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ONECLICK LOGISTICS INDIA LIMITED

CIN: U63040MH2022PLC395273

PROMOTERS OF THE COMPANY: Rajan Shivram Mote and Mahesh Liladhar Bhanushali.

Registered Office: 511, 5th Floor, Goldcrest Business Park, LBS Marg, Opp. Shreyes Cinema, Ghatkopar W, Mumbai - 400086, Maharashtra, India. | **Tel No.:** 022 2500 1717 | **Email Id:** compliance@1click.co.in | **Website:** www.1click.co.in | **Contact Person:** Komal Khesakani, Company Secretary and Compliance Officer

THE ISSUE

INITIAL PUBLIC ISSUE OF UP TO 11,12,400* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF ONECLICK LOGISTICS INDIA LIMITED (“THE COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (THE “ISSUE PRICE”), (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE), AGGREGATING ₹ [●] LAKHS (“THE ISSUE”), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- FOR CASH AT A PRICE OF ₹ [●] EACH AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, AGGREGATING TO ₹ [●] LAKHS IS HEREINAFTER 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 THE COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO 186 OF THE DRAFT PROSPECTUS.

*** SUBJECT TO FINALISATION OF BASIS OF ALLOTMENT**

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00/- EACH AND THE ISSUE PRICE IS ₹ [●]/- PER EQUITY SHARE.

ADDENDUM TO THE DRAFT PROSPECTUS DATED JUNE 27, 2023: NOTICE TO THE INVESTORS (“THE ADDENDUM”)

This addendum (“Addendum”) should be read in conjunction with the Draft Prospectus dated June 27, 2023 filed with EMERGE Platform of NSE in relation to the Initial Public Issue of Oneclick Logistics India Limited.


In this regard, the Investor should note the following modifications/addition/update/shifting to the information disclosed in the Draft Prospectus:

1. In section I –Chapter titled “*Summary of Offer Document*” on page 21 of the Draft Prospectus has been updated with respect to change in date.
2. In section II –Chapter titled “*Risk Factors*” on page 31 of the Draft Prospectus has been with addition, shifting, clubbing and modification of certain risk factors
3. In section III – Introduction in the Chapter titled “*Capital Structure*” on page 64 of the Draft Prospectus under the heading “*History of Issued and Paid-Up Share Capital of our Company*” has been update and revised.

4. In section IV - Particulars of the issue in the Chapter titled **“Objects of the Issue”** on page 77 of the Draft Prospectus has been updated to include the requirement of funds, utilization of net proceeds and details of use of Issue Proceeds.
5. In section IV - Particulars of the issue in the Chapter titled **“Basis For Issue Price”** on page 86 of the Draft Prospectus has been updated
6. In section V -About the Company, in the Chapter titled **“Business Overview”**, on page 115 of the Draft Prospectus major areas of operations, process description, geography wise revenue has been updated.
7. In section V -About the Company, in the Chapter titled **“Our Management”**, on page 133 of the Draft Prospectus, the Brief Biographies of our Directors has been updated.
8. In section VI-Financial Statements, in the Chapter titled **“Management’s Discussion And Analysis Of Financial Condition And Results Of Operation”** on page 199of the Draft Prospectus under the heading discussion on results of operations the table and key components of our statement of profit and loss based on our restated financial statements has been revised.
9. In section VIII- Legal and Other Information, in the Chapter titled **“Government and Other Approvals”** on page 211 of the Draft Prospectus, business and labour related approvals / registration / certificates and has been updated.

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 capitalised terms used in this Addendum shall unless the context otherwise requires, have the same meanings as ascribed in the Draft Prospectus.

	<p>LEAD MANAGER TO THE ISSUE FEDEX SECURITIES PRIVATE LIMITED B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle - (East), Mumbai - 400 057, Maharashtra, India Tel No.: +91 81049 85249; Investor Grievance Email: mb@fedsec.in; Website: www.fedsec.in ; Contact Person: Saipan Sanghvi SEBI Registration No.: INM000010163</p>		<p>REGISTRAR OF THE ISSUE BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059, Maharashtra, India. Tel No: +91 22 6263 8200 Fax No.: +91 022 62638280 E-mail Id: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: : Vinayak Morbale SEBI Registration No: INR000001385</p>
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Date: September 04, 2023

Place: Mumbai

ONECLICK LOGISTICS INDIA LIMITED

On behalf of the Board of Directors

Sd/-

Mahesh Liladhar Bhanushali

Managing Director

DIN: 07946644

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SUMMARY OF OFFER DOCUMENT

SUMMARY OF FINANCIAL INFORMATION

(₹ in Lakhs)

Particulars	For period ended February 15, 2023
Share Capital	1.00
Networth ⁽¹⁾	1.36
Total Revenue ⁽²⁾	20.48
Profit after Tax	0.36
Earnings per share (₹) (Basic and Diluted) ⁽³⁾	0.08
Net Asset Value per Equity Share (₹) ⁽⁴⁾	0.29
Total borrowings ⁽⁵⁾	230.36

(1) Net Worth amounts are calculated as sum of equity share capital and other equity.

(2) Total revenue includes other income

(3) Basic and Diluted EPS amounts are calculated by dividing the profit for the period / year attributable to equity holders by the weighted average number of equity shares outstanding during the period/ year. Pursuant to Board resolution dated April 07, 2023, our Company issued 465 bonus shares of face value ₹ 10 each for every 10 existing fully paid-up Equity Share of face value ₹ 10 each. The impact of issue of bonus shares are considered for the computation of earnings per share.

