/promote directly or indirectly any other company or engage in any activities and/or business, that would be in competition with the Company or the Subsidiaries or the Joint Ventures, or detrimental to the interest of the Company or Subsidiaries or the Joint Venture. The Promoters shall ensure that all ventures/investments of the Promoters or their Affiliates either directly or through the Affiliates in any entity primarily engaged in the Business shall be implemented only through the Company, its Subsidiaries and the Joint Ventures. Provided that after the successful completion of IPO, the obligations of the Promoters contained in this Article shall continue till such time the Investor sells more than 67% (sixty seven percent) of the shares subscribed by the Investor in the Company pursuant to the Share Subscription Agreement or the Investor's shareholding in the Company drops below 5% (five percent) of equity share capital of the Company, whichever is earlier.

(e) **Managerial Support**

The Promoters shall commit significant portion of time in the management of the Company, the Subsidiaries and the Joint Ventures, at no extra cost to the Company other than the remuneration to be paid to the Promoters under the same heads of remuneration as provided in the employment agreement signed between the Company and the Promoters pursuant to the Share Subscription Agreement, which remuneration may be revised by the Remuneration Committee from time to time. The Promoters will at all times provide the Company, the Subsidiaries and the Joint Ventures with necessary and appropriate management and technical expertise, support and all relevant business information (to the extent permissible by law), to enable the Company, the Subsidiaries and the Joint Ventures to conduct its Business in a manner that is consistent with prudent industry/ business practice.

(f) **Facilitate the Company Buy Back**

The Promoters shall facilitate a buyback of Equity Shares of the Investor by the Company in the event such a buy back is necessitated in the circumstances set out in Article 108(b) and also undertake not to tender any Equity Shares held by them in such buyback, so as to enable the Company to purchase all the Equity Shares held by the Investor, to the extent permitted under the Act.

(g) **No Listing of Shares**

Further, none of the direct or indirect shareholders of the Company related to the Promoters or Subsidiaries of the Company shall get themselves listed or have an initial public offer or offer for sale without specific written consent of Investor.

(i) Any permitted Transfer of the shareholding of the Promoters shall be in accordance with the other provisions of Part II of these Articles, including the right of tag along available to the Investor as hereinafter contained.

(ii) Any Transfers of Equity Shares *inter se* between the Promoters in aggregate exceeding 30% (thirty percent) of the respective shareholding, as on the Effective Date, of any of the Promoters would require the consent of the Investor, which will not be unreasonably withheld. The Promoter No.1 shall hold such number of Equity Shares which are at least 26% (twenty six percent) of equity share capital of the Company prior to the IPO of the Company.

(iii) In case of a Transfer by the Investor to a third party under the provisions of Article 1080, the Promoters shall undertake to offer and sell their respective shareholding to the third persons.

(iv) The Promoters shall not create any Lien, on the Equity Shares held by them, in excess of 4% (four percent) of the paid up equity share capital of the Company, in aggregate, without the prior consent of the Investor. However, in the event, the Promoters intend to create any Lien on the Equity Shares held by them, within the above permissible aggregate limit of 4% (four percent),the Promoters shall give prior intimation of such creation of Lien to the Investor.

(v) The Promoters shall not be entitled to sell any Equity Shares below the Investor Price.

(vi) The Promoters do hereby confirm that the Articles above are not exhaustive and are in addition to, and without prejudice to the covenants, undertakings and Articles relating to the endeavours of the Promoters contained elsewhere in this Part II of these Articles.

(h) **Undertakings of the Company**

The Company hereby agrees and undertakes that all inter-company transactions amongst the Company, Subsidiaries and Promoter Group Companies will be carried on an arm's length basis.

92. Additional Issue and Transfer Obligations and Restrictions

Restrictions on the Promoters

In addition to the restrictions on issue and Transfer as elsewhere contained in Part II of these Articles, the following restrictions shall apply to the Transfer of Equity Shares held by the Promoters:

(a) **Right of Tag Along in the event of a sale by the Promoters**
In addition to the restrictions mentioned elsewhere in Part II of these Articles, the Promoters shall not sell their Equity Shares in the Company unless they have obtained the prior consent of the Investor and provided the Investor with a "tag-along right" as specified below;

(i) In the event the Promoters ("**Selling Promoters**") desire to sell any Equity shares of the Company (for the purpose of this sub-Article, called the "**Promoter Sale Shares**") the Promoters shall provide the Investor a right to sell the entire shareholding of the Investor held by them, as more particularly explained in this Article. If the Selling Promoters propose to sell any of the Equity Shares held by them to any person, then, the Selling Promoters shall give a written notice (the "**Tag-along Offer Notice**") to the Investor copied to the Company. The Tag-along Offer Notice shall state the Promoters Sale Shares proposed to be sold, the proposed price, the proposed date of consummation of the proposed sale and the proposed transferee, a representation that the proposed transferee stated in the Tag-along Offer Notice has been informed of the "tag-along right" and a representation that there is no other consideration which is not reflected in the Tag-along Offer Notice. The Investor shall be entitled to respond to the Tag-along Offer Notice by serving a written notice (the "**Response Notice**") on the Selling Promoter within 30 (thirty) calendar days after the date of receipt of the Tag-along Offer Notice (the "**Tag-along Offer Period**") requiring the Selling Promoter to ensure that the proposed transferee of the Promoter Sale Shares also purchases all the Investor's Equity Shares (**"Tag Along Shares"**), at the same price and on the same terms as are mentioned in the Tag-along Offer Notice.

(ii) The Promoters shall ensure that along with the Promoter Sale Shares, the proposed transferee also acquires Tag Along Shares specified in the Response Notice for the same consideration and upon the same terms and conditions as applicable to the Promoter Sale Shares. Such acquisition of the Promoter Sale Shares and the Equity Shares specified in the Response Notice shall be completed within thirty (30) calendar days of the receipt of the Response Notice, if the Investor has indicated that they want to tag along. The Selling Promoters shall not be entitled to sell or transfer any of the Promoter Sale Shares to any proposed transferee unless the proposed transferee simultaneously purchases and pays for the Tag Along Shares mentioned in the Response Notice in accordance with the provisions of this Article. The Investor will not be required to make any representation, provide any covenants or undertakings, grant any indemnifications or incur any obligations to the proposed transferee or any other Person other than a representation on the clear title without any Encumbrance on the Tag Along Shares. If the Investor does not deliver the Response Notice to the Selling Promoters prior to the expiry of the Tag-along Offer Period, the Selling Promoter shall be entitled to sell and transfer the Promoter Sale Shares to the proposed transferee mentioned in the Tag-along Offer Notice on the same terms and conditions and for the same consideration as is specified in the Tag-along Offer Notice upon the expiry of the Tag-along Offer Period, or upon indication by the Investor that they do not want to tag along. If completion of the sale and transfer to the proposed transferee does not take place within a period of 30 (thirty) calendar days following the expiry of the Tag-along Offer Period, the Selling Promoters' right to sell the Promoters' Sale Shares to such transferee shall lapse and the procedure of tag along shall once again become applicable to the Promoters' Sale Shares.

