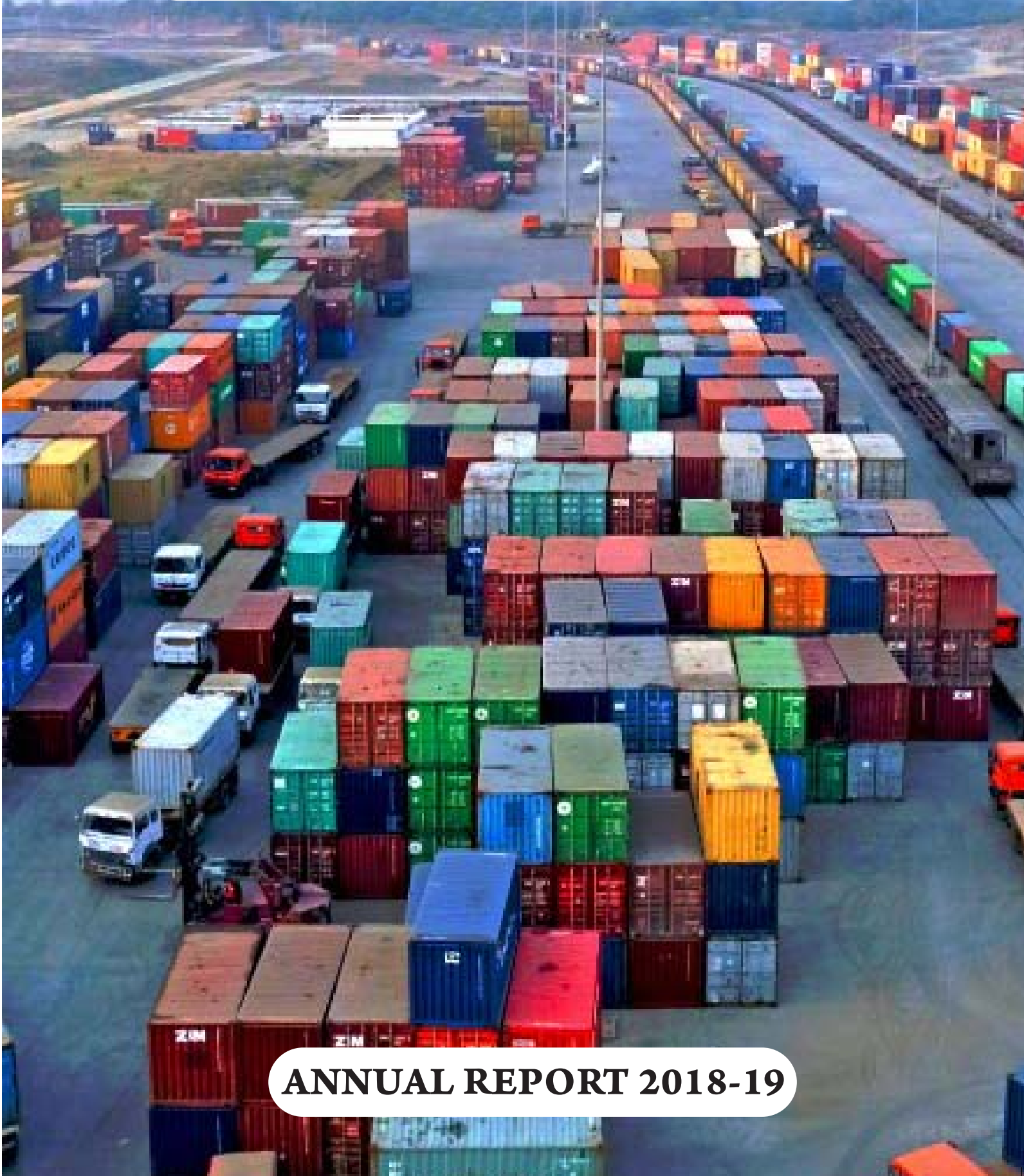




Navkar Corporation Ltd

Container Freight Stations & Rail Terminals

Inland Container Depot



ANNUAL REPORT 2018-19

Board of Directors

Mr. Shantilal Jayavantraj Mehta

Chairman & Managing Director

Mr. Nemichand Jayavantraj Mehta

Whole-time Director

Capt. Dinesh Gautama

Whole-time Director & Chief Executive Officer
(Whole-time Director w.e.f. March 30, 2019)