(4) Calculated as total equity divided by weighted average no. of equity shares outstanding during the respective year / period. Pursuant to Board resolution dated April 07, 2023, our Company issued 465 bonus shares of face value ₹ 10 each for every 10 existing fully paid-up Equity Share of face value ₹ 10 each. The impact of issue of bonus shares are considered for the computation of earnings per share

(5) Total borrowings is calculated as borrowings (non-current) plus borrowings (current).

SECTION - II –RISK FACTORS

INTERNAL RISK FACTORS

Modify Risk Factor Point 9

9. *We are an asset light third party logistics company and hence are exposed to certain risks and delays in delivering the cargo/service on time and reporting certain events.*

We operate on an asset light business model which provides us with the flexibility to appoint vendors who would provide the specific equipment required for the goods to be transported. Being a third-party logistics solution provider, we do not own or control the transportation assets that deliver our customers' cargo and we do not employ the people directly involved in delivering the cargo. We are dependent on independent third parties to provide timely ocean and road services and to report certain events to us including delivery information and freight claims, delay due to non-availability of the space or right mode of transport which may hamper the delivery schedules to the client and have an adverse effect on our revenue and cause claims to be initiated against us by the customers. There could be delays in delivering of cargo/service on time or in reporting certain events, including recognizing revenue and claims, which would be beyond our direct control which could lead to delay in the transportation of the cargo to the customer destination.

Further, third parties from whom we hire equipment and other infrastructure, if their assets are seized by a regulatory authority or attached in a proceeding by a court of law, it may adversely affect our logistics services operations, if we are unable to source our requirements from other third parties in a timely and cost-effective manner. If we are unable to secure sufficient equipment or other transportation services to meet our commitments to our customers, our operating results could be materially and adversely affected, and our customers could switch to our competitors temporarily or permanently.

Inserted as Risk Factor Point Number 10

10. *Dependence on third-party vendors could have an adverse effect on our business financial condition and results of operations.*

Our top 10 vendors contributed to ₹ 5.95 Lakhs which represent 35.27% for total purchases for the period ended February 15, 2023. Our ability to service our customers depends on the availability and costs of leased storage space and vehicles used for transport. We use trucks owned by third parties.

We cannot assure you that we will be able to obtain access to preferred third-party vendors for our warehousing space, vehicles or at attractive rates or that these vendors will have adequate available capacity to meet our needs or be able to meet our requirements in a timely manner. Further, if we are unable to procure the services of third-party vendors in response to increased demand from our customers, we may be compelled to make or seek out costlier or lower quality third-party vendors to meet our needs. Any inability to secure leased spaces, equipment, vehicles or on attractive terms could have an adverse effect on our business, financial condition and results of operations.

Modified as risk factor no 13

13 - *Our Company has acquired limited liability partnership of our Promoters i.e., "Oneclick Logistics LLP" after its incorporation vide business transfer agreement dated February 10, 2023. Any future acquisition of other businesses could result in operating difficulties, integration issues and other adverse consequences due to our limited past experience in businesses.*

Our Company was incorporated on December 14, 2022 as “Oneclick Logistics India Limited” under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre with the main object of our Company to acquire Oneclick Logistics LLP, through business transfer agreement dated February 10, 2023. Further, our Company has applied or in some cases will apply for the transition or endorsement of the name of the Company on many of the documents, registration, bank account and other documents which are in the name of Oneclick Logistics LLP as per the terms of business transfer agreement. Any delay in the said transition may require the company to pay any penalty or refusal from any authority of such transition or endorsement which may affect the financial position and operation of our Company. Further any future acquisition may not be beneficial to our Company, we may have to pay a certain amount of premium to the outgoing management / shareholders for synergic benefits that we may accrue compared to valuations of those firms / businesses / companies. Our inability to identify suitable acquisition opportunities in the future, or adequately priced acquisitions, entering into agreement with such parties or obtaining the necessary financing to make such acquisitions could adversely affect our future growth. Further, some of the certificate/documents are still under the name of Oneclick Logistics LLP and our Company is in process of getting the same under the name of our Company.

Modified as risk factor no 18

18. ***The COVID-19 pandemic has affected, and could continue to affect, the global economy as a whole and markets in which we operate.***

The COVID-19 pandemic has created unique global and industry-wide challenges, including challenges to many aspects of our business. The COVID-19 pandemic has resulted in quarantines, travel restrictions, limitations on social or public gatherings, and the temporary closure of business venues and facilities across the world, including India. There have been multiple waves of infections that have impacted certain countries, with India most recently experiencing a second wave of infections that has significantly increased the number of persons impacted by COVID-19. In particular, in April and May 2021, there was a significant resurgence in the daily number of new COVID-19 cases and resulting deaths and the GoI and state governments in India have re-imposed lockdowns and other more restrictive measures in an effort to stop the resurgence of new infections. These all contributed to negative economic impact on the India economy and consequently our business and operations; for example, India recorded negative GDP in Fiscal Year 2021, and the second wave of infections also adversely impacted the growth outlook for Fiscal Year 2022. COVID-19 has forced India to restrict the movement of goods across government-defined zones and across states, so the use of suboptimal routes has increased. Further, COVID-19 pandemic restrictions had disrupted our business, resulting in:

- Increased transportation cost
- Shortage of drivers
- Delay in shipments
- Inventory management at the warehouses
- Supply chain disruptions

On basis of assessments of the impact of the outbreak of COVID-19 on business operation of the entity, the entity’s management may conclude that our business is not much impacted. However, the situation with COVID-19 is still evolving, also some of the various preventive measures taken are still in force, leading to highly uncertain economic environment. Due to these circumstances, the management’s assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve.

Modified as risk factor no 22

22. ***We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licenses in timely manner or comply with such rules and regulations or at all may adversely affect our operations:***

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Nonrenewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material

adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the timeframe anticipated by us or at all.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled “**Key industry Regulations and Policies**” and “**Government and Other Key Approvals**” at beginning on pages 123 and 210 respectively of this Draft Prospectus.