(iii) If the proposed transferee is not willing to purchase the Tag Along Shares of the Investor or, the proposed transferee is willing to purchase the Tag Along Shares but the Investor is not able to Transfer the Tag Along Shares to the proposed transferee on the terms offered by the proposed transferee on account of any regulatory reasons, the Investor will have a right to require the Selling Promoters to purchase the Tag Along Shares from the Investor in which event the Selling Promoters hereby agree and undertake to purchase the Tag Along Shares from the Investor and/or its Affiliates at the same price per Equity Shares as mentioned in the Tag-along Offer Notice prior to transfer of the Promoters Sale Shares to the proposed transferee. Provided, however, if the Selling Promoters are not willing to purchase the Tag Along Shares from the Investor and/or its Affiliates, then at the option of the Investor, the Selling Promoters shall not be entitled to sell any of the Promoters Sale Shares to the proposed transferee.

(iv) In the event the Investor requires any regulatory approvals for enabling a sale pursuant to the tag along, the period of time for the sale, if the Investor decides to tag along, shall be suitably extended.

Transfer by the Investor

(b) **Transfer Rights of the Investor**

(i) The Equity Shares held by the Investor will not be subject to lock-in at any point of time under any circumstances and will be freely tradable and the Investor shall have the right to sell their equity investment, without any restrictions to anybody or at any time, excluding those contained herein. The Investor shall not be required to pledge their holding of shares in the Company, or provide any guarantee or other support to any third party, including, but not limited to the lenders of the Company. Further, for the purposes of the IPO/offer for sale, or for any other purpose, the Investor shall not be a promoter.

(ii) Prior to September 30, 2011, Transfer of the equity shareholding of the Investor in the Company to any strategic investor, who is not a mere financial investor, would require the Promoters consent.

(iii) Subject to restriction as contained in Article 104(b)(ii) above, prior to September 30, 2011, the Investor shall be free to Transfer and/or otherwise dispose of their equity shareholding in the Company to any Person, provided that:

A. prior to September 30, 2009, the Investor can assign all its rights under the Shareholders' Agreement to the third party on Transfer of the equity shareholding in the Company, only if the Investor sells all or part of Equity Shares allotted to it in the Company to any third party, with the prior written approval of the Promoters; and

B. during the period commencing from September 30, 2009 to September 30, 2011, the Investor can assign all its rights under the Shareholders' Agreement to the third party on Transfer of the equity shareholding in the Company, only if the Investor sells all or part of the Equity Shares allotted to it in the Company to any third party after providing right of first refusal to the Promoters as provided below; and

C. the Investor can assign limited rights under the Shareholders Agreement, as mentioned in Clause 18 f(i)B of the Shareholders Agreement, at any time, on Transfer of the equity shareholding in the Company.

The rights transferred, as detailed above, will be exercised either by the Investor or the third party buyer.

(iv) Provided however that restrictions as mentioned above shall cease to apply on the completion of an IPO or on September 30, 2011, whichever is earlier, and shall also cease to apply on occurrence of a Default.

The Investor shall not be subject to any restrictive covenants arising out of any Promoters agreement and/or other agreements entered into by the Company, its Subsidiaries and its Promoters, unless mutually agreed to.

(c) **Right of First Refusal of the Promoters**

(i) After September 30, 2009 till September 30, 2011, if the Investor (the "**Transferring Shareholder**") wishes to Transfer to a third party its Equity Shares with all rights under Part II of these Articles, as detailed in Article 104(b)(iii)(B) above (the "**Offered Shares**"), the Transferring Shareholder shall send a written notice (the "**Transfer Notice**") to the Promoters (the "**Offeree**"), which notice shall state(i) the number of Equity Shares proposed to be transferred, (ii) the amount of the total proposed consideration for the Transfer (the "**Offer Price**") which shall be in money terms only, (iii) the proposed date of consummation of the proposed sale, a copy of the proposed transferee's (the "**Proposed Transferee**") written offer to purchase the Offered Shares; a representation that the Proposed Transferee has been informed of the "right of first refusal" provided in this, and (iv) a representation that there is no other consideration which is not reflected in the Transfer Notice. The Transfer Notice shall be irrevocable during the Offer Period (defined hereinafter) and shall constitute a binding offer by the Transferring Shareholder to sell the Offered Shares to the Offeree at the Offer Price in accordance with this Article.

(ii) For a period of 30 (thirty) calendar days after delivery of a Transfer Notice (the "**Offer Period**"), the Offeree shall have the right, exercisable by the Offeree through the delivery of an Acceptance Notice as provided in this Article, to purchase the Offered Shares at the Offer Price on the same terms and conditions as provided in the Transfer Notice.

(iii) In the event that the Offeree is desirous of exercising their right to purchase the Offered Shares, it/they shall do so by delivering a written notice of the same (an "**Acceptance Notice**") within the Offer Period to the Transferring Shareholder. An Acceptance Notice shall be irrevocable and shall constitute a binding agreement by such Offeree to purchase the Offered Shares at the Offer Price and otherwise on the same terms and conditions as provided in the Transfer Notice. The Offeree shall complete the purchase within 20 (twenty) calendar days after the date of the Acceptance Notice.

(iv) In the event the Offeree does not deliver the Acceptance Notice within the Offer Period, then, the Transferring Shareholder may Transfer the Offered Shares to the Transferee, provided, however, that (i) the price for the sale to the Proposed Transferee is at a price not less than the Offer Price and the sale is on terms and conditions no more favourable to the Transferring Shareholder than those set forth in the Transfer Notice, and (ii) the Transfer is made within 90 (ninety) calendar days after the expiry of the Offer Period plus any time that may be required for obtaining any applicable Governmental Approvals.

(v) If such a Transfer does not occur within 90 (ninety) calendar days after the expiry of the Offer Period plus any time that may be required for obtaining any applicable Governmental Approvals for any reason, the restrictions provided for herein shall again become effective.

<u>Other Terms</u>

(d) **Right to Further Subscription**
In the event the Company/the Subsidiary/the Joint Venture is desirous of issuing any additional shares to any prospective investor, upon finalisation of the terms of the subscription with such prospective investor, the Company/the Subsidiary/the Joint Venture shall offer the said finalised terms and conditions to the Investor and the Investor shall have the right, but not the obligation to subscribe to the additional shares (or part thereof) intended to be subscribed to by such prospective investor, but on the same terms and conditions as those offered and accepted in principle by such prospective investor.

(e) **More Favourable Terms**
In the event any rights or more favourable terms are granted by the Company and/or the Promoters to any existing and/or future equity investor which rights or terms are not available to the Investor pursuant to this Part II of these Articles or any Transaction Documents, such rights or terms shall also be available to the Investor.

(f) **Price Protection**
Notwithstanding anything contained in this Part II of these Articles and without prejudice to the other provisions of Part II of these Articles, the Company shall not issue any additional Equity Shares or have or permit an IPO/offer for sale, at a price lower than the Investor Price. Further, none of the direct or indirect shareholders of the Company of Subsidiaries of the Company shall issue fresh shares or have an IPO ahead of the Company IPO without specific consent of the Investor.

93. Employment

(a) The Company shall ensure that the employment agreements are executed with all the Promoter Directors and all key management personnel, from the post of Deputy General Manager ("**DGM**") and above, who may be appointed after the date of signing the Shareholders' Agreement. The terms of such employment agreements shall include the provisions relating to non-compete and confidentiality for 3 (three) months after the termination of employment.

