



(Formerly known as Marinetrans India Private Limited)



CIN: U35110MH2004PLC147139

Our Company was originally incorporated as “Marinetrans India Private Limited” on June 24, 2004, vide certification of incorporation bearing Corporate Identity No. U35110MH2004PTC147139 under the provision of Companies Act, 1956 issued by the Assistant Registrar of Companies, of Maharashtra Mumbai. Subsequently, the Company was converted into Public Limited Company vide a fresh certificate of incorporation issued by Registrar of Companies, Mumbai consequent upon conversion from Private Limited to Public Company dated May 18, 2023, to its present name of “Marinetrans India Limited” with the Corporate Identification Number U35110MH2004PLC147139. For further details, please refer to section titled “Our History and Certain Corporate Matters” beginning on page Error! Bookmark not defined. of this Draft Prospectus

**Registered and Corporate Office:** 801/802, 8<sup>th</sup> Floor, Vindhya Commercial Complex Plot No. 1, Sector 11, CBD Belapur, Navi Mumbai, Thane - 400614, Maharashtra, India

**Contact Number:** +91-7777045320; **E-mail:** [compliance@marinetrans.in](mailto:compliance@marinetrans.in) **Website:** [www.marinetrans.in](http://www.marinetrans.in)

**Contact Person:** Mr. Nikhil Kishor Joshi, Company Secretary and Compliance Officer

THE PROMOTERS OF OUR COMPANY IS MR. TIRAJ KUMAR BABU KOTIAN AND MR. ARUNKUMAR NARAYAN HEGDE ADDENDUM TO THE DRAFT PROSPECTUS DATED JULY 29 2023: NOTICE TO THE INVESTORS (“THE ADDENDUM”)	
INITIAL PUBLIC ISSUE OF UP TO 42,00,000 EQUITY SHARES OF FACE VALUE OF RS.10.00/- EACH OF MARINETRANS INDIA LIMITED FOR CASH AT A PRICE OF RS.[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF RS.[●] PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO RS.[●] LAKHS (“THE ISSUE”) OF WHICH UP TO [●] EQUITY SHARES AGGREGATING TO RS.[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UP TO [●] EQUITY SHARES AT AN ISSUE PRICE OF RS.[●] PER EQUITY SHARE AGGREGATING UP TO RS.[●] LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE Error! Bookmark not defined. OF THIS DRAFT PROSPECTUS	
Potential Bidders may note the following:	
<ol style="list-style-type: none"> <li>In terms of Regulation 2 (1) (oo) (ii) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Mr. Arunkumar Narayan Hegde has been re-classified to Promoters Category by virtue of shareholding and control in the Management of the Company. In consequence to such addition in Promoters, the relevant portions of the Chapters namely “Definitions and Abbreviations”, “The Issue”, “Capital Structure”, “Our Promoters and Promoters Group and “Declaration” beginning on Page 1, 42, 55, and 135, of the Draft Prospectus has also been updated.</li> <li>In the relevant portions of the Chapters namely “General Information” and “Government and Other Approvals”- Details of Place of the branch office of the company beginning on Page 47 has been updated accordingly.</li> <li>The Chapter titled “Risk Factors” beginning on page 20 of the Draft Prospectus has been updated with addition of certain risk factor and shifting of risk factor.</li> <li>The Chapter titled “Object of the Issue” beginning on page 65 of the Draft Prospectus has been updated to include the justification of the holding period Working Capital.</li> <li>“Our Management” chapter insert the brief profile Board Members.</li> </ol>	
The above is to be read in conjunction with the Draft Prospectus and accordingly their references in the Draft Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Prospectus.	
<b>On behalf of Marinetrans India Private Limited</b>	
<b>Date: July 29, 2023</b> <b>Place: Mumbai</b>	<b>Sd/-</b> <b>Mr. Nikhil Kishor Joshi</b> <b>Company Secretary and Compliance Officer</b>
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>SWARAJ SHARES AND SECURITIES PRIVATE LIMITED</b> <b>Principal Place of Business:</b> 304, A Wing, 215 Atrium Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai – 400093, Maharashtra, India <b>Contact Number:</b> +91-22-6964-9999 <b>Email Address:</b> <a href="mailto:compliance@swarajshares.com">compliance@swarajshares.com</a> <b>Investor Grievance Email ID:</b> <a href="mailto:investor.relations@swarajshares.com">investor.relations@swarajshares.com</a> <b>Contact Person:</b> Pankita Patel/ Tanmoy Banerjee <b>Website:</b> <a href="http://www.swarajshares.com">www.swarajshares.com</a>	 <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> <b>CIN No:</b> U74899DL1995PTC071324 <b>D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020</b> <b>Contact Number:</b> +91-11-40450193-197 <b>Email:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a> <b>Investor Grievance E-Mail:</b> <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a> <b>Contact Person:</b> Mr. Anuj Kumar <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a>

<b>SEBI Registration Number:</b> INM00012980 <b>CIN:</b> U51101WB2000PTC092621	<b>SEBI Registration No.:</b> INR000003241
ISSUE PROGRAMME	
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[•]	[•]

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**SECTION I – GENERAL**

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***Definitions And Abbreviations***

**Company related and Conventional terms**

<b>Term</b>	<b>Description</b>
Promoterss	Shall mean Promoterss of our Company i.e. : Mr. Tiraj Kumar Babu Kotian and Mr. Arunkumar Narayan Hegde For further details, pleaserefer to section titled " <b><i>Our Promoterss &amp; Promoters Group</i></b> " beginning on page 107 of the Draft Prospectus .

**SECTION II - SUMMARY OF ISSUE DOCUMENT**

**C Name of the Promoters of Our Company:**

Mr. Tiraj Kumar Babu Kotian and Mr. Arunkumar Narayan Hegde is the Promoters of our Company.

*(For further details, please refer section “Our Promoters and Promoters Group” beginning from page **Error! Bookmark not defined.** of this Draft Prospectus)*

**D Promoters Group**

<b>Natural persons who are part of the Promoters Group of Mr. Tiraj Kumar Babu Kotian</b>	<b>Immediate Relatives</b>	<b>Name of the Relative</b>	<b>Relationship</b>
		Mrs. Jalajakshi Kotian	Mother
		Mr. Manoj Kotian	Brother
		Ms. Pramila Poojary	Sister
		Ms. Seema Kotian	Spouse
		Ms. Anika Kotian	Daughter
	Mrs. Aarti Pooja	Spouse’s Sister	
	<b>In addition to the individuals mentioned above, persons whose shareholding is aggregated under the heading “shareholding of the Promoters group”</b>	Nil	
<b>Entities forming part of the Promoters Group</b>		Safewater Logistics Private Limited	
<b>Natural persons who are part of the Promoters Group of Mr. Arunkumar Narayan Hegde</b>		<b>Name of the Relative</b>	<b>Relationship</b>
		Mrs. Hemavathi Narayan Hegde	Mother
		Mr. Anilkumar Narayan Hegde	Brother
		Mrs. Pushpa Arunkumar Hegde	Spouse
		Aryan Arunkumar Hegde	Son
		Shruti Arunkumar Hegde	Daughter
		Paul X Mascarenhas	Spouse’s Father
		Hilda Paul Mascarenhas	Spouse’s Mother
	Wilma Nelson Menezes	Spouse’s Sister	
	<b>In addition to the individuals mentioned above, persons whose shareholding is aggregated under the heading “shareholding of the Promoters group”</b>		
<b>Entities forming part of the Promoters Group</b>		Safewater Logistics Private Limited	