Shifted Risk factor from no. 37 to risk factor no. 24

24. *We do not verify the contents of the parcels 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 goods transportation business, other than goods that are classified as hazardous or illegal. While we obtain a declaration from the customer regarding the contents of the parcel and its value, we do not independently verify its contents. We also do not have any equipment to enable us to verify all our consignments prior to loading such consignments on the vehicles. Accordingly, we are unable to guarantee that these parcels do not contain any hazardous or illegal goods. In addition, our logistics business could involve movement of confidential documents and information, and unauthorized disclosure of such confidential and sensitive information may result in liability for us. 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 transportation of substances defined as hazardous under applicable laws. If any damage or injury occurs as a result of our 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.

Shifted Risk factor from no. 38 to risk factor no. 25

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

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

Modified as risk factor no 28

28. *Our Company has entered into certain related party transactions and may continue to do so in the future*

Our Company has entered into related party transactions with our Promoters, Directors, and their relatives. While our Company confirm that all the related party transactions have been conducted on the arm’s length basis and they are in compliance with the relevant provisions of Companies Act, 2013 and other applicable law but there can be no assurance that it could not have been achieved on more favourable terms had such

transactions not been entered into with related parties. Further, we confirm that the related party transactions are in compliance with the relevant provisions of Companies Act and other applicable law. Furthermore, it is likely that our Company will 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 operation. For details, please refer to “Related Party Transactions” under chapter titled “Restated Financial Statements” on page no. 156 of the Prospectus.

Modified Risk factor 46 which shall be read as under

46. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely

The deployment of funds as stated in the chapter titled “Objects of the Issue” beginning on page 68 of the Draft Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilised have not been appraised by an independent entity and are based on our estimates. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds.

Accordingly, prospective investors in the Offer will need to rely upon our management’s judgment with respect to the use of Net Proceeds. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

Further, pending utilization of Net Proceeds towards the objects of the Offer, our Company will have to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1934, in a manner as may be approved by our Board.

Insert as Risk Factor Point Number 47:

47. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval

We propose to utilize the Net Proceeds for the purposes described in “Objects of the Issue” on page 77 of the Draft Prospectus. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI.

Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

SECTION - III –INTRODUCTION

CAPITAL STRUCTURE

1. History of Issued and Paid-Up Share Capital of our Company

The history of the Equity Share Capital of our Company is detailed in the following table

Date of Allotment/ Issue	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative no. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)
On Incorporation	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000
April 04, 2023	44,800*	10	580	Other than Cash	Allotment pursuant to the acquisition of “Oneclick Logistics LLP”	54,800	5,48,000
April 07, 2023	25,48,200	10	Nil	Other than Cash	Bonus Issue	26,03,000	2,60,30,000

**Part consideration for 9 equity shares was received in Cash.*

**SECTION - IV – PARTICULARS OF THE ISSUE
OBJECTS OF THE ISSUE**

REQUIREMENT OF FUNDS AND UTILIZATION OF NET PROCEEDS

Particulars	Amounts (₹ in Lakhs)
Meeting incremental working capital requirements	Upto 720.89
General corporate purposes*	Upto 280

*The amount utilized for General Corporate Purpose shall not exceed 25% of the Gross Proceeds of the issue.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in Lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilisation of Net Proceeds	
		Financial year 2023-24	Financial year 2024-25
Meeting incremental working capital requirements	Upto 720.89	Upto 414.38	Upto 306.51
General corporate purposes*	Upto 280.00	Upto 280	Nil
Net Proceeds of the issue	Upto 1000.89	Upto 694.38	Upto 306.51

Basis of estimation of meeting incremental working capital requirement

The details of Company's working capital derived from the Restated Financial Statements:

(₹ in Lakhs)

Sr No	Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
I	Current assets			
	Trade receivables	763.73	420.88	371.04
	Short Term Loans & Advances & Other Current Assets	100.86	6.84	17.81
	Total Current Assets (A)	864.59	427.72	388.85
II	Current liabilities			
	Trade payables	486.84	152.17	345.12

Sr No	Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
	Other Current Liabilities	114.76	98.74	26.08
	Short term provisions	85.25	49.21	6.16
	Total current liabilities (B)	686.85	300.12	377.36
III	Net working capital requirements (A – B)	177.74	127.60	11.49
	Sources of funds			
	Borrowings	Nil	Nil	Nil
	Internal accruals / Equity	177.74	127.60	11.49
	Issue Proceeds	Nil	Nil	Nil
	Total means of finance	177.74	127.60	11.49

Assumptions for our estimated working capital requirement:

(in days)

Particulars	Fiscal year 2025	Fiscal year 2024	Fiscal year 2023	Fiscal year 2022	Fiscal year 2021
Trade receivables	60	60	65	79	116
Short term loans and advance	15	15	15	10	2
Total	75	75	80	89	118
Current Liabilities					
Trade payables	30	30	30	51	42
Other Current Liabilities	5	5	5	12	27
Short term provision	10	10	13	9	14
Total	45	45	48	72	83
Working Capital Cycle	30	30	35	17	35

Expected working capital requirements:

The table below sets forth the key assumptions for our working capital projections:

a) **Trade receivable**- The trade receivable comprises an amount receivable from its customers. The trade receivable was higher during earlier year of operation which was rationalize over the years. The table set forth this detail

Fiscal Years	Trade Receivable as % to revenue from operations	Trade Receivable days
2021	31.67%	116
2022	21.73%	79
2023	17.67%	65

b) **Short term loan and advances** – The short-term loan and advances comprises of advance to suppliers, prepaid expenses etc. The Company estimates to maintain short term loan and advances to 15 days of revenue from operations.

c) **Trade Payable**- The trade payable represents amount able to with various service provider such as CHA, carriers, transport etc. It is estimated that the trade payable as percentage of revenue from operations and trade payable days would normalize as the business matures. The table set forth this detail:

Fiscal Years	Trade Payable as % to revenue from operations	Trade Payable days
2021	11.45%	42
2022	13.85%	51
2023	8.33%	30

d) **Other current liabilities** – The other current liabilities comprise of TDS payable, GST payable, advance from customers and provision for expenses etc.

e) **Short term provision** - The short-term provision comprises of income tax provision, gratuity etc.