(b) Any changes in the terms of the employment agreement signed between the Company and the Promoters will require the Investor written approval.

(c) Any appointment and/or termination of appointment of executive directors, Chief Executive Officer ("**CEO**") of the Company and its Subsidiaries shall be decided in consultation with the Investor.

(d) Appointment of Chief Financial Officer ("**CFO**") shall be completed by the Company within a period of 3 (three) months from the signing of the Shareholders' Agreement with the mutual consent of the Promoters and the Investor. Termination of CFO shall be in consultation with the Investor.

94. Rights of Monitoring and Compliance

(a) The Company, the Subsidiaries and the Joint Ventures shall satisfy the Investor of the physical progress as well as the details of the expenditure incurred as per the Business Plan. To this end, the Company, the Subsidiaries and the Joint Ventures undertakes to furnish to the Investor such information and data as may be required by the Investor.

(b) The Company, the Subsidiaries and the Joint Ventures shall furnish to the Investor or to their nominees such information and data as may be required by it from time to time for this purpose.

(c) Representatives of the Investor shall have free access to any of the Company's or the Subsidiaries' or the Joint Ventures' premises or offices or equipment yards with prior intimation through a nodal officer, appointed by the Company.

(d) The Company, the Subsidiaries and the Joint Ventures shall undertake to comply with all the regulatory requirements, ensure adherence to sound accounting practices and compliance with the Investor's guidelines on health, safety, environment and social issues.

95. CORPORATE GOVERNANCE

Investor Director(s)

(a) Each of the Company, the Subsidiaries and the Joint Ventures shall be managed by a Board, which shall exercise such powers and functions as are permitted under the Act and their respective Charter Documents.

The Investor shall be entitled to nominate 2 (two) directors on the Board of Directors of the Company and 1 (one) director on the Board of Directors of the Subsidiary and Joint Venture. The Investor Director(s) shall be non-retiring Director(s).The Investor Director(s) shall not be competitors and shall not be disqualified under any applicable laws to act as Director.

Subsequent to an IPO, till the time (a) shareholding of the Investor in the Company reduces below 5% (five percent) of the paid-up Equity Share capital of the Company, or (b) shareholding of the Investor falls below the 67% (sixty seven percent) of the Equity Shares subscribed by the Investor under the Share Subscription Agreement, the Investor shall have right to appoint 1 (one) non-retiring director on the Board of Directors of the Company.

(b) The Promoters and the Company acknowledge and agree that they shall endeavour to procure the appointment of an Investor Director on the Board of the Joint Venture. However, in case of any of the Joint Venture, the Investor's right to have 1 (one) non-retiring Investor Director will be applicable only when the Company has a right to appoint more than 2 (two) directors in such Joint Venture. In the event the Promoters and the Company are unable to procure the aforesaid right of the Investor to appoint a director, directly on the Board of a Joint Venture, the Company and the Promoters undertake that all decisions to be taken by the Company in relation to the joint venture in which Investor doesn't have representation shall get discussed first at the board meeting of the Company and that the Company's directors shall act accordingly in the board of such joint venture. Where a Joint Venture becomes a Subsidiary, then in such an event, the Investor rights shall be embodied in the articles of association of such Subsidiary and the rights shall be the same as in case of any other Subsidiary.

(c) The Company shall ensure that the Board has at all times a maximum of 8 (eight) directors including a minimum of 2 (two) independent directors. Further, appointment of independent directors shall be subject to mutual consent of the Investor and the Promoters. Each of the independent directors appointed shall be appointed for a period of 1 (one) year and their appointments will be considered at the next annual general meeting after their appointment. The Board composition of the Company on the Effective Date shall be 2 (two) non-retiring directors representing the Investor, 4 (four) directors representing the Promoters and Affiliates (including any employees of them), and 2 (two) independent directors.

(d) The Promoters shall, if required, vote and each Director of the Company shall exercise their powers, to facilitate the appointment/nomination/re-appointment/fresh appointment of the Investor Directors. No person other than the Investor shall be permitted to remove or replace at any time and for any reason (or no reason) the Investor Director(s) who has been elected to the Board of the Company. Provided that upon such removal of the Investor Director(s) by the Investor, the Investor shall be entitled to nominate another director to replace such director and such nominated director shall replace the Investor Director(s) so removed. Upon notice by the Investor to the Board of the Company of a new Investor Director(s), the Board of the Company shall appoint such new Investor Director(s) to fill the vacancy at its next meeting and prior to taking any other action including, without limitation, actions taken by written consent.

Meetings of Board

(e) The Board shall meet at least once in every 3 (three) months and the quorum for a Board Meeting shall require the presence of at least 1 (one) Investor Director or his/her alternate and one Promoter Director or his/her alternate. Provided that in the event no Investor Director is present at the meeting, then in such an event, the meeting shall stand adjourned to a date 7 (seven) calendar days hence (unless the Investor's Director has provided in writing their view on the Affirmative Vote Items, in which case the meeting may proceed on all the items including the Affirmative Vote Item, unless the Investor's Director has provided a negative vote on such Affirmative Vote Item). The Investor's Directors would be provided notice of such adjourned meeting well in advance. At such adjourned meeting, if still no Investor Director is present at such meeting, then the directors present shall constitute a quorum and the meeting shall proceed on all items except such Affirmative Vote Item which shall be treated as a deadlock event ("Deadlock Event"), unless the Investor Director has provided a negative vote on such Affirmative Vote Item prior to such meeting. In such an event, the Chief Executive Officer of the Board of Directors of the Investor (or if the Chief Executive Officer of the Board of Directors of the Investor is the Investor Director, then another senior employee of the Investor) and an individual Promoter shall attempt to resolve such deadlock through discussions and dialogue. In the event the matter is not so resolved within 15 (fifteen) calendar days from the commencement of the deadlock, the parties shall resolve the deadlock through arbitration as provided in the Part II of these Articles.

(f) The Board shall also appoint 1 (one) of the Investor Director or his/her alternate or his/her representative on any committee constituted by the Board, at the Investor discretion, including the following committees constituted by the Board, viz. Audit Committee, the Investment/Capex Committee, Remuneration Committee and Operation Review Committee. Capex/Investment committee will require Investor Director's Affirmative Vote for approvals. The Capex/Investment Committee will comprise the Investor Director and 2 (two) nominees from the Company. The charter of these committees shall be as set out in the Share Subscription Agreement and the Company shall not modify the charter of any of these committees without the prior written consent of the Investor.

(g) A minimum 15 (fifteen) calendar days prior, written notice shall be given to each Director (including an Investor Director) of any meetings of the Board (other than adjourned meetings, where shorter notice is to be provided as mentioned above) or of any Committee, accompanied by the detailed agenda for the meetings (unless the Investor Director shall have given prior written approval for a meeting called at shorter notice).

(h) It is hereby clarified that in the event any committee appointed by the Board proposes to make a decision, the committee shall not pass any resolution in relation to the same without obtaining the prior written approval of the Investor and at least one Promoter Director.