*(For further details, please refer section “Our Promoters and Promoters Group” beginning from page **Error! Bookmark not defined.** of this Draft Prospectus)*

**G Pre-issue shareholding of our Promoters and Promoters group as on the date of this Draft Prospectus:**

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
<b>Promoters</b>		
Mr. Tiraj Kumar Babu Kotian	42,62,970	50.00
Mr. Arunkumar Narayan Hegde	42,62,980	50.00
<b>Total Promoters Shareholding (A)</b>	<b>85,25,950</b>	<b>100.00</b>
<b>Promoters Group</b>	-	-
Seema Tirajkumar Kotian	10	Negligible
Manoj Babu Kotian	10	Negligible
Pramila Bharat Poojari	10	Negligible
Aryan Arunkumar Hegde	10	Negligible
Shruti Arunkumar Hegde	10	Negligible
<b>Total Promoters Group Shareholding (B)</b>	<b>50</b>	<b>Negligible</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>85,26,000</b>	<b>100</b>

**P Average cost of acquisition of equity shares for Promoters:**

Name of the Promoters	No. of Equity Shares Held	Avg. Cost of Acquisition (In Rs. Per Equity Share)
Mr. Tiraj Kumar Babu Kotian	42,62,970	1.96
Mr. Arunkumar Narayan Hegde	42,62,980	0.46

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance, bonus issue or face value split and the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of draft prospectus.

## SECTION III - RISK FACTORS

### *Internal Risk Factors*

#### MINOR MODIFICATION IN EXISTING RISK FACTORS

1. *Our Company and Promoter of the Company are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before the court and regulatory authority. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business, and financial status.*

Our Company is currently involved in legal proceedings that are pending at different levels of adjudication before various courts. In the event of any adverse rulings or the levying of penalties, we may need to make payments or provisions for future payments, which could potentially increase our expenses and current or contingent liabilities. Additionally, there are outstanding litigation proceedings involving our company, our subsidiaries, our Promoter, and our directors

Name	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Actions	Disciplinary actions by the SEBI or Stock Exchanges against the Promoter	Material pending Civil Litigation	Financial Implications to the Extent Quantifiable (Rs. In Lakhs)
<b>1. Company</b>						
Against the Company	Nil	6*	Nil	Nil	1	690.3798
By the Company	Nil	Nil	Nil	Nil	4	34.71134
<b>2. Subsidiaries</b>						
Against the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
<b>3. Directors</b>						
Against the Directors	Nil	Nil	Nil	Nil	1	180
By the Directors	Nil	Nil	Nil	Nil	0	Nil
<b>4. Promoter</b>						
Against the Promoter	Nil	Nil	Nil	Nil	1	180
By the Promoter	Nil	Nil	Nil	Nil	0	Nil
<b>5. Group Companies</b>						
Outstanding litigation which may have a material impact on our Company	Nil	Nil	Nil	Nil	Nil	Nil

\*The department of Central Board of Excise and Customs has issued a notice of demand Services tax from the Company for Rs 566.78 in lakhs.

We may incur significant expenses and management time in such legal proceedings. Any adverse ruling in any of the above proceedings or consequent levy of penalties by other statutory authorities may render our Company / Promoters / Promoter Group/Directors liable to penalties and may have a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For further details, see chapter titled “Outstanding Litigations and Material Developments” beginning on page 142 of this Draft Prospectus.

18. *The members of the Promoters Group have been bequeathed with the ownership of the Equity Shares pursuant to Gift Deeds executed by the Promoters.*

The members of the Promoters Group, namely being, Mr. Manoj Babu Kotian, Mrs. Seema Tirajkumar Kotian, and Mrs. Pramila Bharat Poojari, and Mr. Aryan Arunkumar Hegde, Ms. Shruti Arunkumar Hegde have been bequeathed with the ownership of 10 Equity Shares each, pursuant to Gift Deeds dated March 17, 2023, by the Promoters. Thus, this clearly indicates that, the aforesaid 20 Equity Shares have been financed by the Promoters himself. However, as on date of this Draft Prospectus, no records of the Equity Share Certificates have been made available.

Further, as on date of this addendum Draft Prospectus, only the 50 Equity Shares held by Mrs. Pramila Bharat Poojar, Mr. Manoj Babu Kotian and Mrs. Seema Tirajkumar Kotian's and Mr. Aryan Arunkumar Hegde, Ms. Shruti Arunkumar Hegde are in the dematerialized form.

**24. *Acquisitions, strategic investments, partnerships, or alliances may be difficult to integrate, and may adversely affect our financial condition and results of operations.***

We may, from time to time, look for opportunities to acquire businesses or enter into strategic partnerships or alliances. For instance, we acquired, on 01st March, 2010 Arabital Container Lines India Private Limited and 31st December, 2019 acquired Sealand Lines India Private Limited, however, the said companies as on date of this Draft Prospectus, are struck off from the records of the Registrar of Companies. Our Company had booked a loss of Rs.(1,450.70) Lakhs in the Financial Year ended March 31, 2020.

If we choose to grow through acquisitions, we may face risks including: (i) difficulties integrating the personnel, operations, technology, internal controls and financial reporting of companies we acquire into our operations; (ii) disruption of our ongoing business and diversion of the attention of our management; (iii) potential loss of skilled professionals and established customer relationships of the businesses we acquire; (iv) unforeseen or hidden liabilities or costs post-acquisition; (v) regulatory hurdles in closing an acquisition; and (vi) challenges in achieving the expected benefits of synergies and growth opportunities in connection with these acquisitions and alliances. In addition, acquisitions may result in impairment of goodwill and other intangible assets, adversely affecting our financial condition and results of operations. These difficulties could disrupt our ongoing business, distract our management and employees, and increase our expenses. We may not be able to achieve the strategic purpose of such acquisition or operational integration or our targeted return on investment.

**37. *The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price***

<b>Name of Promoters</b>	<b>No. of equity shares held</b>	<b>Avg cost of acquisition</b>
Mr. Tiraj Kumar Babu Kotian	42,62,970	1.96
Mr. Arunkumar Narayan Hegde	42,62,980	0.46

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance, bonus issue or face value split and the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date.

