



THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OR SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.



BLUE WATER LOGISTICS LIMITED

CIN: U63030TG2022PLC165815

Our Company was originally incorporated as a Partnership Firm in the name of “Blue Water Logistics” on April 16, 2010. Subsequently our Partnership firm converted into Private Limited Company under the name of “Blue Water Logistics Private Limited” on August 22, 2022 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Subsequently, the status of the Company was changed to Public limited Company and the name of our Company was changed to “Blue Water Logistics Limited” vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on May 30, 2024. The fresh certificate of incorporation consequent to conversion was issued on July 25, 2024 by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U63030TG2022PLC165815.

Registered Office: H. No. 8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara,
Road No. 3, Banjara Hills, Hyderabad, Telangana-500034, India;

Tel: +91 8341101774; **E-mail:** investors@bwl.co.in ;

Website: www.bwl.co.in ; **Contact Person:** Ms. Priya Bharat Dholu, Company Secretary and Compliance Officer;

**THE PROMOTERS OF OUR COMPANY ARE MR. LAXMI NARAYAN MISHRA, MR. LALIT PANDA,
MS. MADHUSMITA MOHANTY AND MS. SUPRIYA MISHRA**

INITIAL PUBLIC OFFER OF UPTO 30,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE “EQUITY SHARES”) OF BLUE WATER LOGISTICS LIMITED (“OUR COMPANY” OR “BLUE WATER” OR “BWL” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”), OF WHICH UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 250 OF THE DRAFT RED HERRING PROSPECTUS.

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED JANUARY 21, 2025: NOTICE TO THE INVESTORS (“THE ADDENDUM”)

In this regard, the Investor should note that certain updates and modifications has been made in chapters of the Draft Red Herring Prospectus as per the instruction of the NSE and such updates and modifications are being presented to the Investors for their information and reference by way of this Addendum to the Draft Red Herring Prospectus. The following chapters have been modified:

Potential investor may note the following:

1. The Section titled “*Risk Factors*” beginning on page 29 of the Draft Red Herring Prospectus has been updated.
2. The Chapter titled “*General Information*” beginning on page 66 of the Draft Red Herring Prospectus has been updated.
3. The Chapter titled “*Object of the Issue*” beginning on page 86 of the Draft Red Herring Prospectus has been updated.
4. The Chapter titled “*Basis of Issue Price*” beginning on page 96 of the Draft Red Herring Prospectus has been updated.
5. The Chapter titled “*Our Business*” beginning on page 122 of the Draft Red Herring Prospectus has been updated.
6. The Chapter titled “*History and certain Corporate Matters*” beginning on page 154 of the Draft Red Herring Prospectus has been updated.
7. The Chapter titled “*Our Management*” beginning on page 157 of the Draft Red Herring Prospectus has been updated.
8. The Chapter titled “*Restated Financial Statements*” beginning on page 180 of the Draft Red Herring Prospectus has been updated.
9. The Chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 215 of the Draft Red Herring Prospectus has been updated.
10. The Chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 227 of the Draft Red Herring Prospectus has been updated.
11. The Chapter titled “*Government and other Statutory Approvals*” beginning on page 235 of the Draft Red Herring Prospectus has been updated.
12. The Chapter titled “*Other Regulatory and Statutory Disclosures*” beginning on page 240 of the Draft Red Herring Prospectus has been updated.
13. The Section titled “*Main Provisions of the Articles of Association*” beginning on page 291 of the Draft Red Herring Prospectus has been updated.
14. The Chapter titled “*Material Contracts and Documents for Inspection*” beginning on page 328 of the Draft Red Herring Prospectus has been updated.

The above is to be read in conjunction with the Draft Red Herring Prospectus and accordingly their references in the Draft Red Herring Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately

TABLE OF CONTENTS

SECTION III – RISK FACTORS	1
SECTION IV – INTRODUCTION	17
GENERAL INFORMATION	17
SECTION V – PARTICULARS OF THE ISSUE	18
OBJECTS OF THE ISSUE	18
BASIS FOR ISSUE PRICE	22
SECTION VI – ABOUT THE COMPANY	23
OUR BUSINESS	23
HISTORY AND CERTAIN CORPORATE MATTERS	26
OUR MANAGEMENT.....	27
SECTION VII – FINANCIAL INFORMATION	28
RESTATED FINANCIAL STATEMENTS	28
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	29
SECTION VIII – LEGAL AND OTHER INFORMATION	33
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	33
GOVERNMENT AND OTHER STATUTORY APPROVALS	35
OTHER REGULATORY AND STATUTORY DISCLOSURES	36
SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION	37
SECTION XI – OTHER INFORMATION	38
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	38
DECLARATION	39

SECTION III – RISK FACTORS

The section titled “*Risk factors*” on page 29 of the Draft Red Herring Prospectus has been updated as:

1. Majority of our Revenue from operation is derived from our ocean freight services. Any disruption in the continuous operations of our services in ocean freight segment would have a material adverse effect on our business, results of operations and financial.

A significant portion of our revenue is derived from our ocean freight services, which constitutes a substantial part of our operations. Our revenue from ocean freight services contributes 83.76%, 76.26%, 84.32% and 80.97% of our revenue from operations for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively. As a result, any disruption in the uninterrupted operations of our ocean freight services could have a material adverse effect on our business, financial condition, results of operations, and future prospects. Timely delivery of consignments is an important factor in our business and any interruptions to the continuous operation of our freight services would negatively impact our ability to fulfil customer commitments. Such disruptions may arise due to a variety of factors, including but not limited to, natural disasters, adverse weather conditions, machine breakdowns, fires, terrorism, labor disputes, regulatory or government-imposed restrictions or other unforeseen events. In particular, if we experience disruptions at key facilities including ports or custom freight stations, our ability to meet customer demand and delivery timelines may be significantly affected. Such interruptions may increase our costs and reduce our sales and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

2. Delay in Customs House Clearance Services may adversely affect our business operations and reputation with our customers.

We recently obtained the Custom House Agent (CHA) license from the Central Board of Indirect Taxes and Customs (CBIC) on February 06, 2025, under license number AALCB0113D. Prior to acquiring this license, the company relied on third-party Custom House Agents to handle customs clearance services necessary for the import or export of goods at customs houses. With the new CHA license, we can now provide these services independently, under our own name. However, any delays in the provision of customs clearance services may negatively impact the timely delivery of our goods leading to customer dissatisfaction. In such cases, we may be required to compensate customers for any losses incurred due to such delays. Moreover, the CHA license is issued for a fixed term, and we must meet specific conditions to ensure its renewal. If the license is not renewed or if we face regulatory actions that affect our ability to operate, it could cause disruptions in the customs clearance process. In any such instances, we would need to seek alternative solutions or engage other Custom House Agents to maintain the timely clearance of our consignments. Any such disruptions could significantly affect our business operations and harm our reputation with customers.

3. We depend on our third-party service providers and vendors/suppliers in certain aspects of our operations and unsatisfactory services provided by them or failure to maintain relationships with them could disrupt our operations.

Our business relies heavily on various intermediaries such as shipping companies, custom house agents, vendors, port authorities and other logistic service providers, to facilitate our operations smoothly. We also depend on our network of overseas agents for cargo handling, transportation and timely delivery at the destination and load port for export cargo and import cargo respectively. However, the performance of these third-party service providers and vendors may not always meet our expectations, leading to disruptions in our business operations and potential damage to Company’s reputation. Further, certain assets necessary for our business operations such as moving equipment, cargo containers, vehicles, container freight stations and labour are managed through third parties. Any interruptions or failures in the timely supply of these assets could negatively impact our operations. Further, we may not have any control over the servicing and maintenance of these transport assets. Any non-availability or delays in obtaining transport assets or breakdowns or service interruptions may result in loss of orders or delays in delivery of goods, any of which could lead to customer dissatisfaction and loss of business. Moreover, disputes with third-party service providers can also strain our relationships with them and our customers. There have been no instances in the past that have had a significant impact on our operations, however if any of the foregoing risks materialize, our business, operations, reputation, financial condition, results of operations and cash flows may be adversely affected.

Currently we have 20 (Twenty) owned vehicles and the remainder of the turnover is booked through hired vehicles for our surface freight operations. Our Company is dependent on hiring of additional trucks from third parties because of various factors like volume of orders and tight delivery schedules, nature of goods to be transported and customers’ preference. This involves risk as availability of third-party vehicles may be uncertain during periods of high demand. In addition, we do not have any control over the servicing and maintenance of these vehicles. Although our company has multiple third-

party vehicle suppliers and have not faced any major loss in the past due to non-availability of hired vehicles, we cannot assure you that this will have no adverse impact in future.

4. There may be possible conflicts of interest between us and our Promoters or Promoter Group or our Group Company, or with entities in which our Promoters & directors are interested. Our Promoters, Directors and Key Managerial Personnel and Senior Management may have interest in our Company, other than reimbursement of expenses incurred, remuneration or other benefits received.

We may face conflicts of interest relating to our Promoter and certain Promoter Group entities. Our Promoter Group entities includes M/s. BWL Express Cargo Limited and M/s. Moonglade Shipping and Logistics Private Limited which are engaged in similar line of business. We have entered into a non-compete agreement with BWL Express Cargo Limited on April 23, 2025, thereby establishing a mutual understanding between both companies to maintain clear boundaries in business operations, ensuring that neither party engages in activities such as establishing competing operations or approaching the clients, vendors, or employees of the other with the intent to influence business relationships, thereby promoting fair business practices. Further, there are no similar contractual arrangements with other Promoter Group Companies. We cannot assure you that such entities will not compete with us in similar markets or our existing business or any future business that we may undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business. Such eventualities may lead to conflict of interest between our Company and our Promoter Group Companies which have been promoted and / or controlled by our Promoters.

Our Promoters, Directors, Key Managerial Personnel and Senior Management may be deemed to be interested to the extent of the Equity Shares held by them and benefits deriving from their shareholding in our Company. Our Promoters are interested in the transactions entered between our Company and themselves as well as between our Company and their entities. For more details regarding our Promoters and Group Companies, please refer chapters titled "Our Promoters and Promoter Group", "Group Companies", "Our Business" and "Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions" beginning on page 173, 177, 120 and 180 of the Draft Red Herring Prospectus respectively."

5. The Company is dependent on a few suppliers for purchases of product/service. The loss of any of these large suppliers may affect our business operations.