(i) Meetings of the Board shall take place at least once in every 3 (three) months. Notice of each such meeting accompanied by a written agenda specifying the business of such meeting and copies of all papers relevant for such meeting shall be given to each Director. Each meeting of the Board shall be held in India and the Board shall not, at any meeting adopt any resolution covering any matter that is not specified in the agenda for such meeting unless the parties/Director who would be required to approve an item have agreed in writing that such matter may be taken up.

(j) If permitted by the Act, the Directors may participate in Board Meetings by telephone or video conferencing or any other means of contemporaneous communication, provided each person taking part in the meeting is able to hear each other person taking part and provided further that each Director must acknowledge his presence for the purpose of the meeting and any Director not doing so shall not be entitled to speak or vote at the meeting.

(k) A written resolution circulated to all the Directors or members of committees of the Board, whether in India or overseas and signed by a majority of them as approved, shall (subject to compliance with the relevant requirements of the Act) be as valid and effective as a resolution duly passed at a meeting of the Board or committees of the Board, called and held in accordance with the Shareholders Agreement and these Articles (provided that it has been circulated in draft form, together with the relevant papers, if any to all the Directors); provided however that if the resolution proposed to be passed by circulation pertains to any of the Affirmative Vote Items, such circular resolution shall be valid and effective only if it has received the consent of the Investor Director.

(l) The reasonable costs of attendance of Investor Directors at Board Meetings (including costs of business class airfare, hotel accommodation and local transportation) shall be borne by the Company.

Affirmative Vote Items

(m) No action or decision relating to any of the matters specified in this Article, each an "**Affirmative Vote Item**") shall be taken by the Company or any of its Subsidiaries or any of its Joint Ventures, unless the consent of the Investor for such item has been obtained in writing and/or by the positive vote of the Investor/Investor Directors at any Board/general meeting where the Investor/Investor Director is present ("**Affirmative Vote**"). To the extent practical, the Company shall operationalize these rights through the Board of Directors of the Company. Insofar as the Joint Ventures or Subsidiary of the Company, wherein the Investor has no Board seat, those actions requiring the prior consent of the Investor in the aforementioned entities shall be approved at the Board Meeting of the Company and then the Directors of the Company in the Board of such Joint Venture/Subsidiary or the appointed representative of the Company in the shareholder meeting of such Joint Venture/Subsidiary shall vote accordingly to give effect to the Affirmative Vote exercised or refused by the Investor. In the event the operationalization of the rights through the Joint Ventures/Subsidiaries is not possible in the manner aforesaid, then they shall be operationalized in such other manner as may be required by the Investor.

(i) To pass any special resolution under the provisions of the Companies Act or any other applicable statute;

(ii) Making any investments by way of deposits, loans and advances or subscription to shares and debentures other than normal short term liquidity management treasury investments made as per the Investment Policy approved by the Board, including without limitation any investments in Joint Ventures and Subsidiaries;

(iii) Increasing, decreasing, restructuring or otherwise altering or modifying the share capital, including by way of issuing equity shares, preference shares, convertible securities, options (including ESOPs or any commitments of equity to employees), warrants or other equity linked or quasi equity instruments or rights or altering in any manner, the rights, benefits and privileges relating to any existing shares or such other securities or issuing any equity shares or other securities entitling the holder thereof to any rights or privileges disproportionate to that of its existing Equity Shares or corresponding securities or entering into any agreement or arrangement granting any conversion rights. It is hereby clarified that the consent of the Investor will be required for all matters relating to such issue, including timing, pricing and the nature of the instrument;

(iv) To undertake any IPO. It is hereby clarified that the consent of the Investor will be required for all matters relating to such IPO, including timing, pricing and the nature of the instrument;

(v) Availing or borrowing any funds or other working capital facilities or issuing any trade guarantees (fund based and non-fund based), in excess of the Business Plan;

(vi) Acquiring, creating or investing in any entity, subsidiary or future Joint Venture or permit any capital restructuring thereof;

(vii) Altering or revising the Business Plan; approving the annual plan and budget;

(viii) Any proposal relating to amalgamation, merger, de-merger, restructuring, capital restructuring or re-organising in any form whatsoever or acquiring any corporation or becoming party to any transaction having similar effect or entering into any joint ventures;

(ix) Winding-up and/or liquidating or taking any action in relation thereto or undertaking any transaction having similar effect;

(x) To capitalise any expenses cumulatively beyond ₹ 5,00,00,000 (Rupees Five crore) in any Financial Year;

(xi) Declaring or paying any dividend or other distribution by whatever name called, directly or indirectly, on account of any shares except to the extent permitted by and in accordance with the Dividend Policy;

(xii) Amending the Charter Documents, except as permitted or contemplated under the Shareholders' Agreement;

(xiii) Entering into any transactions, arrangements or agreements with the Promoters or an Affiliate of the Company, the Promoters or with any person related, associated or connected in any manner whatsoever with the Company, the Promoters or their Affiliates, including, relative of any employees or Directors of the Company or the Promoters including issuing or giving any guarantee, bond, indemnity or undertaking any similar transaction by whatever name called, in respect of, or to secure the liabilities or obligations (financial, performance or otherwise) of any such person.

(xiv) Appointment, termination, terms of contract, including tenure and performance of the Investor Director(s) or independent director(s);

(xv) Permit or approve the disposal of any shares of the Promoters and/or their nominees, without the prior permission of the Investor;

(xvi) Change the Accounting Year;

(xvii) Selling, transferring, licensing, creating a Lien on or in any way disposing of any substantial assets (other than cargo containers) during any Financial Year aggregating to the value of an amount exceeding ₹ 5,00,00,000(Rupees Five Crore only);

(xviii) Transfer/Sell/Vest any of the material contracts or any arrangements entered into for a value exceeding ₹ 5,00,00,000 (Rupees Five Crore only), other than in the normal course of business;

(xix) Appointing or changing the statutory auditor/internal auditor;

(xx) Any share buy-back by the Company;

(xxi) Any significant utilisation of funds for purposes other than the Business, other than as permitted in the Business Plan.

(n) After the successful completion of IPO and till such time the Investor sells more than 67% (sixty seven percent) of Equity Shares subscribed by the Investor or the Investor's shareholding in the Company drops below 5% (five percent), whichever is earlier, the Affirmative Vote Item shall mean the items (f), (g), (h), (q) and (l) (to the extent of protecting Investor's rights under the Shareholders Agreement) mentioned in this Article 94(n).

<u>Compliance with Applicable Laws:</u>

(o) The Company shall comply with all the applicable Laws including the various terms and conditions of all the maritime laws and conventions in all material respects.

(p) The Company shall undertake reasonable efforts to obtain all requisite environmental licenses and shall at all times comply with all applicable environmental Laws and with the terms and conditions of all environmental licenses and shall ensure that there are no circumstances likely to give rise to any modification, suspension or revocation of any environmental license obtained by the Company.

(q) The Company, at all times during the pendency of the Shareholders Agreement, shall make reasonable efforts to comply with the environmental, health, safety and social requirements with provisions of all applicable legislation and clearances issued thereunder, and shall, at all times, maintain documents to be able to demonstrate such compliance.