**REPLACE THE RISK FACTOR 5 WITH NEW RISK FACTOR**

**6. *We are heavily dependent on third party service providers and suppliers to effectively carry on our logistics operations. Any unreliable or unsatisfactory services provided by them or failure to maintain relationships with them could result in disruption in our operations, which could have an adverse effect on our business, financial condition, results of operations and cash flows.***

We heavily dependent depend upon trucks, trailers, and other transportation vehicles various third parties for supply of assets and



services, which inter-alia includes, vehicles, for inland transportation of goods, containers for carrying goods, warehouses for storage etc. Our ability to service our customers depends on the availability reliability, satisfactory and continuous services of such third parties for these outsourced services. Events beyond our control or that of our suppliers such as (i) equipment and vehicles shortages, particularly among contracted truckload carriers and ocean carriers; (ii) interruptions or stoppages in transportation services as a result of labor disputes and strikes; (iii) network congestion, weather related issues, "Acts of God" or acts of terrorism; and (iv) increases in operating expenses for carriers, such as fuel costs, insurance premiums and licensing expenses; may affect the cost, availability or ability to provide their services. We have limited control and supervision over our suppliers, and there can be no assurance that we will be able to obtain access to preferred suppliers and third parties for our warehouses, vehicles, ocean carriers or equipment needs, or at attractive rates or that these suppliers and third parties will have adequate available capacity to meet our needs or be able to meet our requirements in a timely manner.

We use hire third party transporters to carry our inland logistics operations. The availability of third part transportation may be uncertain during periods of high demand. In addition, we do not have any control over the servicing and maintenance of these vehicles. Any non-availability of hired trucks, delay in obtaining them and/ or break down, on road repairs or service interruptions may result in loss of orders, delays in delivery of cargo which could lead to customer dissatisfaction and loss of business, which in turn could adversely affect our business, results of operations and financial condition.

Further, our Company does not have any contract with any of shipping lines, transporters, or any other suppliers. Any disruption/discontinuance of their services may affect our inability to deliver our services to the clients, may adversely affect our business and profitability. The quality and profitability of our services depend upon effective selection, management and discipline of third party carriers. Changes in the financial stability, operating capabilities and capacity of our third party carriers could affect us in unpredictable ways, including volatility in pricing and challenge our ability to remain profitable.

If we fail to maintain relationships with our suppliers, or if we are unable to secure sufficient spaces, equipment or other transportation or delivery services to meet our commitments to our customers or provide our services on competitive terms, our customers could shift their business to our competitors or other third-party service providers, temporarily or permanently, and our business and results of operations could be materially and adversely affected.

## **INSERT NEW RISK FACTOR IN INTERNAL RISK FACTOR RISK FACTOR NUMBER 52**

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

*Our Company has entered into related party transactions with our Promoters, Group Companies, Promoter group members in the past. While our Company believes that all such transactions have been conducted on an arm's length basis and are accounted as per Ind AS 24 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For details, please refer to the "Annexure 35-Related Party Transaction" on page no. 179 under chapter titled "Restated Financial Information" on page 142 of this Prospectus.*

***53. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.***

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Initial Public Offer in the manner set out in the section titled "Objects of the Issue" on page no. 65 in the Prospectus. In accordance with SEBI LODR Regulations and other

applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled “Objects of the Issue” on page no. 63 in the Prospectus. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

Renumbering/movement of the existing risk factor no. 34 to top 25 risk factors, risk factor no. 40 to top 30 risk factors and risk factor no. 49 to top 30 risk factors.

Existing Risk factor Number	Revised Risk factor Number	Particular of Risk
34	24	<p><b>The objects of the Issue include funding working capital requirements of our Company, which is based on certain assumptions and estimates.</b></p> <p>The objects of the Offer include funding working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see “Objects of the Issue” on page 65 of this Draft Prospectus Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions.</p> <p>Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.</p>
40	29	<p><b>The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.</b></p> <p>Since the Issue size is less than Rs.10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances.</p>
49	30	<p>Our Promoter has provided guarantees of his personal assets for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoter and thereby, impact our business and operations.</p> <p>Our Promoter has extended guarantee of his personal assets towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoter/Directors of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be</p>

		successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows.
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After renumbering aforesaid risk factor other risk factor number change according.

## SECTION IV – INTRODUCTION

### *General Information*

<b>Brief of Company and Issue Information</b>	
<b>Registered &amp; Corporate Office</b>	<b>Marinetrans India Limited</b> <b><u>Registered Office:</u></b> 801/802· 8th Floor, Vindhya Commercial Complex Plot No. 1, Sector 11, CBD Belapur Navi Mumbai-400614, Maharashtra, India <b>Contact Person:</b> Nikhil Kishor Joshi <b>Contact No:</b> +91 7777045320 <b>Email ID:</b> <a href="mailto:compliance@marinetrans.in">compliance@marinetrans.in</a> <b>Website:</b> <a href="http://www.marinetrans.in">www.marinetrans.in</a>
<b>Brach office</b>	505 Fifth floor “Abhijeet-1” Mithakhali Six Road, Nr Mayur Bunglow Cg Rd Navrnagpura Ahmedabad 380009. <b>Contact Person:</b> Nikhil Kishor Joshi <b>Contact No:</b> +91 7777045320 <b>Email ID:</b> <a href="mailto:sales@marinetrans.in">sales@marinetrans.in</a> <b>Website:</b> <a href="http://www.marinetrans.in">www.marinetrans.in</a>
<b>Brach office</b>	<b>Hyderabad</b> Plot No. 64B, 2nd Floor, Opp Appolo Medical, 2nd Floor, P L Arcade , Krishnapui Colony main road west maerredpally secunderabad, Telangana – 500026. <b>Contact Person:</b> Nikhil Kishor Joshi <b>Contact No:</b> +91 7777045320 <b>Email ID:</b> <a href="mailto:sales@marinetrans.in">sales@marinetrans.in</a> <b>Website:</b> <a href="http://www.marinetrans.in">www.marinetrans.in</a>
<b>Statutory &amp; Peer Review Auditor of the company</b>	<b>G M C S &amp; Co., Chartered Accountants,</b> <b>Address:</b> SB 18, 2nd Floor, Highland Corporate Centre, Majiwade, Thane – (W) - 400 607 <b>Mail:</b> <a href="mailto:carahulgupta85@gmail.com">carahulgupta85@gmail.com</a> Landline Number :- +91 22 4002 5397 Mobile Number :- +91 99877 00689 <b>Website:-</b> <a href="http://www.gmcs.in">www.gmcs.in</a>

## Capital Structure

### 9. Our Shareholding Pattern of the Company.

The table below presents the current shareholding pattern of the Company as on the date of this Draft Prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)			Number of equity shares held in dematerialized form (XIV)#
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (Sb)	
								Class: X	Class: Y	Total								
A1	Promoters & Promoters Group*	7	8526000	-	-	8526000	100	8526000	-	8526000	100	-	-	8526000	-	-	-	8526000
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non-Promoters-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>7</b>	<b>8526000</b>	<b>-</b>	<b>-</b>	<b>8526000</b>	<b>100</b>	<b>8526000</b>	<b>-</b>	<b>8526000</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>8526000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8526000</b>

The Company will file the shareholding pattern of the Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchange before commencement of trading of such Equity Shares.