BASIS FOR ISSUE PRICE

Weighted average cost of acquisition

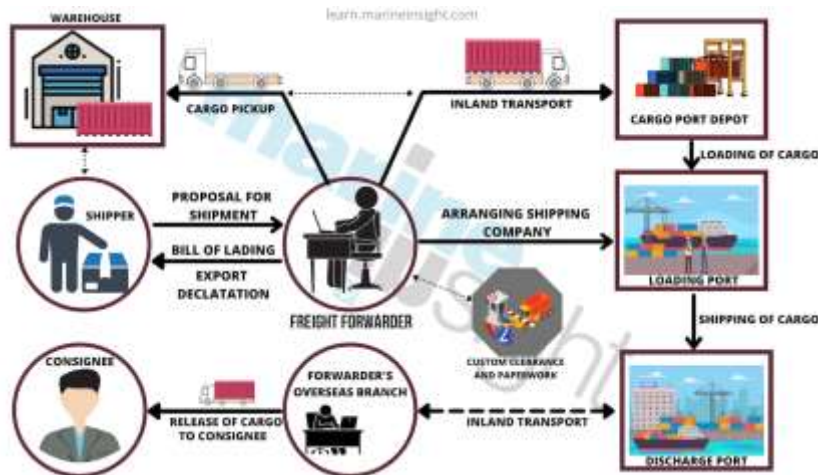
a) The price per share of our Company based on the primary/ new issue of shares (equity/convertible securities). Except mentioned below, there has been no issuance of Equity Shares, other than Equity Shares issued pursuant to a bonus issue on April 07, 2023 during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

SECTION - V – ABOUT THE COMPANY

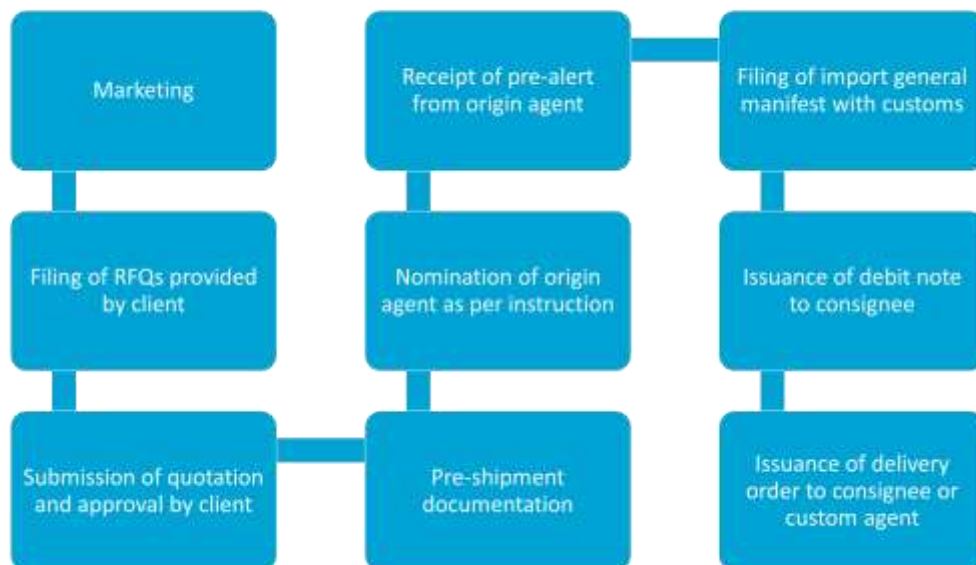
BUSINESS OVERVIEW

MAJOR AREAS OF OPERATION

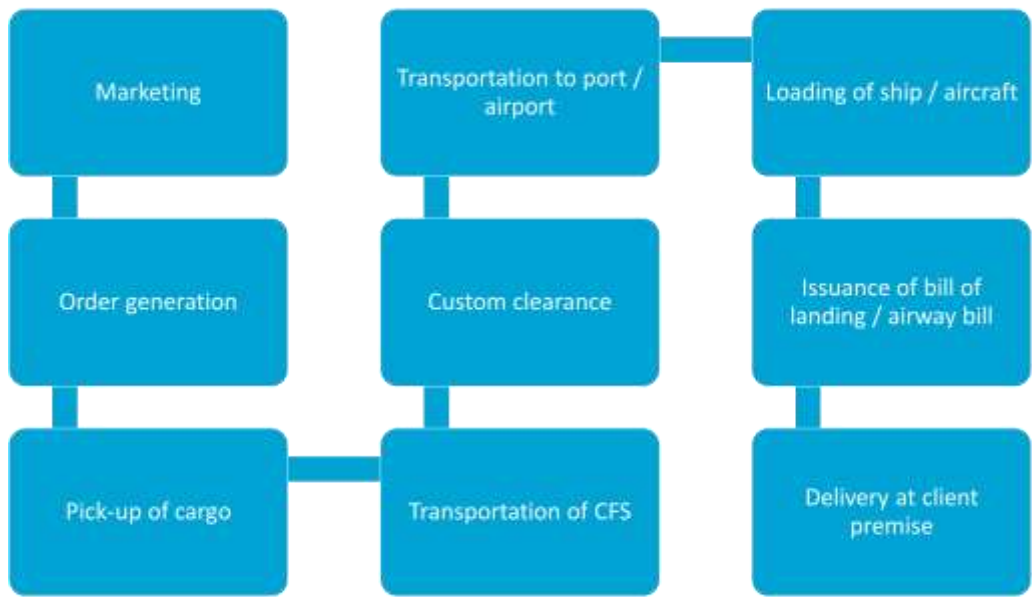
The freight forwarding process for imports involves a series of steps and coordination to ensure the smooth movement of goods from their origin to their destination. Freight forwarders act as intermediaries between importers and various transportation services, such as shipping lines, airlines, trucking companies, and customs authorities