Our top ten suppliers contribute 75.54%, 79.28, 83.00% and 79.03% of our total purchases for the period ended on September 30, 2024 and for the financial year ended on March 31, 2024, 2023 and 2022, respectively based on restated financial statements. We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue seeking new suppliers for our product for better quality and price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time. However, there has been no instances of loss of any major suppliers during the last three years and stub period which had a material impact on Company's financials or had adversely affected its business operations. The details of contribution of top suppliers in purchase of total purchase is given below:

Particulars	For the period ended on September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Purchases	%	Purchases	%	Purchases	%	Purchases	%
Top 1 Supplier	3,022.84	45.88	5,846.03	49.43	8,538.78	52.40	5,578.18	39.00
Top 5 Suppliers	4,474.32	67.90	8,680.26	73.40	12,644.06	77.60	9,576.10	66.94
Top 10 Suppliers	4,977.97	75.54	9,377.16	79.28	13,524.25	83.00	11,305.10	79.03

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

Our business demands on working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. We intend to continue growing by expanding our business operations. This may result in increase in the quantum of our current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet

the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “*Objects of the Issue*” beginning on page 86 of this Draft Red Herring Prospectus.

7. Our revenue from the B2B (Business-to-Business) segment is primarily derived from customers operating within the logistics industry, who currently outsource their logistics and supply chain operations to us. However, we face the risk that some of these customers may choose to bring their logistics operations in-house, reducing their reliance on third-party providers like us.

For the period ended September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively consists of 40.39%, 40.70%, 24.93% and 22.23%, respectively of our revenue from operations. Our B2B customers represents to the type of commercial transaction in which our Company provides services to another business that operates within the same logistics industry. Such customers rely on us for providing logistics and freight services. However, there is a risk that some of these customers may decide to develop and manage their own logistics functions or shift to other service providers as part of an effort to reduce their dependence on third-party logistics companies like ours. If any such situation arises, it could lead to a decrease in demand for our services and may have a material impact on Company’s financials or could adversely affected our business operations. There has been no such instance during the last three years and stub period which had a material impact on Company’s financials or had adversely affected its business operations.

8. We depend on certain key customers for our revenues. A decrease in the revenues we derive from them could materially and adversely affect our business, results of operations, cash flows and financial condition.

We depend on a limited number of customers, which exposes us to a high risk of customer concentration. Fluctuations in the performance of the industries in which certain of our customers operate may result in a loss of customers, a decrease in the volume of work we undertake or the price at which we offer our services. The table below sets out our revenue from our top one, five and top ten customers for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively, including as a percentage of revenue from operations for the respective periods:

(₹ in lakhs)

Particulars	For the period ended on September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Revenue from Operations	%	Revenue from Operations	%	Revenue from Operations	%	Revenue from Operations	%
Top 1 Customer	1933.61	23.79	3209.46	23.14	1379.47	7.55	1555.60	9.82
Top 5 Customers	3418.87	42.06	5585.69	40.28	5337.94	29.22	5366.67	33.88
Top 10 Customers	4457.76	54.83	7146.93	51.54	7978.74	43.68	7996.77	50.48

Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. Further, the sales volume may vary due to our customers’ attempts to manage their logistic need either by themselves or through our competitors, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition. In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honour their outstanding amounts in time and whether they will be able to fulfil their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. However, there has been no instances of loss of any major customers or any payment defaults from them during the last three years and stub period which could materially and adversely affect our business, results of operations, cash flows and financial condition. Although, if such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

10. Our business is exposed to uncertain weather conditions.

The nature of our business exposes us to the impact of unpredictable weather conditions, which can significantly disrupt our operations. We rely on transportation and logistics across various regions and adverse weather events can create challenges that affect the timely delivery of goods. For example, during the monsoon season, our vehicle drivers often face issues such as road closures, blockages, flooding, and landslides, all of which can delay shipments and hinder our ability to

deliver goods on schedule. These uncontrollable situations can also lead to product damage, which, in turn, raises concerns about the quality of our service. We operate across multiple regions in India, including strategic locations such as Mundra Port in Gujarat. In June 2023, a significant weather event, Cyclone Biparjoy caused severe disruptions to the region, including Mundra Port. As a result of the cyclone, our company was unable to utilize containers that had been designated for business purposes, resulting in operational delays and unforeseen losses. These unpredictable weather-related events can still have a substantial effect on our ability to maintain the efficiency and reliability our customers expect which could have affect our business operations and overall financial performance.

11. We generate a substantial portion of revenue from the regions of Telangana, Gujarat and Maharashtra. Any adverse developments affecting our operations in such regions could have an adverse impact on our revenue and results of operations.

Our revenue are majorly dependent on the few regions like Telangana, Gujarat and Maharashtra. The details of revenue generated from such regions for the period ended September 30, 2024 and for financial years ended March 31, 2024, 2023 and 2022 are as follows:

(₹ in lakhs)

Particulars	For the period ended on September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Revenue from Operations	%	Revenue from Operations	%	Revenue from Operations	%	Revenue from Operations	%
Telangana	3365.29	42.13	6551.52	47.93	8903.76	54.09	9875.02	63.91
Gujarat	2411.79	30.19	3939.30	28.82	3093.62	18.79	2587.74	16.75
Maharashtra	878.04	10.99	1419.09	10.38	1324.94	8.05	649.54	4.20
Total	6655.12	83.31	11909.91	87.13	13322.32	80.93	13112.3	84.86

For details of revenue generated from each state for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively, please see revenue break-up details as mentioned under the chapter titled "Our Business" beginning on page 122 of this Draft Red Herring Prospectus.

Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in such regions to expand our operations in other parts of India. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations. While our management believes that our Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance.

12. If we are not able to utilize the purchased container space and truck capacity, we will not be able to recover our costs and our profitability may suffer.

Our business is primarily focused on arranging and coordinating the movement of goods in and out of India via sea freight. This includes overseeing a variety of pre-shipment activities such as coordinating the movement of containers, conducting inspections, organizing cargo pickup, and performing cargo stuffing. To facilitate these operations, we secure container space from shipping lines, which is then sold to our customers who need the space for their own goods. The revenue generated from these sales is a critical component of our profitability. However, our business is exposed to the risk of not being able to fully utilize the container space we have purchased or the truck capacity we manage. In cases where goods are damaged, destroyed, or rendered unsellable, or if a customer decides to cancel or refuses to proceed with the shipment, we may be left with unused container space and freight capacity for which we have already paid and we will have to bear the full cost of the container space or truck capacity without the ability to recover those expenses. Our inability to recover such costs can adversely affect our business, financial condition and results of operations

14. We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, our Directors, Promoter and Group Company, as at the date of this Draft Red Herring Prospectus.

Litigations against our Company

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	8	112.40
Other Litigation	--	--

Litigations by our Company

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	3	27.92
Statutory/ Regulatory Authorities	--	--
Taxation Matters	1	84.64
Other Litigation	--	--

Litigations against our Directors and / or Promoters

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	--	--

Litigations against our Group company

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	2	92.08
Other 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.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us. As on this date, there are no criminal/statutory complaints against the Company/its directors, promoters or Group Company. For further details of certain material legal proceedings involving our Company, our Promoter, our directors and our group company, please see "Outstanding Litigations and Material Developments" beginning on page 227 of this Draft Red Herring Prospectus.

15. We do not verify the contents of the cargo transported by us, thereby exposing us to the risks associated with the transportation of goods in violation of applicable regulations.

We transport various goods as part of our freight forwarding business, other than goods that are classified as hazardous or illegal. We do not have any equipment to enable us to verify all our consignments prior to loading such consignments. Although the goods are subject to detailed verification with the custom authorities but we are unable to guarantee that these consignments do not contain any hazardous or illegal goods. Further, we are subject to a broad range of national, state and local environmental, health and safety and criminal laws and regulations. In the course of our operations, we may transport or arrange for the storage or transportation of substances defined as hazardous under applicable laws. If any damage or injury occurs as a result of storage or transportation of hazardous, explosive or illegal materials, we may be subject to claims from third parties, and bear liability, for such damage or injury even if we were unaware of the presence of the hazardous, explosive or illegal materials, and this could have a material adverse effect on our business and financial condition. There have been no instances of possession of any illegal goods during Company's business operations in the last three years and stub period which adversely affected its business operations.

16. Our Company is currently operating through an asset-light business model and accordingly, the operations are significantly dependent on network partners and other third parties for the transportation needs, which may have an adverse effect on the business, results of operations, financial condition and cash flows.

Our company is currently operating on an asset-light business model, which means we own a limited number of vehicles and rely on third-party service providers for key aspects of our operations. For our surface freight operations, we hire additional trailers based on factors like order volume, delivery schedules, the nature of goods, and customer preferences as and when needed. For other modes of transportations, we depend on third parties including shipping companies, port authorities, and air cargo vendors. Additionally, certain essential assets, such as moving equipment, cargo containers, vehicles, container freight stations are managed through third parties. This reliance on various network partners and third-party service providers exposes us to risks related to their performance and reliability. Any disruptions, inefficiencies, or failures in the services provided by these third parties could adversely affect our ability to meet customer demands, maintain operational efficiency and deliver consignments on time. There have been no significant instances of such disruptions in the past, however if any of these risks materialize, they could negatively impact our business operations, reputation, financial condition, results of operations, and cash flows.

17. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.

As on date of this Draft Red Herring Prospectus, we have not made any alternate arrangements for meeting our capital requirements for objects of the issue. We meet our capital requirements through, owned funds, debt and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the net issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 86 of this Draft Red Herring Prospectus.

18. Our business is dependent on the road network and our ability to utilize our vehicles in an uninterrupted manner. Any disruptions or delays in this regard could adversely affect us and our business which shall lead to a loss of reputation and/ or profitability.

Our business operations are dependent on the road network. There are various factors which affect road transport such as fatigue or exhaustion of drivers, political unrest, bad weather conditions, natural calamities, regional disturbances, improper conduct of the drivers, accidents or mishaps and third-party negligence. Some of these factors could cause extensive damage and affect our operations and/ or condition of our vehicles and thereby increase our maintenance and operational cost. Also, any such interruption or disruptions could cause delays in the delivery of our consignments to their destination and/ or also cause damage to the transported cargo. We may be held liable to pay compensation for losses incurred by our customers in this regard, and/ or losses or injuries sustained by other third parties. Further, such delays and/ or damage may cause a loss of reputation, which, over a period of time could lead to a decline in business.

19. The success of the business is dependent on the infrastructure support and facilities in the areas the Company currently operates in or intend to operate in the near future.