#### Notes -

- As on date of this Draft Prospectus 1 Equity share holds 1 vote.
- The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (SAST) Regulations
- We have only one class of Equity Shares of face value of Rs.10.00/- each.
- We have entered into tripartite agreement with NSDL.

**PLEASE REFER TO THE RISK FACTOR 18: "THE MEMBERS OF THE PROMOTERS GROUP HAVE BEEN BEQUEATHED WITH THE OWNERSHIP OF THE EQUITY SHARES PURSUANT TO GIFT DEEDS EXECUTED BY THE PROMOTERS" ON PAGE 27 OF THIS DRAFT PROSPECTUS.**

**1. Details of Build-up of our Promoters's shareholding:**

As on the date of this Draft Prospectus, the Promoters of the Company, hold 85,25,950 Equity Shares, equivalent to 100% of the pre-IPO issued, subscribed and paid-up Equity Share capital of the Company and none of the Equity Shares held by the Promoters are subject to any pledge.

Set forth below are the details of the build – up of our Promoters' shareholding in the Company since incorporation:

**a) Mr. Tiraj Kumar Babu Kotian**

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue/ Transfer Price per Equity Share (Rs.)	Nature of Consideration	Nature of Transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Cumulative No. of Shares
June 21, 2004	3000	10	10	Cash	Subscriber of MOA	0.04	[●]	[●]
March 31, 2010	10	10	10	Cash	Purchase	Negligible	[●]	[●]
March 31, 2010	10	10	10	Cash	Purchase	Negligible	[●]	[●]
March 31, 2010	10	10	10	Cash	Purchase	Negligible	[●]	[●]
March 31, 2010	10	10	10	Cash	Purchase	Negligible	[●]	[●]
March 31, 2010	10	10	10	Cash	Purchase	Negligible	[●]	[●]
March 31, 2010	10	10	10	Cash	Purchase	Negligible	[●]	[●]
March 31, 2010	10	10	10	Cash	Purchase	Negligible	[●]	[●]
February 10, 2011	71,984	10	-	Non-cash	Bonus Issue	0.84	[●]	[●]
November 19, 2013	-54	10	10	Cash	Transfer	Negligible	[●]	[●]
May 28, 2014	23400	10	135.26	Cash	Preferential Issue	0.27	[●]	[●]
May 28, 2014	23400	10	135.26	Cash	Preferential Issue	0.27	[●]	[●]
April 09, 2022	50000	10	24.65	Cash	Purchase	0.59	[●]	[●]
April 09, 2022	31200	10	24.65	Cash	Purchase	0.37	[●]	[●]
December 15, 2022	40,60,000	10	-	Non-cash	Bonus Issue	47.62	[●]	[●]
March 22, 2023	-30	10	-	Non-cash	Transfer by gift	Negligible	[●]	[●]
<b>TOTAL</b>	<b>42,62,970</b>					<b>50.00%</b>	[●]	[●]

b) Arunkumar Narayan Hegde

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue/ Transfer Price per Equity Share (Rs.)	Nature of Consideration	Nature of Transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Cumulative No. of Shares
February 28, 2019	75000	10	-	Cash	Purchase	0.88	[•]	[•]
February 28, 2019	23400	10	-	Cash	Purchase	0.27	[•]	[•]
February 28, 2019	23400	10	-	Cash	Purchase	0.27	[•]	[•]
April 09, 2022	50000	10	24.65	Cash	Purchase	0.59	[•]	[•]
April 09, 2022	31200	10	24.65	Cash	Purchase	0.37	[•]	[•]
December 15, 2022	40,60,000	10	-	Non-cash	Bonus Issue	47.62	[•]	[•]
March 22, 2023	-20	10	-	Non-cash	Transfer by gift	Negligible	[•]	[•]
<b>TOTAL</b>	<b>42,62,980</b>					50.00%	[•]	[•]

As on the date of this Draft Prospectus, the Company has 7 members/shareholders

The details of the Shareholding of the members of the Promoters Group as on date of this Draft Prospectus are set forth in the table below:

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
<b>Promoters</b>		
Mr. Tiraj Kumar Babu Kotian	42,62,970	50.00
Mr. Arunkumar Narayan Hegde	42,62,980	50.00
<b>Total Promoters Shareholding (A)</b>	<b>85,25,950</b>	<b>100.00</b>
<b>Promoters Group</b>	-	-
Seema Tirajkumar Kotian	10	Negligible
Manoj Babu Kotian	10	Negligible
Pramila Bharat Poojari	10	Negligible
Aryan Arunkumar Hegde	10	Negligible
Shruti Arunkumar Hegde	10	Negligible
<b>Total Promoters Group Shareholding (B)</b>	<b>50</b>	<b>Negligible</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>85,26,000</b>	<b>100</b>

The details of lock-in of shares for 3 (three) years are as under:

Name of the Promoters	Date of allotment of the Equity Shares	Nature of transaction	No. of Equity Shares held**	Face Value (Rs.)	Issue/ acquisition price per Equity Share (Rs.)	No. of Equity Shares locked-in	Percentage of the post-Issue paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
Mr. Tiraj Kumar Babu Kotian	[•]	[•]	[•]	Rs.10.00/-	[•]	[•]	[•]	[•]
Mr. Arunkumar Narayan Hegde	[•]	[•]	[•]	Rs.10.00/-	[•]	[•]	[•]	[•]
<b>Total</b>	[•]	[•]	[•]	Rs.10.00/-	[•]	[•]	[•]	[•]



## *Object of issue*

### Basis of Estimation of Working Capital Requirements

Details of the estimation of working capital requirement are as follows:

(Rs. in lakhs)							
#	Particulars	As on	As on	As on	As on	As on	As on
		March 31 2020	March 31 2021	March 31 2022	Dec 31, 2022	March 31, 2023	March 31 2024
		(Audited & Restated)	(Audited & Restated)	(Audited & Restated)	(Audited & Restated)	Provisional	Estimated
<b>A.</b>	<b>Current Assets</b>						
	Inventories	-	-	-	-	-	-
	Trade Receivables	1,802.51	1,625.09	1,661.24	1,606.71	1,78 4.61	2,777.44
	Advance to Suppliers	25.37	27.73	44.18	691.78	325.00	510.00
	Short Term Loans & Advances and Other Current Assets	383.07	201.74	393.31	300.18	357.93	445.00
	<b>Total Current Assets (A)</b>	<b>2,210.95</b>	<b>1,854.55</b>	<b>2,098.73</b>	<b>2,598.67</b>	<b>2,467.54</b>	<b>3,732.44</b>
<b>B.</b>	<b>Current Liabilities and Provisions</b>						
	Trade Payables	906.47	630.93	509.81	685.76	358.00	425.00
	Advance to Customers	47.23	6.25	13.69	13.35	85.00	90.00
	Other Current Liabilities and Provisions	81.07	89.51	78.40	198.18	77.02	90.84
	<b>Total Current Liabilities and Provisions (B)</b>	<b>1,034.76</b>	<b>726.69</b>	<b>601.90</b>	<b>897.29</b>	<b>520.02</b>	<b>605.84</b>
	<b>Total Working Capital Requirement (A-B)</b>	<b>1,176.19</b>	<b>1,127.86</b>	<b>1,496.83</b>	<b>1,701.38</b>	<b>1,947.52</b>	<b>3,126.60</b>
	<b>Additional Working Capital Requirement</b>	<b>-</b>	<b>-48.33</b>	<b>368.97</b>	<b>204.55</b>	<b>246.14</b>	<b>1,179.08</b>
	<b>Source of Working Capital</b>						
	IPO Proceeds	-	-	-	-	-	787.50
	Short Term Borrowings	228.33	173.35	242.41	366.46	530.62	600.00
	Internal Accruals	947.86	954.51	1,254.41	1,334.92	1,416.90	1,739.10
	<b>Total Source of Working Capital</b>	<b>1,176.19</b>	<b>1,127.86</b>	<b>1,496.82</b>	<b>1,701.38</b>	<b>1,947.52</b>	<b>3,126.60</b>

The estimates of the working capital requirements for the Financial Years ended March 31, 2023, and March 31, 2024 have been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur.