(r) The Company shall provide all necessary information, documents and access to the Investor or any consultant(s) appointed by the Investor or its Affiliates to carry out periodic environment & social monitoring and review ("**ESMR**") at the sole cost and expense of the Investor and make best efforts to ensure compliance with specified recommendations made by the Investor or such Affiliate following ESMR report.

(s) **CDC Business Principles**: Subject to the terms of the Shareholders Agreement, the Company shall, work towards ensuring that the Business shall be carried out in a way that it:

(i) provide safe and healthy working conditions for its employees and contractors;

(ii) encourages the efficient use of natural resources and promotes the protection of the environment;

(iii) treats all employees fairly in terms of recruitment, progression, remuneration and conditions of work, irrespective of gender, race, colour, language, disability, political opinion, age, religion or national/social origin;

(iv) allows consultative workplace structures and associations which provide employees with an opportunity to present their views to the management;

(v) takes account of the impact of its operations on the local community and seeks to ensure that potentially harmful occupational health, safety, environmental and social effects are properly assessed, addressed and monitored; and

(vi) Upholds high standards of business integrity and honesty, and operates in accordance with local laws and international good practice (including those intended to fight extortion, bribery and financial crime).

<u>Shareholder Meetings</u>

(t) All meetings of the shareholders of the Company, the Subsidiaries and the Joint Ventures shall be held in accordance with applicable law and their respective Charter Documents with at least 21 (twenty one) calendar days prior notice for such meeting or by shorter notice with the consent of members in accordance with applicable law. The quorum for a general meeting of the shareholders of the Company the Subsidiaries and the Joint Ventures shall be determined in accordance with applicable law and the Charter Documents and shall include a nominee of the Investor and the Promoters.

(u) At such meeting of the shareholders, in the event of any matters on the Agenda being Affirmative Vote Items where the Investor or any of them have refused to or not granted the Affirmative Vote on such Affirmative Vote Item, the Promoters shall ensure that they shall vote in such manner as may be required by the Investor on such items.

(v) No Affirmative Vote Items which are not discussed at the Board or for which the Investor has refused consent at a Board Meeting can be raised by the Company, the Subsidiaries or the Joint Ventures or the Promoters in a shareholders meeting. In the event, such Affirmative Vote Items for which the Investor has refused consent is raised in the shareholders meeting by any other Shareholder or third party, the Promoters shall vote as may be required by the Investor.

<u>Covenants</u>

(w) **Voting Covenants**

Each party hereby agrees and undertakes that the voting rights in respect of any Shares held by that party shall be exercised in accordance with and full compliance with the terms of the Shareholders Agreement and for the fulfilment of all obligations under the Shareholders Agreement and further that such party shall cause its nominees (if any) on the Board of the Company, the Subsidiaries and the Joint Ventures, to act and carry on their respective businesses and operations in accordance and full compliance with the terms of the Shareholders Agreement.

(x) **Information Covenants**

The Company, the Subsidiaries and the Joint Ventures shall be required to provide the following and such additional information as may be required by the Investor during the tenor of its holdings:

(i) Annual financial statements (including a balance sheet, income statement and cash flow statements) duly audited by the statutory auditors, within 90 (ninety) calendar days of the end of a Financial Year; unaudited annual financial statements within 45 (forty five) calendar days of the end of a Financial Year; and quarterly financial statements within 30 (thirty) calendar days of the end of each quarter in a Financial Year. The financial information shall be provided both segment-wise and consolidated manner. The audited annual financial statements for the Financial Years 2008 shall be provided to the Investor on or before September 30, 2008;

(ii) Unaudited monthly financial statements and monthly information statements as specified by the Investor, within 15 (fifteen) calendar days of the end of each month;

(iii) Proposed annual Business Plan for the fiscal year by March 15 of the preceding fiscal year, to be approved by the Investor in writing;

(iv) Details of any litigation (including any winding-up proceedings or notices under any enactment or regulation), proceedings or material dispute or adverse changes that impedes or which is likely to materially adversely affect its business or assets or otherwise or which is likely to involve a claim in excess of ₹ 2,00,00,000 (Two Crores only) of the net profit of the relevant entity;

(v) Details of any event of *force majeure* or any other event which would have a material effect on the Company's, the Subsidiaries' and/or the Joint Ventures' profits or business;

(vi) Such other financial and accounting reports and information as the Investor may reasonably request on a timely basis;

(vii) Copies of any reports submitted for purposes of regulatory compliance and of notices received or reports or notices submitted to any Governmental Authority;

(viii) Copies of any changes to licenses and material agreements;

During the tenure of these presents the representatives of the Investor will have access to any of the Company's or Subsidiaries' or Joint Ventures' premises and or offices after giving reasonable notice to the Company. Access shall also be permitted to the consultants, auditors, accountants, lawyers of each of the said entities from time to time, subject to maintaining confidentiality obligations in relations to confidential information.

Notwithstanding anything contained in these Articles, Part II of these Articles shall stand terminated automatically, immediately upon the listing and commencement of trading of the Equity Shares of the Company on the Stock Exchanges subsequent to the Completion of the IPO.

(y) **Statutory Auditors and Special Audit**

(i) Removal of the statutory auditor shall also be with the consent of the Investor.

(ii) The Investor shall be entitled to appoint a special auditor ("**Special Auditor**"), who will undertake a periodic and regular audit, at the discretion of the Investor. The cost of the special audit will be borne by the Investor.

96. EXIT FOR INVESTOR

IPO Obligations

(a) The Company and the Promoters shall cause a listing of the Equity Shares of the Company by way of an IPO with the necessary consent of the Investor as required under the Affirmative Vote Item mentioned in Article 94(m), to occur prior to the IPO Cut-off Date.

(b) In the event the Company fails to complete an IPO or a listing as explained above in Article 95(a) before the IPO Cut-off Date, the Company/the Promoters shall facilitate an Offer for Sale/Initial Public Offering in India and/or abroad (as may be requested by the Investor) wherein at the discretion of the Investor, the Company shall issue new shares and/or the Promoters shall offer for sale shares, if any, required, to ensure compliance with the applicable regulations. All costs related to such listing shall be borne by the Company or the Promoters. The Investor may also offer their shares for sale at the time of IPO. The Company/the Promoters shall complete all/compliances necessary formalities to ensure the listing. The valuation, timing, mode and exchange of the listing shall be decided by mutual consent of the Investor and the Company/the Promoters. The Parties agree that all costs and expenses relating to or in connection with the IPO shall be borne by the Company, and the selling shareholders in the IPO in the manner as required under applicable law and as agreed between the Company and the selling shareholders.

(c) In the event the Company/the Promoters fails to complete an IPO/Offer for Sale or a listing as explained above in the Article 91(b)(iv) before September 30, 2011, at the option of the Investor, the Company or the Promoters shall acquire the Investor's equity shares subject to applicable provisions of the Act, within a period of one year i.e. before September 30, 2012. The purchase price ("**Buy-back Price**") of shares by the Company or the Promoters shall be the price determined pursuant to the valuation of shares by the agency selected by Investor from a panel of independent valuation agencies. The panel will comprise, Kotak, E&Y, KPMG and IDFC SSKI. The decision of whether the acquisition shall be done by the Promoters or in the form of a share buyback by the Company or a combination of the two, shall be determined by mutual consent of the Investor and the Promoter.