The success of our business is dependent on the available infrastructure support and facilities in the regions where we currently operate or intend to expand in the near future. Currently, a majority of our revenue and operations are concentrated in a few key regions, including Telangana, Gujarat, and Maharashtra. While these regions offer a favorable business environment, any adverse changes to the infrastructure and available facilities in these regions could have a negative impact

on our operations and financial performance. Events that may disrupt our operations include, but are not limited to disruptions in infrastructure and services (such as supply chains, transportation, and utilities), natural disasters, man-made incidents, political unrest, workforce disruptions, and changes in the general economic conditions, regulatory environment, and local government policies. However, we have not experienced any such disruptions in the past, there can be no assurance that we will be able to effectively manage or mitigate potential losses resulting from such events.

20. Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 86 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution. Any variation in the utilization of Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval and all other applicable laws.

We intend to use the Net Proceeds for the purposes described in the section titled “Objects of the Issue” on page 86 of this Draft Red Herring Prospectus. The Objects of the Issue comprise of funding of capital expenditure requirements towards purchase of vehicles and its body building, working capital requirements and general corporate purposes. We intend to deploy the Net Proceeds in financial year 2024-25 and 2025-2026, such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Net Proceeds, please refer chapter titled “Objects of the Issue” beginning on page 86 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 86 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However, in accordance with Section 27 of the Companies Act, 2013, and relevant provisions of SEBI ICDR Regulations, 2018, a company shall not vary the objects of the Issue without our Company being authorize to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

21. We are exposed to the risk of delays or non-payment by our customers and other counterparties, which may also result in cash flow mismatches.

We are exposed to counterparty credit risk in the usual course of our business dealings with our customers or other counterparties who may delay or fail to make payments or perform their other contractual obligations. For the period ended on September 30, 2024, March 31, 2024, 2023 and 2022 the bad debts written off accounted for Nil%, 0.01%, 0.09% and 0.06% of the revenue from operations, respectively. Further, for the period ended on September 30, 2024, March 31, 2024, 2023 and 2022, there were outstanding trade receivables of Rs. 3,108.65 Lakhs, Rs. 2,646.78 Lakhs, Rs. 1,991.40 Lakhs and Rs. 2,729.42 Lakhs respectively, of which Rs. 162.43 Lakhs, Rs. 178.60 Lakhs, Rs. 78.33 Lakhs and Rs. 107.92 Lakhs respectively, represents due outstanding for over one year. We also provide advances to our business partners and suppliers, of which Rs. 161.27 Lakhs which remained outstanding as at September 30, 2024. The financial condition of our customers, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our customers, business partners, suppliers or other counterparties could adversely affect our financial condition, results of operations and cash flows.

22. Our success largely depends upon our ability to attract and retain our Promoters, Directors, Key Managerial personnel and Senior Management with technical expertise. Our inability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.

Our success largely depends upon our ability to attract and retain our Promoters, Directors, Key Managerial personnel and Senior Management with technical expertise. Our inability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations. There is significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our

control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further information, see “*Our Management*” on page 157 of the Draft Red Herring Prospectus.

Attrition rate for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively are as follows:

Particulars	As At September 30, 2024	As At March 31, 2024	As At March 31, 2023	As At March 31, 2022
Permanent Employees	69	59	41	33
No. of Employees Left	12	0	7	6
Attrition Rate %*	17.39%	0.00%	17.07%	18.18%

* Calculated by dividing number of employees left by the number of employees as at respective periods.

23. Our Company has entered into related party transactions in the past and may continue to enter into related party transactions in the future, which may potentially involve conflicts of interest with the equity shareholders.

Our Company has entered into certain related party transactions with our Promoters, Directors, Key Management Personnel, Promoter Group and Group Company in the past which are in compliance with applicable provisions of the Companies Act, 2013 and all other applicable laws. These transactions, inter-alia includes salary expenses, directors’ remuneration, loans taken by our Company from Directors & their relatives, sitting fees and purchase and sales. Following are the details of transactions during the year with related parties of the company as defined in AS 18 along with the percentage of total related party transaction to total revenue from operations for the respective periods:

(Rs. In Lakhs)

Name	Relation	Nature of Transaction	For the Period Ended September 30, 2024	Percentage of Total Operations	For the Year Ended March 31, 2024	Percentage of Total Operations	For the Year Ended March 31, 2023*	Percentage of Total Operations	For the Year Ended March 31, 2022	Percentage of Total Operations	
Ms. Madhusmita Mohanty	Director/ Partner	Director's/ Partner's Remuneration	9.00	0.11%	18.00	0.13%	38.40	0.41%	24.00	0.15%	
		Opening balance-Advance a/c	-		-		319.51		-		
		Advance Given	426.61		-				319.51		
		Advance Repaid	-		-		319.51		-		
		Closing balance-Advance a/c	426.61	5.24%	-		-		319.51	2.02%	
		Opening balance-Loan a/c	10.83		7.00		-		-		
		Loan Received	-		100.00		7.00		-		
		Loan Repaid/Adjusted	0.03		96.17		-		-		

Name	Relation	Nature of Transaction	For the Period Ended September 30, 2024	Percentage of Total Operations	For the Year Ended March 31, 2024	Percentage of Total Operations	For the Year Ended March 31, 2023*	Percentage of Total Operations	For the Year Ended March 31, 2022	Percentage of Total Operations
		Closing balance-Loan a/c	10.81	0.13%	10.83	0.08%	7.00	0.07%	-	
							-			
		Rent	6.00	0.07%	18.00	0.13%	18.00	0.20%	-	
		Total	446.42	5.55%	46.83	0.34%	63.40	0.68%	343.51	2.17%
Ms. Supriya Mishra	Director/ Partner	Director's/ Partner's Remuneration	9.00	0.11%	18.00	0.13%	32.50	0.35%	24.00	0.15%
		Opening balance-Loan a/c	172.58		173.41				-	
		Loan Received	-		17.00		173.41		-	
		Loan Repaid/Adjusted	0.03		17.83		-		-	
		Closing balance-Loan a/c	172.56	2.12%	172.58	1.24%	173.41	1.77%	-	
		Total	181.56	2.23%	190.58	1.37%	205.91	2.12%	24.00	0.15%
							-			
Mr. Laxmi Narayan Mishra	Director/ Relative of Partner	Director's Remuneration/ Salary	9.00	0.11%	19.18	0.14%	26.39	0.30%	27.50	0.17%
		Opening balance-Advance a/c	-		-		73.18		33.50	
		Advance Given	-		-		-		121.36	
		Advance Repaid	-		-		73.18		81.68	
		Closing balance-Loan a/c	-		-				73.18	0.46%
		Total	9.00	0.11%	19.18	0.14%	26.39	0.30%	100.68	0.63%
Mr. Lalit Panda	Director/ Relative of Partner	Director's Remuneration/ Salary	9.00	0.11%	18.00	0.13%	18.00	0.21%	27.50	0.17%
		Opening balance-Advance a/c	-		-		191.80		91.51	

Name	Relation	Nature of Transaction	For the Period Ended September 30, 2024	Percentage of Total Operations	For the Year Ended March 31, 2024	Percentage of Total Operations	For the Year Ended March 31, 2023*	Percentage of Total Operations	For the Year Ended March 31, 2022	Percentage of Total Operations
		Advance Given	-		-		-		171.14	
		Advance Repaid	-		-		191.80		70.85	
		Closing balance-Advance a/c	-		-		-		191.80	1.21%
		Total	9.00	0.11%	18.00	0.13%	18.00	0.21%	219.30	1.38%
Mr. Sugoto Ghosh	Independent Director	Sitting Fees	-	-	-	-	-	-	-	-
Mr. Ketan Desai	Independent Director	Sitting Fees	-	-	-	-	-	-	-	-
Ms. Falguniben Khodabhai Prajapati	Independent Director	Sitting Fees	-	-	-	-	-	-	-	-
Ms. Priya Bharat Dholu	Company Secretary	Salary	0.75	0.01%	-	-	-	-	-	-
Mr. Mohammed Jaffar	CFO	Salary	2.40	0.03%	-	-	-	-	-	-
M/s. Moonglade Shipping And Logistics Private Ltd	Relative of the Director	Sales Revenue	334.01	4.11%	589.66	4.25%	1,379.47	14.89%	1,133.66	7.15%
		Closing balance-Debtors	113.14	1.39%	64.45	0.46%	168.37	1.90%	138.91	0.88%
		Total	447.15	5.50%	654.11	4.71%	1,547.84	16.79%	1,272.57	8.03%
		Grand Total	1,096.28	13.54%	928.70	6.69%	1,861.54	20.10%	1,960.06	12.21%

*Figures for Financial Year 2022-23 have been combined for presentation purpose.

For details, please see “Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions” beginning on page 28 of this Draft Red Herring Prospectus

We confirm that all our related party transactions have been conducted on an arm’s length basis and as per the Companies Act, 2013 and other applicable laws, there can be no assurance that it could not have been achieved on more favourable

terms had such transactions not been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain related party transactions and we undertake that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. 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.

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

Our business may be adversely affected by foreign 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. 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 freight forwarding operations. 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. There have been no such instances of changes in trade policies, ban of import/ export of certain goods or other trade restrictions during the last three years and stub period which had adversely affected Company's business operations.

26. We have been recently converted as a Company and any non-compliance with the provisions of Companies Act, 2013 and any provisions, rules and regulation under any other Act may attract penalties against our Company which could impact our financial and operational performance and reputation.