**Assumption of Holding Period**

**In No. of Days**

Sr. No.	Particulars	Audited and Restated Financial Statements				Estimated and Budgeted financial information for the Financial Year ended March 31,	
		Financial Year ending March 31			For the nine-months period ended December 31, 2022	2023	2024
		2020	2021	2022			
1	Inventories holding period (based on Cost of Goods Sold)	-	-	-	-	-	-
2	Trade Receivables holding period (based on Operating Sales)	54	62	30	35	43	47
3	Advance to Suppliers (based on Direct Expenses)	0.79	1.1	0.82	20.78	8.29	8.9
4	Trade Payables (based on Purchases of Traded Goods)	29	25	10	15	9	7
5	Advance from Customers (based on Sales)	1.41	0.24	0.25	0.39	2.06	1.51

Trade Receivables Days	In FY 2020-21, FY 2021-22 and 9M FY 2022-23, the Trade Receivable holding days are 54 days, 62 days and 30 days expected to go marginally higher against 43 and 47 days respectively for FY 2024-25 and FY 2025-26 as our Company plans to grow its business to a higher level and to sync with the competition, higher credit period will be offered
Trade Payables Days	Our Creditors payments days for F.Y. 2020-21, F.Y. 2021-22 and 9M F.Y. 2022-23 were 29 days, 25 days and 10 days respectively and we expect prune our creditor days through repayment of creditors and get benefits of better pricing by offering faster payment terms. We have assumed Creditors payment period to remain constant at around 9 days for FY 2023-24 & 7 days for FY2024-25.

## SECTION V – ABOUT THE COMPANY AND INDUSTRY

### ***Our Business***

Our Company initially started as a freight forwarder, then went to Door-to-Door Delivery and 3PL services for the logistics industry.

Our company is involved in the business of freight forwarding via sea or air, with a specialisation in the Sea Freight Forwarding. We provide complete range of services like Freight Forwarding (Sea freight & Air freight), and also collaborate to arrange for third-Party for additional services such as Transportation, Multimodal Transportation, Packaging, loading/unloading and unpacking of items to facilitate our customers with end-to-end solutions and other related various value-added services.

Company handles Freight forwarding business for more than 30+ industries such as Pharmaceuticals, Engineering Goods, Chemicals, Textiles, Sanitaryware, Agricultural Products, Petrochemicals, FMCG, Plastics, Metals, Toiletries, beverages, etc.

The company does not have a license of Custom House Agent (CHA) and thus **outsources the job to CHA forwarder**. An internal team (Customer Service and Dispatch Dept.) is responsible for appointing a CHA forwarder to handle all the customs clearance procedures on behalf of the customer. The company acts as an intermediary between customer and the appointed CHA forwarder to carry out its business process.

Our company operates from its Head office situated in Navi Mumbai, Maharashtra, along with one of its branches located in Ahmedabad, Gujarat. The company mainly operates through JNPT, Nhava Sheva, Mundra, Kandla, Chennai, Vizag, etc. and can take cargo from any location in India to across the world. Our Company is mainly responsible for obtaining and confirming the Sales Booking Request, Confirming the Shipping Line, ensuring Direct Customer Transport, Stuffing, and ensuring transportation in dock, and co-ordinating with the customer until the delivery of the goods. Since, our Company is majorly a point of contact between the Shipping Line, and the customer, the Company does not per se operate through ports. Our Company is purely dependent on various third party logistics providers for transportation, custom clearances, and delivery of cargo to end place. Through the informal tie-ups with the various logistic providers, our Company is in a position to cater for exports in India as well as out of India.

The company is a member of JCtrans Agency Network and Co-operative Logistics Network which enables the company to connect to fellow members of the respective networks for services at various locations worldwide. This helps the company to cater services to its customers to provide third-party Door to Door Shipments (from Exporters to Consignees door).

Countries to which the company forwards freight to:

<b>Sector</b>	<b>Major Countries</b>	<b>Major Ports</b>
Europe	UK, Spain, Denmark, Italy France etc	Rotterdam, Antwerp, Hamburg, Barcelona, Felixstowe, Genoa, Le Havre, Bremerhaven etc.
North America	USA, Canada etc	New Jersey, Houston, Charleston, Baltimore, Long Beach, New Orleans, Miami etc.
Latin America	Brazil, Argentina, Chile, Peru etc	Buenaventura, Santos, Cartagena, Manzanillo, Valparaiso etc.
Central America	Panama, Costa Rica, Nicaragua etc.	Puerto Cortes, Colon, Balboa etc
East Coast Africa	Mozambique, Tanzania, Kenya, Madagascar, etc	Djibouti, Toamasina, Mombasa, Maputo, Dar es-Salaam, Port Sudan etc.
West Coast Africa	Nigeria, Togo, Angola, Cote d Ivory, Ghana etc.	Abidjan, Lagos, Dakar, Lome, Tema etc
Middle East	Egypt, Saudi Arabia, UAE, Oman, Turkiye etc.	Jebel Ali, Jeddah, Salalah, Hamad, Beirut etc.
Far East	South Korea, Japan, Indonesia, Singapore, vietnam, China etc.	Singapore, Hong Kong, Qingdao, Busan, Laem Chabang, Ho Chi Minh City Jakarta, Manila etc.
Australia	Australia	Sydney, Brisbane, Melbourne etc.

*Following is the step mentioned in the Process flow of vessel transport.*

## **1. Sales Booking Request**

The customer submits a booking request to the sales team through mail, written forms, or verbally. The Customer Service Department receives the request from the customer only if they know the Single Point of Contact (SPOC) for booking. A booking request includes the following details:

- a. Port of Loading
- b. Port of Destination
- c. INCO Terms
- d. Name of Shipper
- e. Name of booking customer (Booking party)
- f. Size of container
- g. Name of shipping carrier
- h. Buying and Selling Rate
- i. Commodity to be shipped
- j. HSN Code
- k. Cargo Weight
- l. Container pickup location and date
- m. SCAC Code (Standard Carrier Alpha Code for USA and Canada shipments)
- n. Agreed Rate
- o. Booking Type
- p. Door Delivery Rate

The Customer Service Department collaborates with the sales team to confirm the type of booking, involving details such as origin custom clearance, destination customs clearance, transportation, or a combination of these. Thereafter, the Customer Service Department creates a customer order and updates the booking in the ERP system, mentioning whether it is Spot Freight, National Agency Check, Freight All Kinds, special rates, or specific routes for inland ports in the remarks section. For door delivery, the Customer Service team handles all follow-up tasks, both for the customer and the carrier, until the cargo is delivered to the consignee's doorstep.