(d) The Company and the Promoters shall agree and undertake that they shall, without any recourse to the Investor whatsoever, at the cost of the Company (i) obtain all the relevant approvals, statutory or otherwise that are necessary to provide an exit as above to the Investor, and (ii) complete such process, as the case may be. The Investor shall provide cooperation as may be reasonably requested to enable the filing for or obtaining of such approvals.

(e) For the purpose of the IPO/Offer for Sale, the Promoters shall be the Promoters, as required under regulations/listing requirements and shall provide all necessary undertakings/lock-in support for the successful completion of the same.

(f) Post-listing, prior to divesting their shares, the Investor, at their sole discretion, may provide the Promoters, an option to buy the shares under divestment, at a price offered by the Investor, subject to compliance with the extant regulations.

(g) In the event the Company/the Promoters fails to complete the buyback of the Equity Shares of the Investor as explained above in Article 90(f) before September 30, 2012, the Investor shall at its discretion have the right to drag along the shares of the Promoters as provided in Article 95(h) below.

Drag Along Rights of the Investor

(h) **IPO-Default event**

(i) Notwithstanding anything contained in these Articles and the Shareholders Agreement and without prejudice to the other provisions of these Articles and the Shareholders Agreement, in the event that the Investor is unable to exit the Company prior to

September 30, 2012, the Investor shall at their discretion have the right to require the Promoters to sell their equity shareholding in the Company to such Person as may be identified by the Investor ("**the IPO Default Drag Along Right**"). The drag along right would be available to require the sale of as many shares of the Promoters that will be necessary to facilitate a sale of the Investor's Equity Shares to a third party buyer. The Promoters shares that are dragged along (offered for sale) will be sold on the same terms and conditions as those applicable to the Investor. If the Investor intends to exercise their drag-along right, the Investor shall intimate the same to the Promoters.

(ii) If the aggregate sale of Equity Shares proposed to be sold by the Investor (Investor's Equity Shares plus Equity Shares of the Promoters to be dragged under this Article) by exercising the drag along right as mentioned above exceeds 51% (fifty one percent) of the Equity Share capital of the Company, the Investor's Equity Shares shall be first offered to the Promoters.

(iii) If the Promoters accept the offer within a period of 30 (thirty) calendar days of receiving such intimation to acquire or arrange to acquire the entire shares held by the Investor, the Promoters will get further 15 (fifteen) calendar days for payment of consideration and completion of the transfer of the Investor's Equity Shares. It shall be in the sole discretion of the Promoters to accept such offer or refuse such offer.

(iv) If the Promoters do not accept the offer within a period of 30 (thirty) calendar days of receiving such intimation to acquire or arrange to acquire the entire shares held by the Investor, the Investor will have the right to call upon the Promoters to sell their Equity Shares (or such number as may be identified by the Investor) pursuant to the drag along right. The Promoters shall provide such representations, warranties and indemnities to the proposed acquirer as would be normally expected in case of a sale of a company by the existing management.

(i) **Default Event**

Notwithstanding anything contained in this Part II of these Articles and without prejudice to the other provisions of this Part II of these Articles, in the event of a Default, the Investor shall at their discretion have the right to require the Promoters to sell their equity shareholding in the Company to such Person as may be identified by the Investor ("**the Default Drag Along Right**"). The drag along right would be available to require the sale of as many shares of the Promoters that will be necessary to facilitate a sale of the Investor's Equity Shares to a third party buyer. The Promoters shares that are dragged along (offered for sale) will be sold on the same terms and conditions as those applicable to the Investor. If the Investor intends to exercise their drag-along right, the Investor shall intimate the same to the Promoters.

<u>Rights on Default</u>

(j) The event of (i) any material default/breach by the Company, a Subsidiary, Joint Venture or the Promoters of any of the provisions of Transaction Documents; or (ii) the finding of the any audit or investigation by the Investor revealing that the affairs of the Company, a Subsidiary or any Joint Venture are conducted fraudulently or (iii) material breach of any of the material representations, warranties or covenants contained in the Transaction Documents by the Company, its Subsidiaries, its Joint Ventures and/or the Promoters shall be termed as a Default.

(k) The Company, Subsidiaries, Joint Venture and the Promoters shall take any and all steps to remedy the Default (if possible of rectification or remedy) within a period of 30 (thirty) calendar days from the date of notice of Default and remedy the same and the consequences of Default under this Article shall come into operation only, but immediately upon the expiry of the 45 (forty five) calendar days period and in the event the Default remains unremedied or unrectified in that period.

(l) On the occurrence of a Default and upon the failure to remedy the same, as more particularly set out above, without prejudice to any other rights of the Investor as contained in this Part II of these Articles and any Transaction Documents, the Investor shall have the right to call upon the

Promoters/Company to acquire/buy-back the Equity Shares held by the Investor at a price which is equal to the price which shall give the Investor an internal rate of return of 25% (twenty five percent) per annum over the Subscription Proceeds paid by the Investor to the Company.

(m) Upon the occurrence of any Default all of the Investor's obligations under these Articles and the Shareholders Agreement, shall cease to be applicable to the Investor. It is hereby clarified that nothing shall affect the rights of the Investor in the event of the occurrence of a Default. Further in the event of Default, the Investor has the Default Drag Along Right as detailed in Article 00 above.

(n) The remedies provided in the event of a Default in this Article are not exhaustive and are without prejudice to the rights and remedies of the Investor available under this Part II of these Articles and the Transaction Documents and as available under law in the event of a Default.

97. Indemnification

(a) Notwithstanding anything contained in these Articles, the Company and the Promoters shall jointly and severally indemnify the Investor and/or each officer, director (subject to applicable law), employee, agent and hold them harmless and keep them at all times fully indemnified and held harmless from and against all actions, proceedings, claims, liabilities (including statutory liability), losses, expenses, penalties, demands and costs (including reimbursement of any reasonable attorney fees) arising directly or indirectly as a result of any breach of or non-performance by the Company or the Promoters of any of their undertakings, warranties or obligations under these Articles and the Transaction Documents.

(b) Notwithstanding the above, in the event of any liability (including any penalty that may be levied) that may arise as a consequence of any Tax matters, excluding the matters provided in Article 96(c) below, whether currently pending (disclosed or undisclosed as part of the Disclosure Letter) or as a consequence of any violation of laws relating to Taxes or otherwise, but arising out of any matters prior to the Closing Date the provisions of Article 96(a) would not apply and the Company shall and the Promoters shall cause the Company to indemnify the Investors in the manner set out below:

(c) In the event there is any pay-out by the Company consequent to or in relation to any or all such Tax liability (on a cumulative basis) and such pay-out (whether in the form of a deposit or otherwise) is lower than or equal to an amount of ₹ 2,00,00,000/- (Rupees Two Crores only), then in such an event there would be no adjustment in the manner set out below.

(d) In the event there is any pay-out by the Company consequent to or in relation to any or all such Tax liability (on a cumulative basis) and such pay out (whether in the form of a deposit or otherwise) is in excess of an amount of ₹ 2,00,00,000/- (Rupees Two Crore Only), then in such an event there would be a further issue of equity share capital by the Company to the Investors as follows:

   (i) First, the pre-money valuation of the Investor would be taken, which is a combined Company and Promoter Group Company valuation of ₹ 411,00,00,000 (Rupees Four Hundred Eleven Crore only).