Our Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics", pursuant to deed of partnership dated April 16, 2010. Our Company was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022. Hence, financial information for partnership firm is presented for the period ended August 31, 2022 to ensure smooth transition and in compliance with the applicable accounting standards. Also, the provisions of the Companies Act were not applicable to us earlier. However, consequent to the aforesaid conversion, our Company is subject to compliance of various provisions of the Companies Act such as filing of relevant RoC forms. There have been some instances of delays/ non-filing/ non-compliance with certain statutory authorities with certain provision of statutory regulations applicable to us such as:

Particulars	Purpose of Form	Date of Event	Expected Date of Filing	Actual Date of Filing	Number of Days Delayed	Reason for delay
Form ADT-1 (FY 2022-23)	Appointment of auditor	03.09.2022	17.09.2022	19.09.2022	2 Days	Minor delay due to documentation and preparation of form.
Form INC-27 (FY 2024-25)	Conversion of Company	30.05.2024	14.06.2024	24.07.2024	40 Days	The filing of Form INC-27 is dependent on approval of form MGT-14 from RoC. The form was filed on the same day of receiving RoC approval on Form MGT-14.
Form CHG-1 (100874593)	Creation / Modification of	22.01.2024	21.02.2024	02.03.2024	10 Days	Technical difficulties faced

Particulars	Purpose of Form	Date of Event	Expected Date of Filing	Actual Date of Filing	Number of Days Delayed	Reason for delay
(FY 2023-24)	Charge					on MCA website
Form CHG-1 (100934549) (FY 2023-24)	Creation / Modification of Charge	28.02.2024	29.03.2024	21.06.2024	84 Days	Complied pursuant to an internal check protocol followed by the Company.
Form MGT-14	Filing of Resolutions	01.04.2024	30.04.2024	17.01.2025	291 Days	Complied pursuant to an internal check protocol followed by the Company.
Form CHG-4 (100729587)	Satisfaction of Charge	29.04.2024	28.05.2024	20.06.2024	23 Days	Due to documentation and preparation of form.
Form CHG-1 (100965546) (FY 2024-25)	Creation / Modification of Charge	12.07.2024	11.08.2024	29.08.2024	18 Days	Due to documentation and preparation of form.
Form PAS-6 (Half Year April to September)	Reconciliation of Share Capital Audit Report	30.09.2024	29.11.2024	27.12.2024	28 Days	Technical difficulties faced on MCA website
Form DPT-3 (FY 2022-23)	Return of Deposits	31.03.2023	30.06.2023	31.12.2024	550 Days	Complied pursuant to an internal check protocol followed by the Company.

The company has filed all the forms with delayed fees towards corrective measure. Further we cannot confirm that no action from authorities would be taken against the Company pursuant to the above explained instances which may adversely affect our business and financial operations.

There have been some instances of error in filing information with the RoC. Such instances are:

- Annual General Meeting resolution for appointment of previous auditors i.e., M/s. S S N Murthy and Co. was not attached in Form ADT-1.
- In Form INC-20A, the Company has not attached chartered accountants certificate certifying the proof for payment for value of shares as required in the case of conversion from partnership firm to private limited company.
- Form MGT-14 filed for resolutions of Extra Ordinary General Meeting dated May 06, 2024, the explanatory statement was not attached in the form.

The Company has filed Form GNL-2 on January 16, 2025 thereby attaching the Annual General Meeting resolution for appointment of previous auditors i.e., M/s. S S N Murthy and Co. which was not attached in Form ADT-1 as a corrective measure. While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

27. Our promoters were director in a company which is now struck off by the ROC.

Our promoters Ms. Madhusmita Mohanty and Ms. Supriya Mishra were previously directors in a company that has since been struck off by the Registrar of Companies (ROC). Details of which are as follows:

Name of the Company	CIN	State	ROC Order Date	Status	Voluntary/Mandatory Strike off	Reason for Strike Off
Blue Water Logistics India Private Limited	U61100TG2012PTC083975	Telangana	July 21, 2017	Strike Off	Mandatory Strike off by the office of the Registrar of Companies, Hyderabad through form STK-7 and in pursuance to sub-section (5) of section 248 of the Companies Act, 2013.	Due to non-submission of Annual Filings Reports.

The strike off of M/s. Blue Water Logistics India Private Limited was a mandatory strike-off made by the office of the Registrar of Companies, Hyderabad through form STK-7 and in pursuance to sub-section (5) of section 248 of the Companies Act, 2013.

This situation could raise concerns among stakeholders, including investors, lenders, and customers, about the governance practices and the historical conduct of our promoters. Being associated with a company that was struck off by the ROC might lead to increased scrutiny from regulatory authorities, scrutiny could result in additional compliance requirements or audits, potentially diverting resources and attention from our core operations. This could lead to challenges in securing financing, forming partnerships, or attracting new business.

28. We may not be fully insured for all losses we may incur.

Although we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions, limitations of liability set forth in our consignments may not be enforceable in all instances or may not otherwise protect us from liability for damages. In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our customers, are generally not limited under those consignments. We have taken insurance policies for our commercial vehicles and employees, details of which are mentioned in the section titled, "Insurance" under the chapter titled, "Our Business" on page 122 of the Draft Red Herring Prospectus. Although we believe we have adequate insurance coverage but that coverage may not continue to be available on reasonable terms or to be available in sufficient amounts to cover one or more large claims, and our insurers may disclaim coverage as to any future claim. Insurance coverage may be an inadequate remedy where the loss suffered is not easily quantifiable, for example, in the event of severe damage to our reputation. The successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.

Further there has not been any instance of an insurance claim in the period ended on September 30, 2024 and in the financial years ended on March 31, 2024, 2023 and 2022, respectively.

29. There may be instances involving hazardous materials and activities in the company's operations which can be dangerous and could cause injuries to people or property.

Our Company operates in the logistics industry, and we are involved in the transportation and handling of a variety of goods for our customers, including hazardous materials, which may pose risks to people, property, and the environment. The transportation of dangerous goods, such as chemicals, flammable materials, and toxic substances, inherently carries safety and environmental risks that could result in accidents, spills, or exposure to harmful substances. Any failure to properly handle, store or transport hazardous materials could lead to significant safety incidents, including injuries to employees, third-party workers, or the general public. Additionally, such incidents could cause damage to property, equipment, or infrastructure, leading to operational disruptions and increased costs for repairs or replacements. Furthermore, the company may be held liable for any environmental damage caused by spills or accidents involving hazardous materials. Although, there are no such instances in the past and we take necessary precautions to ensure safety protocols and regulatory compliance, the risks associated with hazardous materials remain inherent to our operations.

38. Our registered and branch offices are not owned by us are taken on rental basis. If we are unable to renew existing rental agreements or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition, results of operations and cash flows could be adversely affected.

Our registered and branch offices are not owned by us are taken on rental basis. For further details, see “*Our Business*” beginning on page 122 of this Draft Red Herring Prospectus. There have been no instances of any failure to renew our existing rent agreements or instances of any major disruptions in our existing offices during the last three years and stub period which had a material impact on Company’s financials or had adversely affected its business operations. Although, if we are unable to renew certain or all of these rental agreements on commercially reasonable terms or at all and we cannot relocate our offices in a timely manner, we may suffer a disruption in our operations, and our results of operations, financial condition and cash flows may be materially and adversely affected. Further, we cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

39. There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing of returns and deposit of statutory dues with the taxation and other statutory authorities.

In the past, our company has at several instances, delayed in filing of GST, TDS, ESIC and PF Returns, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues and late filing penalties, if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. The details of such delay filings are as follows:

GST

Period/ Financial Year	GSTR – 3B	
	No. of Instances	Range of Delay in days*
April 01, 2024 – September 30, 2024	4	1-15
2023-24	11	2-20
2022-23	16	5-18
2021-22	12	2-16

The reasons for delays were mostly due to the ITC reconciliation being pending or technical error being faced on the filing portal. Further, as a corrective measure, the Company has instructed the accounting team to proactively plan and prepare in advance, ensuring regular reconciliation of GST data with financial records to identify discrepancies early and to avoid prevent any last moment portal glitches.

TDS

Period/ Financial Year	26Q		24Q		Payment	
	No. of Instances	Range of Delay in days	No. of Instances	Range of Delay in days	No. of Instances	Range of Delay in days
April 01, 2024 – September 30, 2024	-	-	-	-	6	14-23
2023-24	1	47	-	-	12	19-41
2022-23	3	3-23	3	3-11	9	10-24
2021-22	2	1-5	2	1-36	12	14-50

ESIC

Period/ Financial Year	Return		Payment	
	No. of Instances	Range of Delay in days	No. of Instances	Range of Delay in days
April 01, 2024 – September 30, 2024	4	1-6	4	1-6
2023-24	10	1-13	10	1-13
2022-23	10	1-19	10	1-19
2021-22	9	1-5	9	1-5

EPF

Period/ Financial Year	Return		Payment	
	No. of Instances	Range of Delay in days	No. of Instances	Range of Delay in days
April 01, 2024 – September 30, 2024	-	-	2	2
2023-24	-	-	3	2-11
2022-23	3	4-15	3	4-15
2021-22	3	1-3	3	1-3

The delays in payment have occurred due to delay in reconciliation of accounts with customers, delay in bill settlement. Also, sometimes these delays were also due to administrative and technical issues on the portal during these periods. As regards corrective measure our Company has filed all the returns due with late filing fees and has appointed compliance officer to ensure that all the compliance related matters are taken care of on real time basis and have further intacted the internal controls to ensure that the flaws are cured in time. If any action is taken by the concerned authority in the matter and in the event of any penalty being imposed against the Company by the concerned authority, the financials of the company shall be adversely affected.

42. Our financing agreements contain covenants that limit our flexibility in operating our business. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition.

A portion of borrowings is secured by hypothecation of current assets (both present and future), mortgage of our vehicles and properties and of our promoters personal properties, for further details, please refer the chapter titled “*Financial Indebtedness*” beginning on page 212 of this Draft Red Herring Prospectus. We have duly obtained no-objection certificate from our secured lender i.e., Union Bank of India vide its letter dated December 21, 2024. Our existing financing arrangements contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to, without prior consents from the lenders, engage in acts that may be in our long-term best interest, including restrictions on our ability to, among other matters, make regular inspections and audits.

If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders or if any events of default occur, our lenders may accelerate the repayment schedules or terminate our credit facilities.

Further, certain of our subsisting loans may be recalled at any time at the option of the lender. There can be no assurance that the lenders will not recall such borrowings or if we will be able to repay loans advanced to us in a timely manner or at all. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Further, such covenant defaults could result in cross-defaults in our other debt financing agreements. In the event our lenders accelerate the repayment of our borrowings, there can be no assurance that we will have sufficient assets to repay our indebtedness.

If our future cash flows from operations and other capital resources become insufficient to pay our debt obligations or 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. Our ability to restructure or refinance our debt will depend on the condition of the capital markets, our financial condition at such time and the terms of our other outstanding debt instruments. 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 or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

50. Failures in IT systems and infrastructure supporting our system and operations could significantly disrupt our operations and have a material adverse effect on our business, results of operations, cash flows and financial condition.