## **2. Confirmation from the Shipping Line**

The Customer Service Department initially checks whether the booking type is hazardous or non-hazardous. In case of non-hazardous booking, Material Safety Data Sheet, Non-Hazardous Certificate, and a copy of the Rate Contract is needed to be submitted to the shipping line, whereas for hazardous booking, a special approval is mandated to be obtained along with the documents such as an Indian Institute of Packaging certificate, Material Safety Data Sheet, and Dangerous Goods. It is imperative to note that, each shipping line may have different methods of accepting bookings through their website, email, or a combination of both. The booking copy is expected to be received from the shipping line within two working days for hazardous bookings and one working day for non-hazardous bookings. If the booking copy is not received within the specified time, the Customer Service Department follows-up with the marketing team of the shipping line to obtain the said

copy. On receipt of the booking copy, Customer Service Department allocates and updates the booking in the ERP system.

### **3. Sending Booking Orders to the Customers**

The Customer Service Department thereafter communicates the instructions provided by the shipping line to the customer. With the confirmation of the booking at an agreed rate, an email is sent both to the customer and the sales team, including a booking copy and the cut-off date in the email or with a tentative date, if in the event that a cut-off date is not available. Once the final date is confirmed or received from the shipping line, promptly communicate it to the customer.

### **4. Checking for Other Shipping Lines**

If due to any reason, the shipping line fails to accept the booking due to reasons such as inventory shortage, routing constraints, unavailability of space, or other similar issues, our Customer Service Department promptly communicates these matters to the sales team. Upon receiving the communication, the sales team will provide an alternative carrier or shipping line as a solution.

### **5. Warehousing of Goods**

In cases, where factory stuffing is required, the customer is provided with a booking copy to arrange the pickup of an empty container from the yard. The Customer Service Department would follow up with the customer regarding the container pickup, and Shipping Instructions copy. Additionally, copies of Automated Commercial Document for USA shipments or Advance Commercial Information for Canada shipments.

### **6. Dock/ Custom Clearance**

Once, the cargo is unloaded at the designated place in the Container Freight Station, the booking request is submitted to the shipping line either in written form or verbally as communicated by the sales team, either in written form or verbally. The Customer Service Department has to follow-up and ensure with the shipping line to get the booking confirmed. Post-confirmation of the booking, the transporter is informed to pick up an empty container from the yard specified in the booking copy and transport it to the designated place in the Container Freight Station. The Customer Service Department liaises with the customer to obtain the packing list, invoice/tax invoice (if applicable), and copies of Letter of Undertaking, Export Value Declaration, and Certificate of Analysis, for customs clearance. These documents will be forwarded to the Customs House Agent team.

### **7. Dock Stuffing**

Once the empty container is received, the operations team will load the cargo into the container, capturing pictures of the loaded goods. The Customer Service Department team will forward the Bill of Lading draft and container details to the documentation team for Shipping Instructions filing, along with copies of Automated Commercial Document for USA shipments or Advance Commercial Information for Canada shipments. These aforesaid documents along with Importer Security Filing details are thereafter forwarded to the Advanced Cargo Declaration team. Simultaneously, all the necessary details, including the container number, seal number, and selected Container Freight Station, are updated in the ERP system.

### **8. Transportation of Goods**

In case of direct customer transport, post-confirmation of the booking, a booking copy is provided to the customer for picking up an empty container from the yard within the specified date in detailed in the booking copy. Our Customer Service Department would thereafter follow-up for with the customer for confirmation on the container pick-up.

In case of other forwarder booking or only transportation service provided by our Company, an empty container will be picked up from yard and delivered to location decided by customer for cargo stuffing in the container, by the third-party transporter appointed by our Company.

### **9. Cross checking of all details with customer for container pick up**

The Customer Service Department is obligated to obtain details from shipper regarding container pickup from yard or container details, and simultaneously update the same in the ERP system.

#### **10. Preparation of Shipping Bill for Cargo Stuffing and E-Seal**

The Customer Service Department will forward documents received from shipper for filing the shipping bill to Custom House Agent. Once a Shipping Bill is prepared by Custom House Agent and forwarded to shipper for stuffing of cargo at Factory, and to attach E-seal verified at respective custom jurisdiction at port of loading. Post-stuffing the container is thereafter picked up from customer's location and is delivered at port for custom clearance/ Gate In. Simultaneously, upon completion of the transportation, the status of the said job is updated in ERP, the details of buying rate and selling rate in shipments.

#### **11. Stuffing at factory and gate in at dock**

In cases where, transportation services are provided by our Company via a third-party transporter, the empty container will be picked up from the yard specified in the booking copy and delivered to the customer's factory for cargo stuffing. Once the stuffing is completed, the container will be picked up from the customer's location and delivered to the port. However, in cases, where, our Company does not provide transportation services to the customer, the customer is responsible for transporting the container to the designated place in the Container Freight Station using their own transportation for further processing.

In cases, where custom clearance services are provided by our Company, the Customer Service Department will follow up with the customer to obtain the packing list, Bill of Lading draft, copies of the invoice/tax invoice (if applicable), Letter of Undertaking copy, Export Value Declaration, and Certificate of Analysis, for certain products) which shall be forwarded to the Custom House Agents for custom clearance. In cases, where our Company undertakes only the activity of custom clearance with transfer to other forwarder, the Custom House Agents are responsible for creating the shipping bill and operation team files Verified Gross Mass and apply for Form 13 within the specified period.

Thereafter copies of the Bill of Lading Draft, along with the Container Details shall be forwarded to the documentation team, for shipping instructions. Simultaneously, upon completion of the said job, the status of the same is updated in ERP, along with the details of buying rate and selling rate in shipments.

#### **12. Special Service Request**

In the event the customer is responsible to transport the cargo to the port, the Customer is obligated to inform the Customer Service Department if the container is proposed to gate-in within the cut-off time, however, in other cases, the Customer Service Department shall follow up with the operations team for tracking the gate-in within the cut-off time. If in any event, the gate-in is not proposed to be delivered within the stipulated time, the customer/ operations team are responsible to promptly inform Customer Service Department to apply for Special Service Request. Based on their request, the Customer Service Department shall thereafter apply either for rollover of the booking or shall plan for next vessel.

Special permissions are taken by the shipping line from the terminal if in the event, where container gated in and document is not handed over or where, the container doesn't gate in and document is not handed over. Additional time is allotted for container gate in and documents handover by shipping line once permission from terminal is received.