Mr. Lalit Menghnani

Non-Executive Independent Director (upto May 25, 2018)

Mr. Ashok Kumar Thakur

Non-Executive Independent Director

Ms. Pooja Hemant Goyal

Non-Executive Independent Director

Mr. Sandeep Kumar Singh

Non-Executive Independent Director
(w.e.f. August 23, 2018)

Audit Committee

Mr. Ashok Kumar Thakur – Chairman
Mr. Nemichand Jayavantraj Mehta – Member
Ms. Pooja Hemant Goyal – Member

Stakeholders Relationship Committee

Mr. Ashok Kumar Thakur – Chairman
Mr. Shantilal Jayavantraj Mehta - Member
Ms. Pooja Hemant Goyal – Member

Nomination and Remuneration Committee

Ms. Pooja Hemant Goyal – Chairperson
Mr. Ashok Kumar Thakur – Member
Mr. Sandeep Kumar Singh – Member

Corporate Social Responsibility Committee

Ms. Pooja Hemant Goyal – Chairperson
Mr. Shantilal Jayavantraj Mehta – Member
Mr. Nemichand Jayavantraj Mehta – Member

Chief Financial Officer

Mr. Anish Maheshwari

Company Secretary

Ms. Deepa Gehani

Auditors

S. K. Patodia & Associates
Chartered Accountants

Registered Office

205-206, J.K. Chambers,
Sector – 17, Vashi,
Navi Mumbai – 400 703
Maharashtra, India
e-mail: cs@navkarcfs.com
Website: www.navkarcfs.com
CIN No. : L63000MH2008PLC187146

Corporate Office

4th Floor, Goodwill Infinity, Plot No. E/3A,
Sector – 12, Near Utsav Chowk,
Kharghar, Navi Mumbai – 410 210

Registrar & Transfer Agents

Link Intime India Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai – 400 083
Tel: 022-49186000, Fax: 022-49186060
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

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NOTICE

Notice is hereby given that the Eleventh Annual General Meeting (AGM) of the Members of Navkar Corporation Limited (the Company) will be held on Friday, September 27, 2019 at 10:30 A.M. at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nemichand J. Mehta (DIN: 01131811), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Uttam Abuwala & Co. Chartered Accountants (FRN: 111184W) as a Statutory Auditors of the Company and in this regard, pass the following resolution with or without modifications as an **Ordinary Resolution**;

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of Audit Committee to the Board of Directors, Uttam Abuwala & Co. Chartered Accountants (FRN: 111184W), be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (five) consecutive years commencing from the conclusion of this AGM till the conclusion of the 16th AGM of the Company to be held in the year 2024 on such remuneration and terms and conditions as set out in the explanatory statement to this notice

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. To appoint Capt. Dinesh Gautama as a Whole-time Director of the Company and in this regard, pass the following resolution with or without modifications as **Special Resolution**;
“**RESOLVED THAT** in accordance with the provisions of Sections 2(94), 196, 197 and 203 read with Schedule “V” and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (LODR), Regulation, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of Nomination & Remuneration Committee to Board of Directors, the approval of the members be and is hereby accorded to appoint Capt. Dinesh Gautama

(DIN: 02384688) as a Whole-time Director of the Company, for a period of 3 (Three) years with effect from March 30, 2019 to March 29, 2022, on the terms and conditions including remuneration mentioned below;

Remuneration:

- a) **Basic Salary:** The Basic Salary of Capt. Dinesh Gautama shall be ₹ 200,000/- per month with authority to the Board of Directors to increase the Basic Salary within the range of ₹ 200,000/- to ₹ 250,000/- per month.