   (ii) From this amount the total pay-out by the Company consequent to or in relation to any or all such Tax Liability (after subtracting an amount of ₹ 2,00,00,000/- Two Crore only therefrom) would be subtracted to arrive at the adjusted pre money Company and Promoter Group Company valuation (hereinafter "**the Adjusted Pre Money Valuation**").

   (iii) Thereafter the Subscription Amount (numerator) would be expressed as a percentage of the sum of Adjusted Pre Money Valuation and the Subscription Amount (denominator) (i.e. Subscription Amount/(the Adjusted Pre Money Valuation plus the Subscription Amount).

   (iv) The percentage so arrived at would be the Adjusted Investor Equity Share holding Percentage that the Investor would be required to hold in the Company.

(v) Accordingly to enable the Investor to reach this percentage, additional fresh Equity Shares of the Company would be issued to the Investor at par (₹ 10/- per share).

(vi) Provisions of Article 96(d) are explained through an illustration in Part A of Schedule IX to the Share Subscription Agreement.

(vii) Notwithstanding what is contained in Article 96(d) above, there would be no adjustment after the completion of an IPO.

(e) Notwithstanding anything contained in the Share Subscription Agreement, in case of any adjustments/deductions/provisions relating to (i) tax liability arising due to disallowance of the pre-tax cash transfer, made to MCL, at any or all of the respective Overseas Agency Companies wherein such pre-tax cash receipt was accounted for in MCL accounts for the Financial Year 2008, and/or (ii) provision for doubtful debtors (at least INR 30 million) (together termed as "**FY08 Adjustments**") which are carried out while finalising the audited financial statements of the Company and the Promoter Group Companies, which results in the Pre-Adjustment PAT to go below ₹ 19,00,00,000 (Rupees Nineteen Crore only), the provisions of Article 96(e)(i) would not apply and the Company shall, and the Promoters shall cause the Company to indemnify the Investors in the manner set out below. For the purpose of this Article "Pre-Adjustment PAT" means consolidated PAT for the Company and the Promoter Group Companies prior to FY08 Adjustments:

(i) There would be a further issue of equity share capital by the Company to the Investors as follows:

A. First, the pre-money valuation of the Investor would be taken, which is a combined Company and Promoter Group Company valuation of ₹ 411,00,00,000 (Rupees Four Hundred Eleven Crore).

B. From the above, the following adjustment value is subtracted to arrive at the adjusted pre money Company and Promoter Group Company valuation (hereinafter "**the Adjusted Pre Money Valuation I**").

C. If Pre-Adjustment PAT is less than ₹ 19,00,00,000 (Rupees Nineteen Crore only), then the adjustment value is equal to the extent of FY08 Adjustments.

D. If Pre-Adjustment PAT is greater than ₹ 19,00,00,000 (Rupees Nineteen Crore only), then the adjustment value is ₹ 19,00,00,000 (Rupees Nineteen Crore only) minus (Pre-Adjustment PAT minus FY08 Adjustments).

(ii) Thereafter the Subscription Amount (numerator) would be expressed as a percentage of the sum of Adjusted Pre Money Valuation I and the Subscription Amount (denominator) (*i.e.* Subscription Amount/(the Adjusted Pre Money Valuation I plus the Subscription Amount).

(iii) The percentage so arrived at would be the Adjusted Investor Equity Share holding Percentage I that the Investor would be required to hold in the Company.

(iv) Accordingly to enable the Investor to reach this percentage, additional fresh Equity Shares of the Company would be issued to the Investor at par (₹ 10/- per share).
Provisions of Article 96(e) are explained through an illustration in Part B of Schedule IX to the Share Subscription Agreement.

(v) The Promoters and the Company shall not be liable to indemnify the Investor under this Article 96(e) in case the Audited consolidated PAT for the Company and the Promoter Group Companies is lower than ₹ 19,00,00,000 (Rupees Nineteen Crore) due to any other adjustments/deductions/provisions other than specifically mentioned in this Article 0.

(vi) Notwithstanding what is contained in Article 96 above, there would be no adjustment after the completion of an IPO.

(f) Part C of Schedule IX to the Share Subscription Agreement provides the methodology for computation of Adjusted Investor Equity Share holding Percentage II in the event of simultaneous occurrence of events contained in Article above, prior to IPO.

(g) Part D of Schedule IX to the Share Subscription Agreement provides the methodology for computation of Adjusted Investor Equity Shareholding Percentage III in the event of change in the Investor shareholding during the tenor of its investment, prior to IPO.

(h) This Article 0 shall survive the termination of the Shareholders Agreement.

Post IPO Rights

(i) After the completion of the successful IPO, save and except the rights of the Investor under this Part II of these Articles as expressly agreed to continue to be available to the Investor, all other rights of the Investor under this Part II of these Articles shall cease to be available the Investor.

No Restitution Rights:

(j) So long as the Investor hold any Equity Shares in the Company, the Promoters hereby agree and undertake that none of the Promoters shall claim any restitution from the Company in relation to any payments that may be made by them to the Investor and/or their Affiliates pursuant to the terms of the Transaction Documents.

Joint Ventures and Subsidiaries

(k) As and when a new Subsidiary is created or acquired or a Joint Venture is created or acquired, in accordance with and subject to the provisions of the Shareholders Agreement, the Company and the Promoters shall ensure that (a) where a Subsidiary is created or acquired, the Subsidiary forthwith executes a Subsidiary Deed of Adherence in a format required by the Investor, agreeing to adhere to the obligations of Subsidiaries under and pursuant to the Transaction Documents. The said Subsidiary shall also amend its memorandum and articles of association in a manner required by the Investor to incorporate the rights of the Investor under the Transaction Documents in the memorandum and articles of association of such Subsidiary (b) where a Joint Venture is created or acquired, the Joint Venture shall execute such a board resolution in a manner required by the Investor and provide to the Investor certified true copies of such resolution acknowledging and accepting the existence of the Transaction Documents and that they recognise and shall provide due cognizance to all the rights of the Investor in relation to the said Joint Venture under the Transaction Documents, unless otherwise agreed to by the Investor.

98. Governing Law and Dispute Resolution

(a) These Articles and the Shareholders Agreement and the transactions contemplated there under shall be governed by the laws of India.

(b) All disputes and differences that may arise between the parties to the Shareholders Agreement with regard to any obligations of the parties to the Shareholders Agreement or with regard to the interpretation of the Shareholders Agreement, shall be referred to a panel of three arbitrators one to be appointed by the Investor, the second to be appointed by the Company and the third to be appointed by the two arbitrators so appointed. The arbitration shall be laws of India and shall be conducted under the provisions of the Arbitration and Conciliation Act, 1996. The place of arbitration shall be Mumbai and the arbitration shall be conducted in English.

(c) Subject to the Article 97(b) above, the parties agree to be subject to the exclusive jurisdiction of the courts in Mumbai, including for the purpose of appointment of arbitrators pursuant to section 11 of the Arbitration and Conciliation Act, 1996.