The process flow of our services for import is described as below:



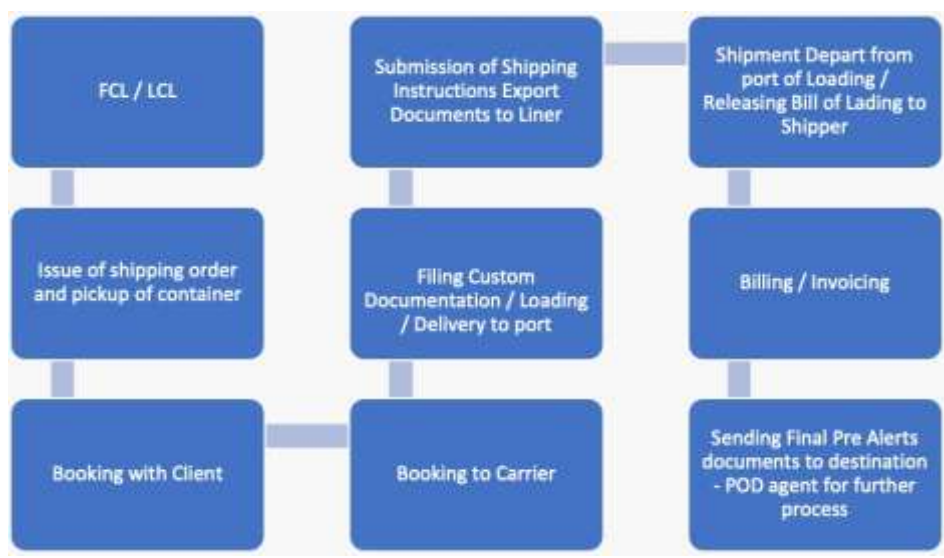
The process flow of our services for export is described as below:



As freight forwarder, we offer our services through various third parties broadly the services include:

NVOCC (Non-Vessel Operating Common Carriers) – NVOCC is a term commonly used to denote sea freight forwarding services without operating their own vessels. We provide services to importers and exporters worldwide and also support them in total logistics solutions.

Under the NVOCC services category, we aggregate the freight requirement of our customers and book space for their goods to be shipped. Accordingly, we gather the goods from different shippers and puts them together in big containers, as required. Additionally, we take care of all the paperwork and customs stuff for the shipment including, tracking the shipment and updating our customers about their freight on time to time basis. Upon arrival of the freight at the destination, we help the customer to get their goods to be delivered to the end destination.



Bulk Cargo - The term Bulk Cargo or break-bulk cargo refers to non-container transportation of goods by a vessel, i.e., the transportation of goods are not containerized or bulk-loaded, meaning they are not loaded directly into standardized shipping containers or specialized bulk carriers, instead breakbulk cargo is loaded individually onto a vessel, typically packed onto pallets, crates, or other platforms, and secured to ensure safe transportation. It allows shippers to transport goods that are not suitable for containerized shipping methods due to their size, weight, or nature. Loading and unloading of break cargo requires more time and effort compared to containerized cargo.

Our Company offers breakbulk cargo services which provide flexibility in transporting various types of goods, including machinery, equipment, vehicles and other large or non-containerize items.

Custom Clearance - Freight forwarders assist with customs clearance procedures, ensuring that all required documentation is accurate and complete. This step is crucial to prevent delays and avoid potential penalties or issues with customs authorities.

We outsourced custom clearance services through registered Custom House Agent. They have team of experts are adept at handling and execution of customs documentation and inland clearance for our clients in a hassle free and convenient manner. Their services include

- Documentation for custom clearance.
- Carting / Receiving Goods.
- Examination of Shipments.
- Registration of the contract with customs for the project clearance.
- Custom clearance of the import cargo at the port of entry.
- Reconciliation of the contract after completion of import.
- Port handling and arranging bonded warehouse as and when required by the client.
- Advisory on documentation
- Suggestion for effective packing for economic handling and safety.
- Handling of stuffing & de-stuffing at Ports, ICD's and Customers warehouse



Third Party Warehousing

As part of our basket of services enabling the customers to reduce overheads, increase efficiency and cut down valuable management time, we cater our customers to search and book warehousing services, anytime. Our Services includes assistance in storage, consolidation, repacking, documentation, labelling, invoicing, finished and spares inventory management, at customers' demands through outsourcing:



We generally provide warehousing services at Bhiwandi, Nhava seva and Kalamboli

Third-Party Transportation

The freight forwarder arranges for the transportation of goods from the exporter's location to the port or airport of departure. Depending on the agreed-upon mode of transport, this may involve trucking, rail, or other inland transportation services.