Our business relies on the continued and uninterrupted performance of our software and hardware infrastructures. The success of our businesses depends on part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employees or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other participants that results in the release of user data. We may face cyber threats, threats to the physical security of our facilities and employees, potential business

disruptions associated with IT failures, natural disasters, or public health crises. Usually, we obtain firewalls and intrusion preventions systems to prevent hacking. There have been no instances of computer hacking or security breach or IT failures during the last three years and stub period which had a material impact on Company's financials or had adversely affected its business operations. However, if we are unable to protect sensitive information, our customers could question the adequacy of our threat mitigation and detection processes and procedures. This could harm our operations and have a material adverse effect on our business, results of operations, cash flows and financial condition.

53. Some of our Directors do not have experience of being a director of a public listed company.

Some of the Directors of our Company do not have the experience of having held directorship of public listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a public listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual report and unaudited half yearly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies.

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

64. Investors 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 is generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, investors of the Company may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

Pursuant to the Finance Act, 2020 and after March 31, 2020, dividends declared, distributed or paid by a domestic company would not be exempt in the hands of both resident and non-resident shareholders and are subject to tax deduction at source. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Further, the Finance Act, 2019 introduced new provisions under the Indian Stamp Act, 1899, which provide that in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

We cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, results of operations and financial condition.

SECTION IV – INTRODUCTION

GENERAL INFORMATION

The details mentioned on the chapter titled “*General Information*” on page 71 of the Draft Red Herring Prospectus has been updated:

CHANGES IN AUDITORS

Except as disclosed below, there has been no change in the Statutory Auditors during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Name of the Auditor	Appointment/ Resignation	Date of Appointment / Resignation	Reason for change
M/s. S. S. N. Murthy & Co. Chartered Accountants. Address: Room No 506, Swapnalok Complex, S.D. Road, Secunderabad Tel: 040-27842025 Email: ssnmurthyca@gmail.com Membership No/Firm Reg No: 028516 Peer Review No.: 013734	Resignation	November 14, 2024	Due to pre-occupation in other assignments.
M/s. M B Jajodia & Associates., Chartered Accountants. Address: - 901, Aaryan Workspaces-2, Nr. Navkar Public School, Gulbai Tekra Road, Ahmedabad-380006, Gujarat Tel: 079-40033502/8866457397 Email: info.mbjajodia@gmail.com Membership No/ Firm Reg no: 0139647W Peer Review No.: 015630	Appointment	December 09, 2024	Appointment due to casual vacancy.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The details mentioned on the chapter titled “*Objects of the Issue*” on page 86 to 93 and 95 of the Draft Red Herring Prospectus has been updated:

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

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

<i>(₹ in lakhs)</i>			
Sr. No	Object	Estimated Amount to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F. Y. 2025-2026*
1.	Funding of capital expenditure requirements by purchase of Vehicles and its body building	1,051.73	1,051.73
2.	Funding working capital requirements of our Company	2,000.00	2,000.00
3.	General corporate purposes [#]	[●]	[●]
	Total	[●]	[●]

#The amount utilized for general corporate purpose shall not exceed 15% of the gross proceeds of the issue.

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

DETAILS OF THE OBJECTS OF THE ISSUE

1. Funding of capital expenditure requirements by purchase of Vehicles and its body building:

The company has made the necessary arrangements by entering into a lease agreement for parking space for its commercial vehicles on March 26, 2025:

Address	Name of Lessor	Parking Capacity	Period of Agreement	Rent details (In ₹)
House No. 12-7-20/50/C, Goods Shed Road, Moosapet, Hyderabad-500018, Telangana, India	Mr. Kanchamedi Sudhakar and Mr. Horande Dayanand	20 Trailers/ Trucks	From March 26, 2025 till March 24, 2026	Rs. 25,000/- per month

The average usage of commercial vehicles owned by the Company for the period ended February 28, 2025 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively:

Period	No of Vehicles	Expected No. of Trips ⁽¹⁾ ⁽²⁾ (A)	Actual No. of Trips (B)	Average Usage (B/A)
April 01, 2024 till February 28, 2025	20	1190	1105	92.86%
FY 2023-24	10	455	441	96.92%
FY 2022-23	4	128	122	95.31%
FY 2021-22	3	252	240	95.24%

(1) This has been calculated by multiplying the period from when the commercial vehicle was in operation for the respective period with average trip expected by the Company.

(2) The Company considers that one trip shall be completed in an average of 4 days which leads to approximately 7 completed trips per vehicle in a month.

We hereby provide the no. of vehicles rented along with the no. of trips from such rented vehicles for the FY 2023-24 and FY 2022-23:

FY 2022-23		
Particular	Trips from rented vehicles	No. of vehicles used
Vehicles	1,615	268
FY 2023-24		
Particular	Trips from rented vehicles	No. of vehicles used
Vehicles	2,690	428

2. Funding Working Capital Requirements of our Company

(₹ In Lakhs)

S. No	Particulars	Actual	Actual	Actual	Actual	Estimate	Projection
		2021-22	2022-23	2023-24	30-Sept-24	2024-25	2025-26
I	Current assets						
	Inventories	52.40	-	-	-	-	-
	Trade Receivables	2,729.43	1,991.40	2,646.78	3,108.65	4,228.13	7,050.00
	Short Term Loans & Advances	1,057.43	104.75	386.58	242.68	802.24	965.00
	Other Current Assets	159.92	362.02	710.63	1,149.97	288.00	392.00
	Total Current Assets (I)	3,999.18	2,458.17	3,743.99	4,501.30	5,318.37	8,407.00
II	Current Liabilities						
	Trade Payables	1,418.59	549.26	1,270.47	688.48	1,352.75	2,170.60
	Other Current Liabilities	12.49	47.53	25.00	56.00	95.00	140.00
	Short Term Provisions	23.96	86.50	238.22	148.90	255.66	320.00
	Current Liabilities (II.)	1,455.04	683.29	1,533.69	893.38	1,703.41	2,630.60
III	Total WC Gap (III)=[(I)-(II)]	2,544.14	1,774.88	2,210.30	3,607.92	3,614.96	5,776.40
IV							
	WC	2,544.14	1,774.88	2,210.30	3,607.92	3,614.96	5,776.40
	IPO Fund	-	-	-	-	-	2,000.00
	Internal accrual & Short-Term Borrowings	2,544.14	1,774.88	2,210.30	3,607.92	3,614.96	3,776.40

The table below sets forth the details of holding levels (in days) for Fiscal 2022, Fiscal 2023, Fiscal 2024 as well as projections for Fiscal 2025 and Fiscal 2026:

Particulars	Actual March 31, 2022	Actual March 31, 2023	Actual March 31, 2024	Actual September 30, 2024	Estimate March 31, 2025	Projection March 31, 2026
Debtors (in days)	63	35	70	69	69	71
Creditors (in days)	36	11	39	17	25	25
Inventory (in days)	1	0	0	0	0	0

Justification:

S. No.	Particulars
Creditor Days	The average trade payables were 39 days in Fiscal 2024, the Company aims to reduce this to 25 days by Fiscal 2026, which will help us negotiate better rates with suppliers. Shorter credit terms and increased business volume with third-party agencies will provide the Company with better pricing, enabling to offer more competitive rates to customers. This strategic shift in our trade payable policy has contributed to an increase in the working capital gap.
Debtor Days	The holding levels of trade receivables were increased to average 70 days in Fiscal 2024 from 35 days in Fiscal 2023 to accommodate customer demands and maintain strong relationships with distributors. The Company has estimated to maintain the credit period to average 70 days in Fiscal 2025 and Fiscal

	2026. Due to the increase in volume of business, the amount of trade receivables has increased which has resulted in the working capital gap further.
Inventory days	The Company maintained zero inventory days from FY 2022-23 onwards, focusing on a lean inventory model. This strategy ensures the efficient use of working capital and minimizes storage costs.
Short Term Loan & Advances	This includes mostly advances given to suppliers, advances to staff and advance tax paid by the company. This is driven by the Company's need to make advance payments to suppliers to secure cost-efficient pricing as it expands its business operations. This figure is projected to further rise to Rs. 802.24 in Fiscal 2025 and up to Rs. 965.00 Lakhs in Fiscal 2026, as the Company continues to expand its operations.
Other Current Assets	Other current assets relate to unbilled revenue for which the Company has provided the services but the invoice for the same has not been raised till the end of financial year. It also includes prepaid expenses made by the Company. This figure is volatile in nature and company tries to raise as many invoices till year end as possible and therefore the same has been projected as per the past trends of the Company.
Short Term Provisions	Short Term provisions majorly includes Income tax payable and current portion of the gratuity provision made. Since business is growing, we have allocated reserve fund for liabilities related to taxes, and other such regulatory compliances.
Other Current Liabilities	Other current liabilities include salaries payable, statutory dues, taxes. This also related to advances received from customers against the services provided as part of the Company's policy to minimize the risk of bad debts and cancellation of orders.

Reasons for increase of working capital requirement of the Company in FY 2023-24 as compared to FY 2022-23:

The working capital requirement of the Company in FY 2023-24 was Rs. 2,210.30 Lakhs as compared to the working capital requirement in FY 2022-23 of Rs. 1,774.88 Lakhs. The reasons for the such increase in working capital requirements can be attributed to the following factors:

1. Higher Trade Receivables:

- The trade receivables of the Company increased from Rs. 1991.40 Lakhs in FY 2022-23 to Rs. 2646.78 Lakhs in FY 2023-24.
- The holding levels of trade receivables were increased to average 70 days in FY 2023-24 from 35 days in FY 2022-23 to accommodate customer demands and maintain relationships with its customers. By extending the credit period, the Company ensured continued business with its customers.
- The incremental increase in trade receivables by Rs. 655.38 Lakhs (Rs. 2,646.78 Lakhs - Rs. 1,991.40 Lakhs) is a key factor contributing to the increase in the working capital requirement.

2. Increase in advances to suppliers:

- The Company's advances to suppliers increased from Rs. 68.21 Lakhs in FY 2022-23 to Rs. 325.10 Lakhs in FY 2023-24.
- The Company made advance payments to secure freight services, transportation, and logistics support anticipating upcoming demand. Such advances to suppliers ensured priority shipments, securing better rates and favorable terms in exchange for early or upfront payments.
- The incremental increase in advance to suppliers by Rs. 256.89 Lakhs (Rs. 325.10 - Rs. 68.21 Lakhs) is a one of the factors contributing to the increase in the working capital requirement.

3. Increase in Other Current Assets:

- Other current assets grew from Rs. 362.02 Lakhs in FY 2022-23 to Rs. 710.63 Lakhs in FY 2023-24. One of such reason was due to higher unbilled trips at the year-end compared to previous year.
- This has caused temporary increase in WCR of Rs. 348.61 Lakhs (Rs. 362.02 - Rs. 710.63 Lakhs) compared to previous year.