(d) Any Award rendered upon such arbitration shall be final and conclusive and binding on the parties.

(e) The parties further agree that the arbitrators shall also have the power to decide on the costs and reasonable expenses (including reasonable fees of the counsel) incurred in the arbitration and award interest up to the date of the payment of the award.

(f) Costs of arbitration shall be borne by each of the parties equally, unless otherwise awarded by the arbitrator.

(g) This Article 97 shall survive even after the successful completion of IPO and termination of the Shareholders Agreement.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10.00 a.m. and 5.00 p.m. on all Working Days (Monday to Friday) from the date of the Draft Red Herring Prospectus until the Bid/Offer Closing Date.

A. Material Contracts for the Offer

1. Offer Agreement dated March 28, 2016 between our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated March 23, 2016 between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow Agreement dated [●] between our Company,the Selling Shareholders, the BRLMs, the Anchor Escrow Collection Bank, the Public Offer Bank, the Refund Bank, the Syndicate Members and the Registrar to the Offer.

4. Syndicate Agreement dated [●] between our Company, the Selling Shareholders, the BRLMs and Syndicate Members.

5. Underwriting Agreement dated [●] between our Company, the Selling Shareholders, the BRLMs and the Syndicate Members.

6. Share Escrow Agreement dated [●] between the Selling Shareholders, our Company and the Escrow Agent.

7. Tripartite Agreement dated February 18, 2016 between our Company, NSDL and Registrar to the Offer.

8. Tripartite Agreement dated February 12, 2016 between our Company, CDSL and Registrar to the Offer.

B. Material Documents in relation to the Offer

1. Certified copies of the updated Memorandum and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated December 1, 1989 in the name of Seaways Shipping Services Private Limited.

3. Fresh certificate of incorporation issued by Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated October 12, 1995, as Seaways Shipping Limited consequent on change of name.

4. Fresh certificate of incorporation issued by Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated October 16, 1995, as Seaways Shipping Limited consequent upon conversion under Section 31/44 of the Companies Act, 1956

5. Fresh certificate of incorporation issued by Registrar of Companies, Andhra Pradesh, Hyderabad (now Telangana) dated June 17, 2010, as Seaways Shipping and Logistics Limited consequent upon change of name.

6. Resolution of the Board of Directors dated March 10, 2016 in relation to the Fresh Issue and other related matters.

7. Shareholders' resolution dated March 10, 2016 in relation to the Fresh Issue and other related matters.

8. Approval dated March 14, 2016 of the investment committee of IDFC PE approving the Offer for Sale.

9. Shareholders resolution dated March 27, 2015 for re-appointment of Capt. Parvataneni Venkata Krishna Mohan as the Chairman and Managing Director of our Company.

10. Shareholders resolution dated June 26, 2015 for re-appointment of Parvataneni Sarat Kumar as a Whole Time Director of our Company.

11. Shareholders resolution dated June 26, 2015 for re-appointment of Parvataneni Vivek Anand as a Whole Time Director of our Company.

12. The reports of the Statutory Auditors, on our Company's Restated Standalone Summary Statements and Restated Consolidated Summary Statements, included in this Draft Red Herring Prospectus.

13. Statement of Tax Benefits dated March 23, 2016 from our Statutory Auditors.

14. Copies of annual reports of our Company for fiscal years 2011, 2012, 2013, 2014 and 2015.

15. Consent of Directors, BRLMs, Syndicate Members*,Domestic Legal Counsel to the Offer, Registrar to the Offer, Anchor Escrow Collection Bank*, Public Offer Bank*, Refund Bank(s)*, Bankers to our Company, Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.

16. Consent of the Statutory Auditors to include their names as experts in relation to their reports on the Restated Consolidated Summary Statements and the Restated Standalone Summary Statements dated March 16, 2016, and the statement of tax benefits dated March 23, 2016 included in this Draft Red Herring Prospectus.

17. Due Diligence Certificate dated March 28, 2016 addressed to SEBI from the BRLMs.

18. In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

19. Share subscription agreement and shareholders' agreement and amendment agreement dated March 21, 2016 between our Company, Capt. Parvataneni Venkata Krishna Mohan, Parvataneni Sarat Kumar, Parvataneni Vivek Anand, Ratakondla Ramesh, and IDFC PE.

20. Memorandum of understanding between Seaways Shipping Limited and Western Overseas Corporation.

21. Scheme of Amalgamation and Arrangement between our Company and Maxicon Shipping Agencies Private Limited, Seamaster Shipping and Logistics Private Limited, and Seabird Sea and Air Logistics Private Limited.

22. Scheme of Amalgamation between our Company and Levan Marine Services Private Limited.

23. Certificate by M/S M M Reddy & Co., Chartered Accountant(s) in relation to utilisation of loan facilities for the purpose for which it was granted.

24. SEBI observation letter No. [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

**The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956 (to the extent applicable), Companies Act, 2013 and the rules/ guidelines/ regulations issued by the Government or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956 (to the extent applicable), Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Capt. Parvataneni Venkata Krishna Mohan

____

Parvataneni Sarat Kumar

____

Parvataneni Vivek Anand

____

Mohandas Karunakaran Nair

____

Prasad Gadkari

____

Anupam Ghulati

____

Dr. Tuktuk Ghosh-Kumar

____

Raghu Ramaiah Kaveti

____

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Chirravuri Subrahmanya Leeladhar

____

Date: March 28, 2016
Place: Hyderabad

DECLARATION

We, IDFC Private Equity Fund II, certify that all statements and undertakings made by us in this Draft Red Herring Prospectus in relation to ourselves or in connection with the Equity Shares offered by us in the Offer for Sale in this Draft Red Herring Prospectus, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Name

Authorized signatory on behalf of

IDFC Private Equity Fund II
(acting through its investment manager IDFC Private Equity Company Limited)

Date: March 28, 2016

DECLARATION

I, Parvataneni Sudha Mohan, declare and certify that all statements and undertakings made by me in this Draft Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in this Draft Red Herring Prospectus, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Name: Parvataneni Sudha Mohan
Date: March 28, 2016

DECLARATION

I, Parvataneni Prasanthi, declare and certify that all statements and undertakings made by me in this Draft Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in this Draft Red Herring Prospectus, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Name: Parvataneni Prasanthi
Date: March 28, 2016

DECLARATION

I, Parvathaneni Vishwa Ratan, declare and certify that all statements and undertakings made by me in this Draft Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in this Draft Red Herring Prospectus, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Name: Parvathaneni Vishwa Ratan
Date: March 28, 2016

DECLARATION

I, Parvataneni Vivek Anand, declare and certify that all statements and undertakings made by me in this Draft Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in this Draft Red Herring Prospectus, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Name: Parvataneni Vivek Anand
Date: March 28, 2016

DECLARATION

I, Parvathaneni Divya, declare and certify that all statements and undertakings made by me in this Draft Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in this Draft Red Herring Prospectus, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Name: Parvathaneni Divya
Date: March 28, 2016

DECLARATION

I, Ratakondla Ramesh, declare and certify that all statements and undertakings made by me in this Draft Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in this Draft Red Herring Prospectus, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Name: Ratakondla Ramesh
Date: March 28, 2016