We provide standardized surface transportation services, with an assurance of safe handling of the goods. We aim to deliver the goods in flawless condition, thereby providing absolute satisfaction to our customers. We serve our customers with utmost sincerity and dedication, thereby rendering efficient and reliable services. We rely on third party transporters for providing road transportation services, which is agreed-upon by our customers. We offer transportation of general cargo; transportation of heavy and over dimensional consignment and unloading of cargo at site.

PROCESS DESCRIPTION

Freight Forwarding Process

The key element in the industry to add and retain customer is to ensure that the transportation process is smooth, timely, and cost-effective for its clients. The Process of Freight forwarding can be broadly classified as;

Stage one

a) Customer (Consignor) Acquisition or repeat order consignment of shippers – We source our customer through a marketing process such as marketing calls, meetings and cross referencing by our existing clients. We also generate repeat business from our customers. Our customer place their request of the specific requirement with respect to cargo loads such as origin location, destinations, type of cargo, expected time of delivery, mode of transport etc.

b) Origin Handling – Subject to the terms of services offering agreed with our customers, we arrange for pickup of the cargo from its origin locations to the port. We use the services of third-party truckers for arranging origin handling. We may also provide for warehousing services and allied activities to our third-party warehousing vendors.

Stage two

a) Exports Custom Clearance – Once the cargo is reaches the port, our custom house agent assist in clearance of goods from the custom department. We coordinate the process between our customer, local transporter, warehouse manager and custom house agents on regular basis.

Stage three

a) Import Custom Clearance – Depending on the services engagement between our customers and the importer, we also assist our customers in clearing the import customs at the designation port. Further where our customers are importer we assist in import custom clearance in the warehousing goods at Nhava Sheva, Mumbai old port (Bombay Port Trust) and Mumbai Airport. We avail the services of custom house agent for the clearance process.

Stage four

a) Destination Handling – We generally do not engage in overseas destination handling of cargo for our customers. For our import customer we assist in destination handling of cargos which includes warehousing of goods, packaging or re-packaging and transportation of cargo to the consignee's destination. In the process we avail the services of warehouse managers, loader and unloaders and trucking company.

GEOGRAPHY WISE REVENUE

(₹ in lakhs except percentages)

Particulars	February 11,2023 to February 15,2023		April 01, 2022 to February 10,2023		FY 2021-2022		FY 2020-2021		FY 2019-2020	
	Amount (in ₹)	As % of Gross Revenue from Operations	Amount (in ₹)	As % of Gross Revenue from Operations	Amount (in ₹)	As % of Gross Revenue from Operations	Amount (in ₹)	As % of Gross Revenue from Operations	Amount (in ₹)	As % of Gross Revenue from Operations
Export Sales	-	-	3.47	0.12%	145.29	4.13%	-	-	-	-
Domestic Sales	20.48	100%	2927.94	99.88%	3369.11	95.87%	1329.07	100%	1166.93	100%
Total	20.48	100%	2931.41	100%	3514.40	100%	1329.07	100%	1166.93	100%

PRODUCT WISE REVENUE

Name of Products	Oneclick Logistics India Limited									
	February 11,2023 to February 15,2023	As % of Gross Revenue from Operations	April 01, 2022 to February 10,2023	As % of Gross Revenue from Operations	FY 2021-2022 Amount	As % of Gross Revenue from Operations	FY 2020-2021	As % of Gross Revenue from Operations	FY 2019-2020	As % of Gross Revenue from Operations
Air Import Revenue Account	231,177-	11.29	32,751,050	11.17	26,185,437	7.45	12,089,619	9.10-	9,735,499	8.34-
Air Export Revenue Account	-	-	1,848,878	0.63	737,272	0.21	890,309	0.67	497,672	0.43
FCL Import Revenue Account	729,897	35.63	191,823,824	65.44	249,467,212	70.98	93,034,467	70.00	82,807,378	70.96
FCL Export Revenue Account	-	-	1,572,278	0.54	2,320,534	0.66	773,801	0.58	-	-

LCL Import Revenue Account	1087270	53.08	62,723,774	21.40	71,107,506	20.23	24,539,995	18.46	21,475,448	18.40
LCL Export Revenue Account	-	-	2,421,180	0.83	1,622,032	0.46	1,421,554	1.07	704,630	0.60
Import Ocean Clearance Income Account	-	-	-	-	-	-	157,461	0.12	1,467,456	1.26
Land Freight Income Account									4,933	0.00
Total	2,048,344	100	293,140,984	100	351,439,993	100	132,907,206	100	116,693,016	100

OUR MANAGEMENT

Brief Biographies of our Directors

Krati Maheshwari is an Non-Executive Independent Director on the Board of our Company. She was appointed as an Independent Director on March 11, 2023. She holds a bachelor's degree in commerce from the Mohanlal Sukhadia University, Udaipur and is an associate member of Institute of Company Secretaries of India. She also holds a master degree in law from the Mohanlal Sukhadia University, Udaipur. Presently she is associated with M/s. Krati Maheshwari and Associates. She has experience of more than 5 years in the of secretarial field

Aditya Vikrambhai Patel is an Non-Executive Independent Director on the Board of our Company. He was appointed as an Independent Director on March 11, 2023. He holds a bachelor's degree in commerce from the Gujarat University and is an associate member of Institute of Company Secretaries of India. He has experience of more than 6 years in the secretarial field

SECTION - VI – FINANCIAL STATEMENTS

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

DISCUSSION ON RESULTS OF OPERATIONS

The following table sets forth financial data from our restated financial statements of profit & loss for the period from December 14, 2022 to February 15, 2023, the components of which are also expressed as a percentage of total revenue for such periods:

(₹ in Lakhs)