b) Perquisites & Allowances:

In addition to the Basic Salary payable, Capt. Dinesh Gautama shall be entitled to perquisites and allowances like;

- i) Company maintained accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of Basic Salary;
- ii) Other Allowances of ₹ 50,000/- per month with authority to the Board of Directors to increase the Other Allowances within the range of ₹ 50,000/- to ₹ 100,000/- per month.
- iii) Personnel allowance subject to a ceiling of 5% of Basic Salary;
- iv) Medical reimbursements, Leave Travel Allowance (subject to 5% of basic salary in a year), club fees, personnel accident & medical insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;
- v) Company's contribution to provident fund, gratuity and leave encashment as per the rules of the Company; and
- vi) Other Allowances including Annual performance bonus/incentive, if any, based on the performance criteria as laid down by or approved by the Board.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of such rules, perquisites shall be evaluated at actual cost.

c) Overall Remuneration:

The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule “V” to the said Act for the time being in force.

- d) In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole-time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Schedule “V” of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to amend or modify above terms and conditions including remuneration in the consultation with Capt. Dinesh Gautama.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this Resolution.”

By Order of the Board of Directors

Deepa Gehani
Company Secretary

Place: Navi Mumbai

Date: August 19, 2019

Registered Office:
205-206 J K Chambers,
Sector 17, Vashi
Navi Mumbai – 400703,
Maharashtra, India

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of business set out in Item No. 3 to 4 to be transacted at the AGM is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the Proxy should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting.**
3. **A person can act as a proxy on behalf of members not more than fifty and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other Member. The holder of proxy shall prove his identity at the time of attending the Meeting.**
4. Mr. Nemichand J. Mehta is interested in the business set out in Item No. 2 of the notice with regard to his re-appointment. Mr. Shantilal J. Mehta, Chairman & Managing Director, being related to Mr. Nemichand J. Mehta be deemed to be interested in said Business. Save and except the above, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business as set out under Item No. 1 and 2 of the Notice.
5. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

6. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive).
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturday, Sunday and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical forms are requested to consider converting their holdings to demat form. Members may contact the Company’s RTA for assistance in this regards.

SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in demat form are therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.

9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.
10. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, September 20, 2019 (cut-off date) are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may also exercise their right to vote by electronic means.
11. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the RTA and have it duly filled and sent back to them.

12. The e-voting period will commence at 9.00 a.m. September 24, 2019 and will end at 5.00 p.m. on September 26, 2019. The Company has appointed Ms. Ashwini Inamdar, (Membership No. FCS 9409) and failing her Mr. Atul Mehta (Membership No. FCS 5782) of M/s. Mehta & Mehta, Company Secretaries, to act as the Scrutinizer, to inter-alia, Scrutinize the voting process in a fair and transparent manner.

The Members desiring to vote through Remote e-voting may refer to the detailed procedure given hereinafter

13. The facility for voting through polling paper shall be made available at the Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.

14. The members can attend the Meeting on September 27, 2019, at 10.30 a.m., in person or through proxy and vote on the resolutions set forth in the Notice, if they have not exercised their votes through e-voting. The Scrutinizer shall submit the report for both physical and e-voting to the Chairman which shall be published on the website of the Company within 48 hours of the conclusion of the Meeting.

15. Members are requested to carefully read the following instructions relating to e-voting before casting their vote.

16. Members may note that the details of the Director seeking re-appointment and Appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms an integral part of the notice. Requisite declarations have been received from the Director for seeking his re-appointment and appointment.

17. In support of the Green initiative taken by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent to them in the permitted / requisitioned mode.

18. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 9.00 a.m. Tuesday, September 24, 2019 and will end at 5.00 p.m. on Thursday, September 26, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for

resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Navkar Corporation Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xvix) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 3

Keeping in view the requirements set out in the Act, the Board of Directors of the Company at its meeting held on 19th August, 2019 have recommended appointment of Uttam Abuwala & Co. (ICAI FRN 111184W) Chartered Accountants Firm as Statutory Auditors of the Company for the period of 5 (Five) Consecutive years commencing from 11th AGM till the conclusion of the 16th AGM of the Company to be held in the year 2024 at remuneration of ₹ 30 lakhs P.A. (Exclusive of all applicable taxes)

BRIEF PROFILE OF UTTAM ABUWALA & CO

Uttam Abuwala & Co. (ICAI No 111184W) Chartered Accountants Firm is providing Professional Services and value creation to the clients for more than Four decades (April 02, 1974)with headquarters in Mumbai /and Branches/ Associates to all most all Prime Clients in India.

The firm provides services to different sectors like Power, Infrastructure, Pharmaceuticals, NBFC as their clients.

The firm is professionally equipped to provide full range of solution and value creation for domestic clients and spread out in all Prime Cities of India. The firm has associates in UK, USA, Singapore, Mauritius and many European Countries.

It consists team of professionals consisting of CAs / CSs / CPAs having wide depth knowledge of auditing, accounting, finance, IT, Mergers Acquisitions, Restructuring, Revival and many more areas combined with many years of experience in their respective professions are as.

In view of above the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval by the Members.

ITEM No. 4

As you are aware that the regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is amended and made mandatory regulation to top 1000 listed entities that the Board of such entities should comprise by at least six directors.

To comply with the above regulation, in the Meeting held on March 30, 2019 of Nomination and Remuneration Committee of Company it was recommended the name of Capt. Dinesh Gautama to appoint as a Whole time Director, to Board of Directors of the Company.

BRIEF PROFILE OF CAPTAIN. DINESH GAUTAMA

Capt. Dinesh Gautama, aged 65 years, is appointed as Whole Time Director and CEO(CEO with effect from 01st September, 2016) of our Company. He holds a Bachelor's degree in law from Siddharth College of Law, University of Mumbai, a Master's degree in science in Ecology from Sikkim Manipal University of Health, Medical and Technological Sciences, a Master's degree in Arts in sociology from Annamalai University, a Master's degree in Law from University of Mumbai (in Jurisprudence and International Law), a Master's degree in Arts from University of Mumbai (in English), an MPhil in English from Alagappa University, Tamil Nadu and a Diploma in Educational Management from Centre for Social Welfare Development, Chennai. He is a fellow of Shri Narottam Morarjee Institute of Shipping and a Fellow of the Insurance Institute of India (Marine Insurance). He has been in shipping since 1973 and brings with him an experience of more than four decades from the maritime industry. He is a member of the Indian Adult Education Association, the Institute of Rail Transport, India, the Institution of Marine Technologists, Indian Society for Training and Development, the Indian Council of Arbitration, the All India Management Association, the Company of Master Mariners of India and the Chartered Institute of Logistics & Transport, London.

Capt. Dinesh Gautama, being appointee may be deemed to concerned or interested in the aforesaid resolution

None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

In view of above the Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval by the Members.

By Order of the Board of Directors

Deepa Gehani
Company Secretary

Place: Navi Mumbai
Date: August 19, 2019

Registered Office:
205-206 J K Chambers,
Sector 17, Vashi
Navi Mumbai – 400703,
Maharashtra, India

Details of Directors Seeking Appointment/ Re-Appointment at the ensuing Annual General Meeting:

Name of Director	Mr. Nemichand J. Mehta	Capt. Dinesh Gautama
DIN	01131811	02384688
Date of Birth and Age	April 28, 1963 56 Year Old	06/05/1954 65 Year Old
Date of Appointment on Board	September 01, 2016 (In current designation - Whole Time Director)	March 30, 2019 (In current designation – Whole time Director)
Qualifications	B.COM Bachelor's degree in commerce from Swaran Mukth Shiksha Peeth, Punjab	Please refer Item No. 4 of Statement Pursuant to Section 102(1) Of The Companies Act, 2013
Brief profile, experience and expertise	He is Promoter since Inception of the Company, has experience over a decade in the business of Container Freight Station (CFS) and Inland Container Deport (ICD).	Please refer Item No. 4 of Statement Pursuant to Section 102(1) Of The Companies Act, 2013
Number of meetings of the Board attended during the year	07 (Seven)	7 (Seven) (Capt. Dinesh Gautama has attended Board of Directors Meetings in the capacity of CEO)
Directorships held in other Companies	Sidhartha Corporation Private Limited Bhagavati Commission Agents Private Limited Arihant Multisales Private Limited	Meadows Shipping Private Limited (Under Liquidation)
Committee Positions held in other Companies	Nil	Nil
Shareholding in Navkar Corporation Limited	19.20%	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Brother of Mr. Shantilal J. Mehta, Chairman & Managing Director of the Company.	None

DIRECTORS' REPORT

Dear Members,

The Directors of your Company are pleased to present the Eleventh Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

	(₹ in Lakhs)	
Particulars	FY 2018-19	FY2017-18
Revenue from Operations	48,258.39	42,817.36
Other Income	123.75	295.27
Total Revenue	48,382.14	43,112.63
Less: Expenses	41,511.58	30,274.29
Profit Before Tax	6,870.56	12,838.34
Less: Tax Expenses	1,588.63	2,746.57
Profit for the Year	5,281.93	10,091.77
Other Comprehensive Income for the year (net of taxes)	5.86	12.49
Total Comprehensive Income for the year	5,287.79	10,104.26

Pursuant to the provisions of the Companies Act, 2013 read with rules framed thereunder, the Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

STATE OF COMPANY'S AFFAIRS AND RESULTS OF OPERATIONS

The Company has one of the largest Container Freight Stations (CFS) and Inland Container Depot (ICD). These are key links of International Trades in India. They play essential role in the Indian infrastructure for Cargo Handling and Transportation. The Company has three Container Freight Stations (CFS), two at Aijvali, one at Somathane in Panvel and Inland Container Depot at ICD Tumb. The CFS/ICD segment operations cater to the handling of import/export cargo, warehousing, customs clearance and other related ancillary services.

RESULTS OF OPERATIONS

The Company's total Revenue increased to ₹ 48382.14 lakh as against ₹ 43112.63 lakh in the previous fiscal year. As a result the Company has posted net profit of ₹ 5281.93 lakh for FY 2018-19 as compared to the net profit of ₹ 10091.77 lakh for FY 2017-18. Earnings Per Share of the Company have decreased to ₹ 3.51 as compared to ₹ 6.92 in a previous fiscal year. Major reasons for decreased in the profitability is due to increased of Direct Port Delivery (DPD) Movements, depreciation and finance cost.

There are no other material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and date of signing of this report.

SCHEME OF AMALGAMATION AND CONSEQUENTLY EFFECT ON SHARE CAPITAL

National Company Law Tribunal (NCLT), Mumbai Bench sanctioned the Scheme of Amalgamation of Navkar Terminals Limited ("Transferor Company") into Navkar Corporation Limited ("Transferee Company") and their respective shareholders vide its order dated March 28, 2018. The certified true copy of the NCLT Order was filed with Registrar of Companies on May 11, 2018. Consequent upon the Scheme became effective from May 11, 2018.

Increase in Authorised Share Capital consequent to the above mentioned scheme of Amalgamation

In order to give effect to the Scheme of Amalgamation with Navkar Terminals Limited, Authorised Share Capital of your Company was increased from ₹ 1,70,00,00,000/- (Rupees One Hundred and Seventy Crore only) comprising 16,50,00,000 Equity Shares of face value of ₹ 10/- (Rupees Ten Only) and 50,00,000 0% Cumulative Redeemable Preference Shares of face value of ₹ 10/- (Rupees Ten Only) to ₹ 2,26,00,00,000/- (Rupees Two Hundred Twenty Six Crore Only) divided into 21,50,00,000 (Twenty One Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each, 50,00,000 (Fifty Lakh) 0% Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each and 6,00,000 (Six Lakh) 6% Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only) each.