4. Payment of Advance Tax & TDS:

- The company has paid Advance Tax and TDS Rs. 418.81 Lakhs in FY 2023-24 compared to Rs. 246.28 Lakhs in FY 2022-23.
- This has caused temporary increase in WCR of Rs. 172.53 Lakhs (Rs. 418.81 - Rs. 246.28 Lakhs) compared to previous year.

These factors as mentioned above have led to an increase in working capital requirement in FY 2023-24.

“3. Justification of Working Capital Needs”

Conclusion

This infusion of funds will ensure that the Company operates efficiently.

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013 and other applicable laws, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets

BASIS FOR ISSUE PRICE

The details mentioned on the chapter titled “*Basis for Issue Price*” on page 100 of the Draft Red Herring Prospectus has been updated:

c) Comparison with Listed Industry Peers

For the period ended September 30, 2024:

(₹ in Lakhs, otherwise mentioned)

Key Performance Indicators*	Blue Water Logistics Limited	Shreeji Limited	Translogistics	Shree Vasu Logistics Limited
Revenue from Operations	8,129.47	11,506.28	11,506.28	6,832.70
EBITDA	638.03	326.39	326.39	1,710.42
EBITDA Margin	7.85%	2.84%	2.84%	25.03%
PAT	342.59	57.38	57.38	69.95
PAT Margin ¹	4.21%	0.50%	0.50%	1.02%
Return on Equity	30.60%	1.03%	1.03%	2.16%
Debt to Equity	2.24	0.55	0.55	1.55
Current Ratio	1.67	1.91	1.91	0.88

SECTION VI – ABOUT THE COMPANY

OUR BUSINESS

The details mentioned on the chapter titled “*Our Business*” on page 124, 125, 128, 131, 137, 140, 141 and 142 of the Draft Red Herring Prospectus has been updated:

OUR KEY SERVICES

1. Ocean Freight

Ocean freight is a tested mode of bulk transport across international waters, as it is generally cheaper than air freight and reliable mode of transporting goods. We understand the customer’s requirement and accordingly our team provides them logistics solutions which best suits their business needs and meets their schedules. By leveraging our network with liners and shipping companies, we are able to secure cargo space and command reasonable prices for the movement of cargo from one country to another. This helps us in offering flexible ocean freight forwarding solutions built as per our customer’s requirements.

Every single booking of ocean transport has its own pricing structure according to the size and need of the customer. This also depends on different shipment commodities and shipment regions. Our scope of services under this segment includes:

- Full Container Load (FCL) ⁽¹⁾
- Less Container Load (LCL) ⁽²⁾
- Delivered Duty Paid (DDP) ⁽³⁾
- Delivered at Place (DAP) ⁽⁴⁾
- Cargo pick-up from customer warehouses⁽⁵⁾
- Foreign to Foreign freight services⁽⁶⁾

⁽¹⁾ When a single shipper uses an entire container for their cargo.

⁽²⁾ A shipping method that allows shippers to transport small shipments by sharing a portion of a shipping container with other shippers.

⁽³⁾ Delivered Duty Paid (DDP) means the seller is responsible for delivering the goods to the agreed-upon location, and paying all import duties and taxes. The buyer is not responsible for any additional costs beyond the agreed-upon price.

⁽⁴⁾ Delivered-at-place (DAP) means the seller is responsible for delivering the goods to the agreed-upon location, but the buyer is responsible for paying import duties and taxes, and unloading the goods.

⁽⁵⁾ Cargo pick-up from customer warehouses is a service provided to collect the goods from the customer's premises and transport them to the port or warehouse for further shipment.

⁽⁶⁾ Foreign to Foreign (F2F) freight services involve the movement of goods between two foreign countries without ever passing through the shipper's home country. This type of service is often used when the customer is located in one country, but the goods are shipped directly to another country, bypassing any need to touch the customer's home country's ports.

In the year 2024, we also started to include fumigation for containers and vehicles used for transportation purposes. This service ensures the thorough cleaning and treatment of containers to meet regulatory standards, maintaining the safety and hygiene of the logistics process.

REVENUE BREAK-UP*

a) Following is our revenue bifurcation on the basis of our services for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

(₹ in lakhs)

Particulars	For the period ended on September 30, 2024	FY 2023-24	FY 2022-23	FY 2021-22
-------------	--	------------	------------	------------

	Revenue from Operations	%						
Ocean Freight	6808.90	83.76	10574.78	76.26	15400.42	84.32	12826.96	80.97
Surface Freight	316.70	3.90	1,110.29	8.01	660.05	3.61	559.36	3.53
Railway Freight	191.93	2.36	555.39	4.01	522.55	2.86	454.95	2.87
Air Freight	75.37	0.93	153.34	1.11	772.38	4.23	1162.73	7.34
Custom House Clearance	736.57	9.06	1473.57	10.63	909.75	4.98	836.91	5.28
Total	8129.47	100.00	13867.37	100.00	18265.14	100.00	15840.90	100.00

e) Following is our bifurcation of revenue generated by different business models we cater to, for the period ended on September, 2024 and for the financial years ending March 31, 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For the period ended on September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Revenue from Operations	%	Revenue from Operations	%	Revenue from Operations	%	Revenue from Operations	%
B2C^	4846.06	59.61	8223.50	59.30	13712.45	75.07	12319.51	77.77
B2B^^	3283.42	40.39	5643.88	40.70	4552.69	24.93	3521.40	22.23
Total	8129.47	100.00	13867.37	100.00	18265.14	100.00	15840.90	100.00

^ B2C (Business-to-Consumer) refers to the business model where a company provides services directly to individual businesses that are not in the same industry i.e., Logistics.

^^ B2B (Business-to-Business) refers to the type of commercial transaction in which one business provides services to another business that operates within the same industry of Company i.e., Logistics

OUR STRATEGIES

4. Focus on increase in volume of sales

As a part of our growth strategy our focus is on increasing sales volume through business expansion. Our presence in the state of Telangana, where the registered office of the Company is situated provides major portion of the Company's revenue. The Company's revenue from Telangana state account for 42.13%, 47.93%, 54.09% and 63.91% of its revenue from operations for the period ended September 30, 2024 and for the financial years ending March 31, 2024, March 31, 2023 and March 2022, respectively. We primarily provide our services to several domestic clients involved in import and export activities. Our focus is on expanding our operations into new markets, which will present valuable opportunities to grow our client base and increase revenues. This will offer our clients greater flexibility and scalability in their operations, while also improving cost efficiencies. We expect that focusing on a few clients will allow us to manage and allocate our resources efficiently and enhance our ability to provide customized solutions. We also believe that this approach will result in increased revenues which will allow us to continue to grow our business.

HUMAN RESOURCE

As and when required, we hire temporary staff to meet our business operations relating to loading and unloading of goods.

INSURANCE

Sr. No.	Name of the Insurance Company	Type of Policy	Policy No.	Validity Period (DD/MM/YY)	Details	Sum Insured (in ₹)	Premium p.a. (in ₹)
10.	Tata AIG General Insurance	Auto Secure – Liability	0162929300 03 00	From 04/02/2025 to 03/02/2026	Ashok Leyland 4023/XP/Open Truck	7,50,000	49,669

Sr. No.	Name of the Insurance Company	Type of Policy	Policy No.	Validity Period (DD/MM/YY)	Details	Sum Insured (in ₹)	Premium p.a. (in ₹)
	Company Limited	only Policy			Chassis No. MB1TRDJBOBAAC4295		

PROPERTIES

Sr. No	Address	Name of Owner/ lessor	Area of the Property^ / Parking Capacity	Period of Agreement	Rent details (In ₹)	Purpose
1.	H No. 8-2-270/B/1/2, Block-3, 4 th Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad-500034, Telangana, India.	Ms. Madhusmita Mohanty [^]	3,580 square feet	11 months with effect from April 01, 2024.	Rs. 1,50,000/- per month.	Registered Office
7.	House No. 12-7-20/50/C, Goods Shed Road, Moosapet, Hyderabad-500018, Telangana, India	Mr. Kanchamedi Sudhakar and Mr. Horande Dayanand	20 Trailers/ Trucks	From March 26, 2025 till March 24, 2026	Rs. 25,000/- per month	Arrangement for parking space of the vehicles.

[^] Ms. Madhusmita Mohanty is a related party and the lease consideration is on an arm's length basis. For more details, please see "**Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions**" beginning on page 180 of this Draft Red Herring Prospectus.

Note: All agreements are adequately stamped and executed.

HISTORY AND CERTAIN CORPORATE MATTERS

The details mentioned on the chapter titled “*History and certain corporate matters*” on page 154 of the Draft Red Herring Prospectus has been updated:

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
2021	During the financial year 2021-22, the erstwhile partnership firm, M/s. Blue Water Logistics, was also engaged in the business of trading electrical items, which included fans, lamps, LEDs, etc. Later, the partnership firm decided to discontinue its trading activities related to electrical items due to business considerations.

OUR MANAGEMENT

The details mentioned on the chapter titled “*Our Management*” on page 159 and 160 of the Draft Red Herring Prospectus has been updated:

BRIEF PROFILE OF OUR DIRECTORS

Mr. Laxmi Narayan Mishra, aged 52 years, is one of the Promoters, Chairman and Whole Time Director of our Company. He completed his Bachelor of Commerce degree from M/s. Utkal University in the year 1994. He worked as a Senior Executive in the Accounts Department at GAC Shipping (India) Pvt. Ltd. from February 16, 2004, to May 15, 2006. He then joined Marinetrans India Private Limited as General Manager – South Region, where he worked for over three years. He also co-founded our partnership firm i.e., M/s Blue Water Logistics along with Mr. Lalit Panda in the year 2010. Over the years, he has utilized his business knowledge and experience to establish our Company and offer logistics and supply chain solutions to our customers through sea and air freight services. He was appointed as a director of our Company on April 08, 2024 and was redesignated as the Chairman and Whole Time Director with effect from July 26, 2024 for a period of 5 years. He has over 13 years of experience in logistics industry, drawing on his past roles and experiences. He is actively involved in managing the financial operations of our Company, including its branch offices, day-to-day operations, budget planning, and ensuring the effective implementation of the same.