Particulars	For the period from December 14, 2022 to February 15, 2023	
	Rs. in lakhs	%*
<u>(A) REVENUE</u>		
Revenue from Operations	20.48	100.00%
Other Income	-	-
Total Revenue	20.48	100.00%
<u>(B) EXPENDITURE</u>		
Direct Expenses	16.86	82.32%
Employee Benefits Cost	1.35	6.59%
Finance Costs	-	-
Depreciation and Amortization Expense	0.02	0.10%
Other Expenses	0.59	2.88%
Total Expenditure	18.82	91.89%
Profit Before Exceptional and Extraordinary Items and Tax	1.66	8.11%
Exceptional Items	-	-
Profit Before Extraordinary Items and Tax	1.66	8.11%
Extraordinary Items	-	-
Profit Before Tax	1.66	8.11%
Tax Expense:		
(1) Current tax	0.45	2.20%
(2) Deferred tax	0.85	4.15%

Particulars	For the period from December 14, 2022 to February 15, 2023	
	Rs. in lakhs	%*
Total tax expense	1.30	6.35%
Profit/(Loss) for the period	0.36	1.76%

REVIEW OF OPERATION FOR THE PERIOD DECEMBER 14, 2022 TO FEBRUARY 15, 2023

Particulars	For the period from April 01, 2022 to February 10, 2023	
	Rs. in lakhs	%*
<u>(A) REVENUE</u>		
Revenue from Operations	2,931.41	99.64
Other Income	10.59	0.36
Total Revenue	2,942.00	100.00
<u>(B) EXPENDITURE</u>		
Direct Expenses	2,604.45	88.53
Employee Benefits Cost	60.11	2.04
Finance Costs	-	-
Depreciation and Amortization Expense	1.36	0.05
Other Expenses	124.26	4.22
Total Expenditure	2,790.18	94.84
Profit Before Exceptional and Extraordinary Items and Tax	151.82	5.16
Exceptional Items	-	-
Profit Before Extraordinary Items and Tax	151.82	5.16
Extraordinary Items	-	-
Profit Before Tax	151.82	5.16
Tax Expense:		

Particulars	For the period from April 01, 2022 to February 10, 2023	
	Rs. in lakhs	%*
(1) Current tax	53.74	1.83
(2) Deferred tax	(0.69)	(0.02)
Total tax expense	53.05	1.80
Profit/(Loss) for the period	98.77	3.36

REVIEW OF OPERATION FOR THE PERIOD APRIL 1, 2022 TO FEBRUARY 10, 2023

Income:

Total Revenue

Our total revenue amounted to Rs. 2942.00 Lakhs from April 1, 2022 to February 10, 2023 which is on account of revenue from operations as described below:

Revenue from Operations

Our revenue from operations from April 1, 2022 to February 10, 2023 was Rs. 2931.41 Lakhs which is about 99.64% of the total revenue which comes from sale of our services.

Expenditure:

Direct Expenses

Direct expenses for the period from April 1, 2022 to February 10, 2023 amounted to Rs. 2604.45 Lakhs constituting 88.53% of the total revenue.

Employee Benefits Cost

The employee benefits expenses from April 1, 2022 to February 10, 2023 is Rs. 60.11 Lakhs which is about 2.04% of the total revenue.

Depreciation and Amortization Expenses

Depreciation from April 1, 2022 to February 10, 2023 is Rs.1.36 Lakhs which is about 0.05% of the total revenue.

Other Expenses

Other Expenses from April 1, 2022 to February 10, 2023 is Rs. 124.26 Lakhs which is about 4.22 % of the total revenue.

Tax expense

Our total tax expenses from April 1, 2022 to February 10, 2023 was Rs. 53.05 Lakhs which is about 1.80% of the total revenue.

Our tax expenses comprised (i) current tax amounting to Rs. 53.74 Lakhs, and (ii) deferred tax credit amounting to Rs. (0.69) Lakhs.

Profit after Tax

Profit after tax from April 1, 2022 to February 10, 2023 is Rs. 98.77 Lakhs which is about 3.36% of the total revenue.

Key Components of our Statement of Profit and Loss Based on our Restated Financial Statements Fiscal 2022 compared with Fiscal 2021

Key Components of our Statement of Profit and Loss Based on our Restated Financial Statements Fiscal 2022 compared with Fiscal 2021

Income:

Total Revenue

Our total income increased by 164.18% to ₹ 3520.95 lakhs in Fiscal 2022 from ₹ 1322.79 lakhs in Fiscal 2021, primarily on account of the factors discussed below;

Revenue from Operations

During the Fiscal 2022 the net revenue from operation increased to ₹ 3514.40 Lakhs as against ₹ 1329.07 Lakhs in the Fiscal 2021 representing an increase of 164.43%. The main contribution was due to increase in freight rate, post COVID freight rates increased by multiple times which resulted in higher revenue and introduce 33 new clients during this period.

Other Income

During the Fiscal 2022 the other income increased to ₹ 6.55 Lakhs as against ₹ 3.72 Lakhs in the Fiscal 2021 representing an increase of 76.08%. The main contribution was due to foreign exchange gain during the Fiscal 2022 of ₹ 6.31 lakhs and ₹ 0.24 lakhs was due receipt of interest on bank fixed deposits.

Expenditure:

Direct Expenses

During the Fiscal 2022 the direct expenses increased to ₹ 3148.26 Lakhs as against ₹ 1095.21 Lakhs in the Fiscal 2021 representing an increase of 187.46%. The increases in expense is corresponding to increase in revenue from operations and is attributable to increase in purchase which represent payment to various intermediate such as overseas partners, shipping line, CFS, consol agent, custom agents, transporter.