If in any event, Special Service Request/Rollover booking is rejected by shipping line, the Customer Service Department will place new booking after confirmation with sales team Special Service Request and VIA charges are applicable and payable by customer and same is updated in ERP.

#### **13. Amendment in the booking and planning for next vessel**

In the event, that a customer fails to pick up the container due to Container shortage or if the container is picked up after expiry of the booking copy or if the location of yard is not feasible or if any container is damaged and provided, then in such cases shipping line may extend the date for container pickup by amending the booking. If in the event, the shipping line fails to extend or revalidate the booking then a new booking is done by Customer Service Department. The event of extension or revalidation of a new booking is thereafter promptly informed to the customer.

In the event, the container is failed to load on planned vessel due by the shipping line, Customer Service Department will follow up with shipping line for shut out reason and plan for next vessel, which are then simultaneously updated to the customer, with the vessel details being updated in the ERP system.

#### **14. Loading**

The Customer Service Department shall be tracking the status of container on shipping line's website, to know loading status of container on planned vessel. In case status is not updated on shipping line's website, a follow-up shall be initiated with shipping line to get information about the loading status via an email. Upon being in receipt of the status from the shipping line, details of Shipped on Board will be shared with customer, and simultaneously be updated in the ERP and loading details extracted from ERP are sent to customer. With the completion of loading of the goods, the process of release of Bill of Lading is handled by the documentation team.

**15. Proof of Delivery**

The Customer Service Department shall track the shipment and communicate the same with the customer. Post-delivery of the cargo a Proof of Delivery is collected from the agent and forward it to customer

**16. Additional Responsibilities of Customer Service Department**

The Customer Service Department will follow up with the customer for the Bill of Lading draft within the Shipping Instruction cut-off time, and additionally for a survey report, in the case of special type containers, HAZ-DGD (Dangerous Goods Declaration) along with the required stamp and signature, following the predefined format provided by the shipping line for hazardous shipments. Immediately, upon receiving the Bill of Lading draft, the Customer Service Department will verify the International Commercial terms with the sales team, as well as the container number and seal number mentioned in the draft. Thereafter, the report is forwarded to the shipping line to obtain gate-in permission, with simultaneous updating in the ERP system.

**Elaborate the details of warehouse business of the Company in the Business chapter**

As stated above, please be informed the engagement duration spans 6-12 months means that the service of warehousing facility can be offered for a period extending upto 6-12 months which normally many players don't offer. Having said this, it is very clear as expressed above that the billing for the same shall be done and will be realized on a monthly basis, and not in 6 to 12 months.

In view of the same, the working capital involved will be negligible, equivalent to the monthly rental for the space in warehouse for 1-2months, as we shall be billing to the clients every month, also we shall get credit for the warehouse charges payable by us for 45 days from the warehouse owner.

Considering debtors for the warehousing services provided and credit from the warehouse owner would take care of net working capital. In subsequent 2-3 years, if this service increases multifold we may need working capital for it.

## ***Our Management***

The following table sets forth details regarding the Board of Directors as on the date of this Draft Prospectus:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Name</b>	Mr. Tiraj Kumar Babu Kotian
	<b>Directorship in other companies</b>	Marinetrans Logistics Private Limited Zenith Water Solutions Private Limited

### **Profile of Key Managerial Personnel**

**Mr. Benny D'Costa** aged 54 years, is a BSC Graduate from Mumbai University and has over 30 years of experience in the Logistics industry. He started his carrier in 1990 as a Sales Executive with Blue Dart Limited. He headed the projects division of Globelink WW and was instrumental in commencing the special equipment logistics business Earlier he was heading Project Cargo business for Sister Concern Seahaul Line. He headed various management position in last 30 years of work experience. He is currently taking initiative in company's warehousing business.

1990-1995	Blue Dart Ltd
1995-2003	Transworld Group
2003-2004	Samsara Shipping Line
2004-2009	Globelink WW Shipping
2009-2022	Seahaul Lines Pvt Ltd.

**Ms. Vani Alava** aged 53 years, is a graduate of B.Sc & MSc in Medicinal Chemistry and holds diploma in Business Administration. She has work experience of thirty years, she is started their carrier Abbott Laboratories Kurla Quality Control Analyst September 1992 through October 1993 thereafter she join Swift Chemicals Quality Control Analyst Govandi November 1993 to December 1994, Thereafter Auragabad-based product analyst Lupin Labs February 1995 through May 1998, Maharashtra Public School Auragabad, Maharashtra Primary Section Supervisor June 2005 until May 2013.

She is Teacher who is enthusiastic and passionate about inspiring youth and supporting them academically, professionally and socially.




### **Our Promoter And Promoter Group**


As on the date of this Draft Prospectus, the Promoters of our Company is Mr. Tiraj Kumar Babu Kotian and Mr. Arunkumar Narayan Hegde

As on the date of this Draft Prospectus, Mr. Tiraj Kumar Babu Kotian holds 42,62,970 & Mr. Arunkumar Narayan Hegde holds 42,62,980 Equity Shares, representing 100.00% of the issued, subscribed, and paid-up Equity Share capital of our Company.

For details, please see the section titled “Capital Structure” on page **Error! Bookmark not defined.** of this Draft Prospectus

Our Promoters and Promoters Group will continue to hold the majority of our post- Issue paid-up equity share capital of our Company.

<b>Mr. Tiraj Kumar Babu Kotian</b>	
	<b>Qualification</b>
	Graduation
	<b>Age</b>
	47
	<b>Address</b>
	4/3 Sitaram Niwas Vallabh Baug Lane, Ghatkopar, Mumbai-400075, Greater Mumbai (M Corp.) (Part), Mumbai Suburban, Maharashtra, India
	<b>Experience</b>
	Mr. Tirajkumar holds 25 years of experience in the shipping industry. He started his carrier in 1997 as a Sales Executive in a well noted Shipping/ Consolidation company handling cargo consolidation for various sectors. He founded Marinetrans India Pvt Ltd in 2004 primarily focused on freight forwarding business.
	<b>Occupation</b>
	<b>Business</b>
	<b>Permanent Account Number</b>
	AJGPK9115K
	<b>Passport Number</b>
	N78 1 3098
	<b>Name of Bank &amp; Bank Account Details</b>
	<b>Bharat Co-operative Bank India Limited</b> Account No: 000210100266828 IFSC Code: BCBM0000003
	<b>Driving License Number</b>
	MH03 20030035517
	<b>Aadhar Card Number</b>
	XXXX XXXX XXXX
	<b>No. of Equity Shares held in Company</b>
	42,62,970
	<b>[% of Shareholding (Pre-Issue)]</b>
	50.00%
	<b>DIN</b>
	00022294

	<b>Mr. Arunkumar Narayan Hegde</b>	
	<b>Qualification</b>	Graduation
	<b>Age</b>	53
	<b>Address</b>	1001, Marathon Galaxy-2, Lbs Marg Near Vasant Oscar, Mulund West Mumbai 400080, Maharashtra, India
	<b>Experience</b>	<b>Mr. Arunkumar Narayan Hegde</b> holds 35 years of experience in the shipping industry.
	<b>Occupation</b>	<b>Business</b>
	<b>Permanent Account Number</b>	AABPH2749A
	<b>Passport Number</b>	M7475295
	<b>Name of Bank &amp; Bank Account Details</b>	<b>ICICI BANK LTD.,</b> Account No: 623801134105 IFSC Code: ICIC0006238
	<b>Driving License Number</b>	MH03 20080072276
	<b>Aadhar Card Number</b>	XXXX XXXX XXXX
	<b>No. of Equity Shares held in Company</b>	42,62,980
	<b>[% of Shareholding (Pre-Issue)]</b>	50.00%
	<b>DIN</b>	07925465

### Declaration

Our Company undertakes that the details of Permanent Account Number, Bank Account Number and Passport Number of the Promoter will be submitted to the Emerge Platform of NSE Limited, where the securities of our Company are proposed to be listed at the time of submission of Prospectus.