Mr. Lalit Panda, aged 41 years, is one of the Promoters and the Managing Director of our Company. He holds minimal educational qualifications having completed his secondary education from CBSE Board in the year 1998. He worked as a branch manager in OSL Shipping Agencies (I) Private Limited for a period of three years i.e., from year 2005 till year 2008. Later in the year 2008, he joined Marinetrans India Private Limited, where he worked as a general manager till the year 2017. He also co-founded our partnership firm i.e., M/s Blue Water Logistics along with Mr. Laxmi Narayan Mishra in the year 2010. He handled the responsibility of executing sales and marketing plans for our Company. He possesses over 7 years of experience in logistics industry through our partnership firm. He was appointed as a director of our Company on April 08, 2024 and was redesignated as the Managing Director with effect from July 26, 2024 for a period of 5 years. He is currently responsible for the creation and implementation of business strategies, management of the marketing system including execution of marketing plans, supervision, direction and control of the sales operations of our Company.

Ms. Falguni Khodabhai Prajapati, aged 36 years, is the Non-Executive Independent Director of our Company with effect from July 26, 2024. She has obtained her degree for completing MBA in Finance from M/s. Gujarat Technological University in the year 2012. She has also completed Doctor of Philosophy (Ph.D) (Management) from M/s. Hemchandracharya North Gujarat University in the year 2023. She has been associated with several educational institutions, including M/s. Shree Saraswati Education Sansthan’s Group of Institutions, Ahmedabad and Shree Akhil Anjana Kelvani Mandal Institution, Gandhinagar, where she provided lectures and insights on different finance related topics. She is currently serving as an Assistant Professor in the Finance Department at M/s. Sal Institute of Management, Ahmedabad and possesses more than 10 years of overall experience in teaching finance-related topics.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

The details mentioned on the chapter titled “*Restated Financial Statements*” on page 188 of the Draft Red Herring Prospectus has been updated:

(Rs. In Lakhs)

Particulars	As At 31st March, 2023*
(A) Cash Flow from Operating Activities	
Restated Net Profit Before Tax and Extraordinary items	205.87
<u>Adjustments For:</u>	
Gratuity Provision	0.00
(Interest Received)	-8.27
Income-tax/Prior Year Adjustment	0.00
(Profit on sale of fixed assets)	0.00
Interest and Finance Charges Paid	134.52
Depreciation	51.27
Operating profit before working capital changes	383.39
<u>Changes in Working Capital</u>	
(Increase)/Decrease in Trade Receivables	766.87
(Increase)/Decrease in Inventories	0.00
(Increase)/Decrease in Short Term Loans and Advances	-8.26
(Increase)/Decrease in Long Term Loans and Advances	0.00
(Increase)/Decrease in Other Current Assets	115.16
(Increase)/Decrease in Other Non-current Assets	-8.40
Increase/(Decrease) in Long Term Provisions	5.15
Increase/(Decrease) in Trade Payables	-949.04
Increase/(Decrease) in other Current liabilities	18.23
Increase/(Decrease) in Short Term Provisions	22.88
Cash Generated from / (used in) operating activities	345.99
Less : Income Tax paid	51.81
Cash Flow before extraordinary items	294.18
Extraordinary items	0.00
Net cash generated from / (used in) Operating Activities.....A	294.18
(B) Cash Flow from Investing Activities	
(Increase)/Decrease in Non-Current Investment	0.00
Interest Received	8.27
(Purchase)/Sale of Tangible Fixed Assets	-122.82
Sale of Tangible Fixed Assets	0.00
Net cash generated from / (used in) Investing Activities.....B	-114.55
(C) Cash Flow from financing Activities	
Proceeds from issue of Share Capital	0.00
Capital introduced/ (withdrawn)	-145.31
Increase/(Decrease) in Short Term Borrowings	53.11
Increase/(Decrease) in Long Term Borrowings	-111.64
Interest and Finance Charges Paid	-134.52
Dividend & tax thereon	0.00
Increase/(Decrease) in Share Application Money	0.00
Net cash generated from / (used in) Financing Activities.....C	-338.37
Net increase in cash and cash equivalents (A+B+C)	-158.73
Cash and cash equivalents at the beginning	398.45
Cash and cash equivalents at the end	239.72

*Comparative Cash Flow Statement of FY 2022-23 with previous period August 2022.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The details mentioned on the chapter titled "*Management's discussion and analysis of financial condition and results of operations*" on page 225 and 226 of the Draft Red Herring Prospectus has been updated:

FISCAL 2024 COMPARED WITH FISCAL 2023

Revenue from Operation

Revenue from operations has decreased by 24.08% from ₹ 18,265 lakhs in Fiscal 2023 (₹9,798.24 lakhs of period September 1, 2022 to March 31, 2023 and ₹8,466.90 lakhs of Period Ended August 31, 2022) to ₹13,867.37 lakhs in Fiscal 2024.

There is a decline in revenue from operations in Fiscal 2024 due to a dip in market rates and freight charges. Due to decrease in freight charges the total revenue of the company decreased even though there is an increase in the total number of shipments executed by the company in FY 2024.

The Company's average freight rate per trip for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively are as follows:

(Rs. in Lakhs except no. of trips)

Particulars	For the period ended September 30, 2024	FY 2023- 24	FY 2022- 23	FY 2021- 22
Revenue from Ocean Freight (A)	6,808.90	10,574.78	15,400.42	12,826.96
No. of Ocean trips for the respective periods (B)	2,756	4,961	4,028	3,590
Average freight rate per trip (B/A)	2.47	2.13	3.82	3.57

The difference in the average freight rate for FY 2023-24 and 2022-23 are as follows:

(Rs. in Lakhs)

Particulars	FY 2023-24	FY 2022-23	Difference
Revenue from Ocean Freight (A)	10,574.78	15,400.42	(4,825.64)
Average freight rate per trip (B/A)	2.13	3.82	(1.69)

Although the trips done by the Company in FY 2023-24 (4,961 trips) was more than FY 2022-23 ((4,028 trips). The Company experienced an average freight rate decrease of Rs. 1.69 Lakhs per trip which impacted the revenue from operations for FY 2023-24 by Rs. 4,825.64 Lakhs. Such decline in freight charges from FY 2022-23 to FY 2023-24 was primarily due to the post-pandemic period. After COVID-19, operations became more active in FY 2022-23 leading to a temporary surge in freight rates during that period. In FY 2023-24, the market conditions stabilized, leading to a comparatively low freight charges in business operations.

Other Income

Other income had decreased by 46.16% from ₹12.94 lakhs in Fiscal 2023 (₹ 8.72 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 4.22 lakhs of Period Ended August 31, 2022) to ₹6.96 lakhs in Fiscal 2024 due to decrease in Interest Income. The company's Interest income decreased from ₹10.12 lakhs in Fiscal 2023 to ₹1.14 lakhs in Fiscal 2024.

Reason for decrease in other Income in FY 2023-24:

The other income in FY 2022-23 included interest on income tax refund amounting to Rs. 6.82 Lakhs which was not in FY 2023-24. This led to the decrease in other income for FY 2023-24.

Operational Expenses

The Operational Expenses decreased by 27.72%, from ₹17,000.66 lakhs in Fiscal 2023 (₹ 9,029.63 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 7,971.03 lakhs of Period Ended August 31, 2022) to ₹12,287.23 lakhs in fiscal year 2024.

Reason for Reduction in Operational Expenses FY 2023-24:

- The operational expenses have moved in tandem with the revenue from operations of the Company in FY 2023-24. Revenue from operations have decreased to Rs. 13,867.37 Lakhs from Rs. 18,265.14 Lakhs in FY 2022-23 which led to decrease in Operational expense to Rs. 12,287.23 Lakhs in FY 2023-24 from Rs. 17,000.66 Lakhs in FY 2022-23.
- Operational expenses as percentage of Total Revenue have also decreased from 93.01% in FY 2023-24 to 88.56% in FY 2022-23. The marginal variation of 4.45% (93.01%-88.56%) which was due to general fluctuation in freight rates in the FY 2023-24 as compared to FY 2023-24.

Employee Benefit Expenses

Employee benefit expenses had decreased by 5.53% from ₹410.21 lakhs in Fiscal 2023 (₹ 260.12 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 150.09 lakhs of Period Ended August 31, 2022) to ₹387.54 lakhs in Fiscal 2024.

Reasons for decrease in Employee Benefit Expenses:

This was primarily due to decrease in Salaries, wages & bonus from ₹347.49 lakhs in Fiscal 2023 to ₹337.75 lakhs in Fiscal 2024, Gratuity expense from ₹ 9.31 lakhs in Fiscal 2023 to ₹ 1.59 lakhs Fiscal 2024. The Director's remuneration in FY 2022-23 was ₹43.90 Lakhs whereas in FY 2023-24 it was ₹ 36.00 lakhs. This led to decrease in Employee Benefit Expenses.

The bifurcation of Director's remuneration in FY 2023-24 is as follows:

(Rs. In Lakhs)

Name of Director	Remuneration in FY 2023-24
Madhusmita Mohanty	18.00
Supriya Mishra	18.00
Total	36.00

This was a discretionary measure adopted by the Company to optimize resource allocation.

Additionally, In F.Y. 2022-23 Partner's Remuneration amounting to ₹ 27.00 lakhs was paid and same expense in FY 2023-24 was nil which further contributed to decrease in Employee Benefit Expense.

Finance Cost

Finance Cost had decreased by 24.02% from ₹220.48 lakhs in Fiscal 2023 (₹ 134.52 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 85.96 lakhs of Period Ended August 31, 2022) to ₹167.53 lakhs in Fiscal 2024.

Reason for Decrease in Finance Cost:

This was due to decrease in interest expenses from ₹209.45 lakhs in Fiscal 2023 to ₹160.50 lakhs in Fiscal 2024. The Company has made principal repayment of its Unsecured Term Loan (USL) from banks & NBFC's. Following loans amounting to Rs. 130.06 lakhs were fully repaid, leading to a decrease in interest expenses.

(Rs. In Lakhs)

Name of Lender	Amount of Loan	Type of loan	Loan Satisfaction date
Inditrade Fincorp Limited	12.82	USL NBFC	05.02.2024
Kotak Mahindra Bank Ltd	37.54	USL Bank	01.02.2024
Neogrowth Credit Private Limited	15.49	USL NBFC	06.02.2024
Axis Finance Limited	12.52	USL NBFC	30.04.2023
HDFC Bank Limited	51.69	USL Bank	19.02.2024

The repayments were made in accordance with the agreed-upon repayment schedule, ensuring compliance with financial obligations and maintaining the Company's creditworthiness.