Employee Benefits Cost

The Employee Benefit Expenses increased by 145.94% to ₹ 68.20 Lakhs in Fiscal 2022 from ₹ 27.73 Lakhs in Fiscal 2021. This increase was mainly due to increase in salary expenses by ₹ 39.36 Lakhs and increase in contribution to gratuity by ₹ 3.05 Lakhs and staff welfare expenses to ₹ 1.73 Lakhs during the period. The increase in salary is due to increase in number of employees.

Depreciation and Amortization Expenses

The Depreciation and Amortization expenses increased to ₹ 0.81 Lakhs in Fiscal 2022 from ₹ 0.13 Lakhs in Fiscal 2021. The reason behind increasing in depreciation and amortization expenses is due to purchasing of additional computers and furniture and fixtures during Fiscal 2022.

Finance cost

The Finance cost increased by 85.63% to ₹ 9.95 Lakhs in Fiscal 2022 from ₹ 5.36 Lakhs in Fiscal 2021. This is mainly due to higher interest paid to the partners of the LLP.

Other Expenses

Our Company has incurred ₹ 94.38 Lakhs during the Fiscal 2022 on other expenses as against ₹ 47.83 Lakhs during the Fiscal 2021. The increase is attributable to bad debt of ₹32.58 Lakhs and increase in legal and professional charges, membership and subscription Expenses, office expenses etc.

Tax expense

Our total tax expense also accordingly increased by 27.35% to ₹ 69.66 Lakhs in Fiscal 2022 from ₹ 54.70 Lakhs in the Fiscal 2021 on account of increase in current tax by ₹ 15.97 Lakhs.

Profit after Tax

For the reasons discussed above, after accounting for taxes at applicable rates, our Profit for the year increased by 27.36% to ₹ 129.69 Lakhs in Fiscal 2022 from ₹ 101.83 Lakhs in Fiscal 2021.

Key Components of our Statement of Profit and Loss Based on our Restated Financial Statements Fiscal 2021 compared with Fiscal 2020

Income:

Total Revenue

Our total income increased by 14.17% to ₹ 1322.79 lakhs in Fiscal 2021 from ₹ 1167.35 lakhs in Fiscal 2020, primarily on account of the factors discussed below;

Revenue from Operations

During the Fiscal 2021 the net revenue from operation increased to ₹ 1329.07 Lakhs as against ₹ 1166.93 Lakhs in the Fiscal 2020 representing an increase of 13.89%. The main contribution was due to marginal increase in freight rate.

Other Income

During the Fiscal 2021 the other income increased to ₹3.72 Lakhs as against ₹ 0.42 Lakhs in the Fiscal 2020. The main contribution was other miscellaneous receipt being, sundry balances written back during the Fiscal 2021.

Expenditure:

Direct Expenses

During the Fiscal 2021 the direct expenses increased to ₹ 1095.21 Lakhs as against ₹ 1045.28 Lakhs in the Fiscal 2020 representing an increase of 4.78%. The increases in expense is corresponding to increase in revenue from operations and is attributable to increase in purchase which represent payment to various intermediate such as overseas partners, shipping line, CFS, consol agent, custom agents, transporter.

Employee Benefits Cost

The Employee Benefit Expenses decreased by (30.66%) to ₹ 27.73 Lakhs in Fiscal 2021 from ₹39.99 Lakhs in Fiscal 2020. This decrease was mainly due to reduction in salary and reduction in remuneration to the partners.

Depreciation and Amortization Expenses

Since there was no addition to fixed assets the Depreciation and Amortization expenses decrease to ₹ 0.13 Lakhs in Fiscal 2021 from ₹ 0.20 Lakhs in Fiscal 2020.

Finance cost

The Finance costs increased by 53.14% to ₹ 5.36 Lakhs in Fiscal 2021 from ₹ 3.50 Lakhs in Fiscal 2020. This is mainly due to interest paid to the partners of the LLP.

Other Expenses

Our Company has incurred Rs. 47.83 Lakhs during the Fiscal 2021 on other expenses as against ₹30.95 Lakhs during the Fiscal 2020. There was an increase of 54.54% was mainly due to higher commission and brokerage expenses paid to [Commission paid to local agents against business received from them] during the Fiscal 2021.

Tax expense

Our total tax expense also accordingly increased by 269.10% to ₹ 54.70 Lakhs in Fiscal 2021 from ₹ 14.82 Lakhs in the Fiscal 2020 on account of increase in current tax by ₹ 39.88 Lakhs.

Profit after Tax

For the reasons discussed above, after accounting for taxes at applicable rates, our Profit for the year increased by 212.27% to ₹101.83 Lakhs in Fiscal 2021 from ₹ 32.61 Lakhs in Fiscal 2020.

SECTION - VII – LEGAL AND OTHER INFORMATION

GOVERNMENT AND OTHER APPROVALS

V. BUSINESS AND LABOUR RELATE APPROVALS / REGISTRATION / CERTIFICATES

Our Company requires various other approvals to carry on our business in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals will be submitted in accordance with applicable procedures and requirements as and when required.

Sr No.	Description Authority Registration No. Date of Issue Date of	Authority	Registration No.	Date of Issue	Date of Expiry
4.	Maharashtra Shops And Establishment Act	Commissioner of Labour	820293436/ L Ward/ commercial II	June 26, 2023	Valid until cancel
5.	Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax Department	99244530759P	March 23, 2023	Valid until cancel
6.	Registration for employees' provident fund under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 issued by the Employees' Provident Fund Organization	Regional Provident Fund Commissioner, Maharashtra	10001131878THA	January 05, 2023	Valid until cancel
7.	MTO Registration	Directorate general of shipping, Government of india ministry of shipping	20006140	July 01, 2023	Valid until cancel

OTHER REGULATORY AND STATUTORY DISCLSOURES

4. The financials are in conformity with the clause 3(a) of regulation 229 of ICDR 2018.