Increase in Paid up Share Capital consequent to the above mentioned Scheme of Amalgamation.

Your Company has issued and allotted 99,790 (Ninety Nine Thousand Seven Hundred and Ninety), 6% Cumulative Redeemable Preference Shares of ₹ 100/- each, to Preference Shareholders of Transferor Company on such terms and conditions as mentioned in the approved Scheme.

Further, the issued, subscribed and paid up share capital of your Company stood at ₹ 153,81,70,810 /- (Rupees One Hundred Fifty Three Crore Eighty One Lakh Seventy Thousand Eight Hundred Ten Only) divided into 15,05,19,181 (Fifteen Crore Five Lakhs Nineteen Thousand One Hundred Eighty One) Equity Shares of ₹ 10/- (Rupees Ten Only) each, 23,00,000 (Twenty Three Lakh) 0% cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each and 99790 (Ninety Nine Thousand Seven Hundred Ninety) 6% Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only).

DIVIDEND AND RESERVES

With a view to conserve the resources for current as well as future business requirements and expansion plans, your Board is of the view that the current year's profit be ploughed back into the operations and hence no dividend is recommended for the financial year ended March 31, 2019.

As per Regulation 43 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Dividend Distribution Policy taking into account the parameters prescribed in the said Regulations. The Dividend Distribution Policy is available on Company's website at <http://www.navkarcfs.com/b/download/policies/Dividend-Distribution-Policy.pdf>

The details of reserves and surplus are provided in note no 19 of the notes to the financial statement.

AWARDS AND RECOGNITIONS

The Company has received the following awards and recognitions during the financial year 2018-19:

1. CFS of the Year 2018 – Awarded CFS of the Year Award at the 3rd Edition of the India Maritime Awards organized by Daily Shipping Times at St. Regis, Mumbai on Friday June 22, 2018. This award was received for integrated performance by a Container Freight Station serving a major port. It is held by Daily Shipping Times each year.
2. CFS of the Year 2018 – Navkar was awarded the “CFS Operator of the Year” for all round performance of a Container Freight Station at a specific location, at the 9th Edition of MALA AWARDS (Maritime and Logistics Awards) 2018 held on Friday, 31st August 2018 in Mumbai.
3. CFS of the Year (Specific) 2018– This award was received on 5th Dec 2018 (at Sahara Star Hotel) at the SIXTH SAMUDRA MANTHAN AWARDS 2018. This award given to a Container Freight Station based upon its growth, and volume during the financial Year. It is organized by Bhandarkar Publications.
4. CFS of the Year – 2019 - The award was received on Feb 18, 2019 at the Park Hotel, New Delhi at the 9th Annual Supply Chain & Logistics Summit & Excellence Awards 2019. It was held and organized by the Indian Chamber of Commerce, (of Kolkata) which is the oldest chamber of commerce in India.

CREDIT RATING

The Company has received credit rating from India Ratings & Research (Ind-Ra) which denotes high degree of safety regarding timely servicing of financial obligation. The Company has received the following credit ratings for its Term Loan and Cash Credit facilities on March 14, 2019.

Instrument Type	Size of Issue (Million)	Rating / Outlook	Rating Action
Term Loan	INR 3,060	IND A/Stable	Assigned
Cash Credit Facilities	INR 300	IND A/Stable/ IND A1	Assigned

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public falling within the meaning of Sections 73 and 76 of the Act and the Rules framed thereunder.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the financial year 2018-19, as stipulated under Regulation 34 read with

Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE REPORT

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A separate section on the Corporate Governance together with requisite certificate obtained from the M/s. HS Associates, Practicing Company Secretaries, confirming compliance with the provisions of Corporate Governance as stipulated in Regulation 34 read along with Schedule V of the Listing Regulations, is included in the Annual Report.

SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANY

During the period under review, your company has no subsidiary, joint venture and associate Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, which stipulates that the Board should have optimum combination of Executive and Non-executive Directors with at least one Independent Woman Director and at least 50% of the Board should consist of Independent directors, as the Chairman of our Board is an Executive Director.