Depreciation and Amortization Expenses

Depreciation had increased by 46.66% from ₹65.15 lakhs in Fiscal 2023 (₹51.27 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 13.88 lakhs of Period Ended August 31, 2022) to ₹95.55 lakhs in Fiscal 2024.

Reason for Increase in Depreciation and Amortization Expenses:

The purchase of additional fixed assets in FY 2023-24 led to an increase in depreciation expenses for the year. During the FY 2023-24, the Company purchased additional fixed assets like commercial vehicles, computers and other office equipments amounting to Rs. 176.97 Lakhs which has resulted in Depreciation charged in FY 2023-24 to Rs. 95.55 Lakhs as compared to Rs. 65.15 Lakhs charged in FY 2022-23.

Profit after Tax

For Fiscal 2024, the Company reported a net profit of ₹594.05 lakhs, a significant increase compared to ₹258.37 lakhs in Fiscal 2023 (₹154.06 lakhs of period September 1, 2022 to March 31, 2023 and ₹104.31 lakhs of Period Ended August 31, 2022). Despite a decline in revenue from operations, the Company successfully improved its profit margin, which rose from 1.41% in Fiscal 2023 to 4.28% in Fiscal 2024. This enhancement in profitability was driven by increase in trips and purchase of six additional commercial vehicles in Fiscal 2024.

a) Increase in number of trips:

One of the primary reasons for the increase in profitability in FY 2023-24 was the rise in the number of trips completed. The Company successfully completed an additional 2,338 trips in FY 2023-24, compared to FY 2022-23. This increase in trips directly contributed to the profitability of the Company.

The detailed breakdown of trips performed by the Company is as follows:

Particular	FY 2022-23	
	Trips from owned portion (A)	Trips from rented portion (B)
Vessels	-	4,028
Vehicles	122	1,615
Flights	-	176
Total of owned and rented trips (A+B)		5,941
Particular	FY 2023-24	
	Trips from owned portion (A)	Trips from rented portion (B)
Vessels	-	4,961
Vehicles	441	2,690
Flights	-	187
Total of owned and rented trips (A+B)		8,279
No. of Additional Trips	8279 trips – 5,941 = 2,338 trips ^	

[^]Total Trips in FY 2023-24 less Total Trips in FY 2022-23.

Purchase of 6 (six) additional commercial vehicles in FY 2023-24:

The Company purchased 6 additional commercial vehicles in FY 2023-24 and was able to successfully complete 108 trips from such vehicles in FY 2023-24.

The details of such commercial vehicles along with the details of trips completed from the date of their operations are as follows:

Sr No.	Vehicle No	Chassis No	Model No.	Date of operations	No. of Trips done from its date of operations in FY 2023-24
1	AP39VE1760	MAT503091P2P31877	TATA SIGNA 4023.S BSVI	December 31, 2023	23
2	AP39VE1761	MAT503091P2P31910	TATA SIGNA 4023.S BSVI	December 31, 2023	23
3	AP39VE1762	MAT503091P2P31953	TATA SIGNA 4023.S BSVI	December 31, 2023	17
4	AP39VE1763	MAT503091P2P31795	TATA SIGNA 4023.S BSVI	December 31, 2023	18

Sr No.	Vehicle No	Chassis No	Model No.	Date of operations	No. of Trips done from its date of operations in FY 2023-24
5	AP39VE1765	MAT503091P2P31887	TATA SIGNA 4023.S BSVI	December 31, 2023	22
6	TS09UE3869	MAT503091P2P31903	TATA SIGNA 4023.S BSVI	February 01, 2024	5
				Total	108

Additionally, careful management of other operational costs further supported the Company's improved financial performance.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

The details mentioned on the chapter titled “*Outstanding litigations and material developments*” on page 228 and 229 of the Draft Red Herring Prospectus has been updated:

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS AND SUBSIDIARIES

4. Litigation involving Tax Liability:

Indirect Tax:

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
1.	M/s. Blue Water Logistics (currently known as M/s. Blue Water Logistics Limited), a partnership firm) 36AAKFB4303K1 ZJ	Assistant Commissioner Sanathnagar: Punjagutta: Telangana	ZD360221024 348Q Dated February 18,2021 Period: July, 2017- March, 2018	The Show Cause Notice issued under Section 73 of the CGST/DGST Act, 2017, for tax due has not been paid or short paid or refund has been released erroneously or input tax credit has been wrongly availed or utilized.	The total demand for tax and other dues is Rs. 10,619/-	The Company has filed detailed reply vide ARN- ZD3602210697667 dated February 26, 2021 in this matter and the same is pending for response from the concerned authority
2	M/s. Blue Water Logistics (currently known as M/s. Blue Water Logistics Limited), a partnership firm) 36AAKFB4303K1 ZJ	Assistant Commissioner Sanathnagar: Punjagutta: Telangana	ZD361121002953 U Dated November 12, 2021 Period: July, 2017- February, 2018	The Show Cause Notice issued under Section 73 of the CGST/DGST Act, 2017, for tax due has not been paid or short paid or refund has been released erroneously or input tax credit has been wrongly availed or utilized.	The total demand is for Rs. 47,77,814/-	The Company has formally addressed the matter by submitting a detailed response under Reference No. ZD361121002953U on November 12, 2021. Subsequently, the relevant authority issued an order, vide Order No. ZD361223020449L dated December 12, 2023, directing the closure of proceedings. Accordingly, no further legal action shall be taken in this case

Direct Tax:

c. A.Y. 2023-24:

M/s. Blue Water Logistics Limited (Converted from a partnership firm **M/s. Blue Water Logistics**) (hereinafter referred to as the “Assessee”) has been issued with a notice bearing no. **ITBA/AST/S/61/2024-25/1065730069(1)** dated June 19, 2024 intimating the assessee of initiation of assessment proceedings for A.Y. 2023-24, in accordance with the provisions of section 144B of the Act and has accordingly been issued with subsequent notices u/s. 142(1) requiring the assessee to submit financial statements and other relevant documents for the period and the assessment is under process.

Subsequent to the aforementioned assessment notices, the Company has been issued with an assessment order bearing no. **ITBA/AST/S/143(3)/2024-25/1074473469(1)** dated March 13, 2025, raising a demand of Rs. 82,11,410/- . Further penalty proceedings has been initiated against the assessee in terms of the provisions of Section 274 r.w.s. 272A(1)(d) of the Act vide a notice bearing no. **ITBA/PNL/S/272A(1)(d)_FL/2024-25/ 1074405491(1)** dated March 122025 requiring the assessee to show cause as to why penalty of Rs. 10,000/- not be imposed against the assessee. The assessee has further been required to show cause why penalty u/s. 271AAC(1) of the Act not be imposed, vide notice bearing no. **ITBA/PNL/S/271AAC(1)/2024-25/1074473685(1)** dated March 31, 2025. Both the aforementioned notices are pending.

GOVERNMENT AND OTHER STATUTORY APPROVALS

The details mentioned on the chapter titled *“Government and Other Statutory Approvals”* on page 237 and 239 of the Draft Red Herring Prospectus has been updated:

BUSINESS RELATED REGISTRATIONS

Sr. No	Description	Address	License Number	Issuing Authority	Date of Issue	Date of Expiry
6.	The Tamil Nadu Industrial Establishments Act, 1958 Form No.111	M/s. Blue Water Logistics Limited, Old No. 73, New no. 147 Thambu Chetty Street, George Town, Pursawalkam Taluk, Chennai-600001, India	Registration Number: TN/AIL5CHE/NFSH/68-25-00314	Labour Department, Government of Tamil Nadu	January 11, 2025	January 10, 2026
17.	License for Custom House Broker	M/s. Blue Water Logistics Limited, R.B.S Towers, Old No. 73, New no. 147, Thambu Chetty Street, 2 nd Floor, Chennai-600001, India	AALCB0113D	The Principal Commissioner of Customs House, Chennai	February 06, 2025	February 06, 2035
18.	Intimation Under the Maharashtra Shops and Establishments, Rules 2018	M/s. Blue Water Logistics Limited, Office No.302, Tibha B & C, Opposite 3 Pay & Pump, Agra Road, Mumbai, Thane-400601	Application Number: 2510200319653933	Office of the Deputy Commissioner, Thane	January 21, 2025	Valid until cancelled

OTHER REGULATORY AND STATUTORY DISCLOSURES

The details mentioned on the chapter titled “*Other Regulatory and Statutory Disclosures*” on page 241 of the Draft Red Herring Prospectus has been updated:

ELIGIBILITY FOR THE ISSUE

- The company has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

(Rs. In Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash flow from Operations	423.28	1218.69	-845.32
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	(176.97)	(195.68)	(28.60)
Add- Net Total Borrowings (net of repayment)	(158.32)	(47.87)	1051.86
Less- Interest expense x (1-T)	120.11	156.87	67.63
Free cash flow to Equity (FCFE)	(32.12)	818.28	110.31

**for the financial year 2022-23 we combined the figures of partnership firm i.e. up to August 31, 2022 and also of the Company i.e. from September 01, 2022 to March 31, 2023.*

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The details mentioned on the section titled “*Main Provisions of the Articles of Association*” on page 291 of the Draft Red Herring Prospectus has been updated:

No material clauses have been left out in the Article of Association of the Company which might have a bearing on the proposed Issue.

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The details mentioned on the section titled “*Material Contracts and Documents for inspection*” on page 329 of the Draft Red Herring Prospectus has been updated:

MATERIAL DOCUMENTS

10. Certificate on KPI’s issued by the Peer Review Auditor M B Jajodia & Associates, Chartered Accountants by way of their certificate dated January 10, 2025 and Audit Committee resolution for KPI’s disclosure dated January 10, 2025.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Addendum to the Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- Mr. Lalit Panda Managing Director DIN: 05358709	Sd/- Mr. Laxmi Narayan Mishra Chairman and Whole Time Director DIN: 05358706
Sd/- Ms. Madhusmita Mohanty Whole-Time Director DIN: 06575521	Sd/- Ms. Supriya Mishra Non-Executive Non-Independent Director DIN: 06681803
Sd/- Mr. Sugoto Ghosh Non-Executive Independent Director DIN: 03227177	Sd/- Ms. Falguniben Khodabhai Prajapati Non-Executive Independent Director DIN: 10735011
Sd/- Mr. Nikhar Ami Agarwal Non-Executive Independent Director DIN: 09781591	

SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/- Mr. Mohammed Jaffar Chief Financial Officer	Sd/- Ms. Priya Bharat Dholu Company Secretary and Compliance Officer
---	---

Date: May 06, 2025

Place: Hyderabad