For details of the shareholding acquired by the current Promoters of our Company refer the capital buildup of our Promoters under section “Capital Structure” beginning on page **Error! Bookmark not defined.** of this Draft Prospectus.

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them or the relatives; (iii) of being Managing Director and Key Management Personnel of our Company and the remuneration, sitting fees and reimbursement of expenses payable by our Company to him; (iv) that he has mortgaged his personal properties and provided personal guarantees for the loans availed by our Company; (v) of being a subscriber to the Memorandum of Association of our Company; (v) of his relatives having been appointed to places of profit in our Company; and (vi) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares.

For details regarding the shareholding of our Promoters in our Company, please refer “Capital Structure”, “Our Management” and “Related Party Transactions” on pages **Error! Bookmark not defined.**, **Error! Bookmark not defined.** and **Error! Bookmark not defined.** respectively.

### Undertaking/ Confirmations

None of our Promoters or Promoters Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling, or dealing in securities under any order or direction passed by SEBI or any other authority or

- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company, and Company promoted by the Promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in section titled “Outstanding Litigations and Material Developments” beginning on page **Error! Bookmark not defined.** of this Draft Prospectus
- None of our Promoters, person in control of our Company is or have ever been a Promoters, director, or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.
- Further, neither our Promoters, the Promoters group members nor our Group Company have been declared as a wilful defaulter by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

### **Change in the management and control of Our Company**

Our current Promoters Mr. Tiraj Kumar Babu Kotian been the Promoters of the Company since Incorporation, there after Mr. Arunkumar Narayan Hegde re classified as they become Promoters of the company

### **Group Company**

For details of our group entities, please refer “Group Entities of Our company” of this Draft Prospectus.

### **Material Guarantees**

Our Promoters have not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Draft Prospectus.

### **Common Pursuits**

There are no common pursuit’s common pursuits between our Company and other entities of the Group.

### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoterss and defaults made by the Promoters please refer to the section titled “Outstanding Litigations and Material Developments” beginning on page **Error! Bookmark not defined.** of this Draft Prospectus

### **Companies with which our Promoters have disassociated in the last three years**

Our Promoters have not disassociated themselves as a Promoters(s) from any Company in three years preceding the date of the Prospectus.

### **Payment of Benefit to Promoters**

Except as stated above in “Interest of Promoters” and in “Statement of Related Party Transactions” of this Draft Prospectus, there has been no payment of benefits to our Promoters, members of our Promoters Group and Group Entities, during the two years preceding the filing of this Draft Prospectus.

## Our promoter group

In addition to the Promoters named above, the following natural persons are part of our Promoters Group:-

### A. Natural Persons who are part of the Promoters Group

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, the Natural persons who are part of the Promoters Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

Name of Relative Mr. Tiraj Kumar Babu Kotian	Relationship
NA	Father
Mrs. Jalajakshi Kotian	Mother
Mr. Manoj Kotian	Brother
Ms. Pramila Poojary	Sister
Ms. Seema Kotian	Spouse
None	Son
Ms. Anika Kotian	Daughter
None	Spouse's Father
None	Spouse's Mother
None	Spouse's Brother
Mrs. Aarti Pooja	Spouse's Sister

Name of Relative of Mr. Arunkumar Narayan Hegde	Relationship
-	Father
Hemavathi Narayan Hegde	Mother
Anilkumar Narayan Hegde	Brother
NA	Sister
Pushpa Arunkumar Hegde	Spouse
Aryan Arunkumar Hegde	Son
Shruti Arunkumar Hegde	Daughter
Paul X Mascarenhas	Spouse's Father
Hilda Paul Mascarenhas	Spouse's Mother
NA	Spouse's Brother
Wilma Nelson Menezes	Spouse's Sister

### B. Entities forming part of Promoters Group:

#### ➤ Companies

Safewater Logistics Private Limited companies forming a part of the Promoters Group.

#### ➤ LLPs

There are no LLPs forming a part of the Promoters Group.

#### ➤ Partnership Firms

There are no partnership firms forming a part of the Promoters Group.

#### ➤ H.U.F.

There are no HUFs forming a part of the Promoters Group.

#### ➤ Proprietary concern

There are no proprietary concerns forming a part of the Promoters Group.

➤ **Other Persons forming part of Promoters Group**

There are no other persons forming a part of the Promoters Group.

**SECTION VII - LEGAL AND OTHER INFORMATION**

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***Government And Other Approvals***

**(a) Other Approvals and quality certifications**

<b>Sr. No.</b>	<b>Details of Registration/ Certificate</b>	<b>Issuing Authority</b>	<b>Registration No./ Reference No./ License No.</b>	<b>Date of Issue/ Renewal</b>	<b>Date of Expiry</b>
1.	Udyam Registration Certificate	Ministry of Micro, Small and Medium Enterprises	UDYAM-MH-33-0091120	09/06/2021	Valid till cancelled
2.	Shops & Establishment	The Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017	2310200317494110	01/03/2023	Valid till cancelled
3	Shops & Establishment	The Telangana Shops and Establishment Act, 1988	SEA/HYD/JCL/HB/066238/2023	06/07/2023	Valid till cancelled
4	Shops & Establishment	The Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019	-	-	-

**(g) MATERIAL LICENSES / APPROVALS FOR WHICH OUR COMPANY IS YET TO APPLY FOR:**

Ahmedabad office Shops and Establishment Licenses.

## Other Regulatory And Statutory Disclosures

### PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by **Swaraj Shares and Securities Private Limited**, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Lead Manager at [www.swarajshares.com](http://www.swarajshares.com)

#### Disclosure of Price Information of Past Issues Handled by Swaraj Shares and Securities Private Limited

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1.	N.A							

### SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds Raised (Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
2023-24*	N.A													

**Note :- Swaraj Shares and Securities Private Limited has recently started operations of merchant banking and has filed IPO with the exchange awaiting for approval to open the same and hence do not have any data to disclose regarding of Price Information of Past Issues Handled by Swaraj Shares and Securities Private Limited**

For details regarding track record of the Lead Manager as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.swarajshares.com](http://www.swarajshares.com).