As on March 31, 2019 the Board of Directors of the Company Comprises 3 (Three) Executive Directors and 3 (Three) Non-Executive Independent Directors including one Woman Director.

Directors retiring by rotation

In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Nemichand J Mehta, (DIN 01131811), retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment. Accordingly Board recommends his re-appointment.

Appointment of Whole time Director

To comply with amended regulation 17 of SEBI (LODR), Regulation 2015 and based on the recommendation of Nomination and Remuneration Committee, Board at its meeting held on March 30, 2019 appointed Capt. Dinesh Gautama as a Whole time Director for a period of 3 (Three) years w.e.f. March 30, 2019 on such terms and conditions as detailed in the Notice of the Annual General Meeting, subject to approval of shareholders. Accordingly Board recommends his appointment.

Brief profile of Directors seeking appointment or re-appointment, detailed in the Notice convening the 11th AGM.

Resignation of Director

During the year under review, the Company has received resignation of Mr. Lalit Menghnani (DIN 06614582), Independent Director of the Company w.e.f. May 25, 2018. The Board at the meeting held on June 21, 2018 noted his resignation and placed on record its appreciation for his support and invaluable contribution in the functioning of the Board.

Mr. Sandeep Kumar Singh (DIN 02814440) was appointed as Non-executive- Independent Director by the Board of Directors w.e.f. August 23, 2018, further his appointment regularized and approved in last Annual General Meeting.

Key Managerial Personnel of the Company as on March 31 2019 are as follows;

Mr. Shantilal J Mehta	–	Chairman and Managing Director
Mr. Nemichand J Mehta	–	Whole time Director
Capt. Dinesh Gautama	–	Whole time Director & Chief Executive Officer
Mr. Anish Maheshwari	–	Chief Financial Officer
Ms. Deepa Gehani	–	Company Secretary & Compliance Officer

DECLARATION BY INDEPENDENT DIRECTORS

Independent Director have given written declarations to the Company confirming that they meets the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the annual performance of the Board, its Committees, Chairperson and Individual Directors including Independent Directors was evaluated as per the criteria laid down by the Nomination and Remuneration Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report which forms part of this Annual Report.

NUMBER OF MEETINGS OF THE BOARD

During the year, Seven (07) Board Meetings were held, details of which are provided in the Corporate Governance Report. The intervening gap between the Meetings was in compliance with the requirements stipulated under the provisions of the Companies Act, 2013.

1 (One) separate meeting of the Independent Directors of the Company was held on May 21, 2018 in accordance with the provisions of the Schedule IV of the Companies Act, 2013.

COMMITTEES OF THE BOARD

In order to strengthen its functioning, the Board of Directors has constituted the following committees as per the requirement of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, as amended from time to time

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Finance and Operation Committee

Details of compositions, meetings, terms of reference of the Committees and attendance of the Committee Members at each of the Meetings are given in the 'Report on Corporate Governance' of the Company which forms part of this Report.

AUDIT COMMITTEE

Composition of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. As on March 31, 2019, the Composition of the committee is as under:

Mr. Ashok Kumar Thakur	–	Chairman (Independent Director)
Ms. Pooja H. Goyal	–	Member (Independent Director)
Mr. Nemichand J. Mehta	–	Member (Whole time Director)

During the period under review, there were no instances of non-acceptance of any recommendation of the Audit Committee of the Company by the Board of Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis; and
- e) The Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS AND AUDIT

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the same and the work performed by the internal auditors, statutory auditors and the reviews performed by top management team and the Audit Committee, your Directors are of the opinion that your Company's Internal Financial Controls were adequate and effective during the financial year 2018-19.

Further, the statutory auditors of your company have also issued a report on internal control over financial reporting (as defined in section 143 of Companies Act, 2013) for the financial year ended March 31, 2019, which forms part to the Statutory Auditors Report.

RISK MANAGEMENT POLICY

The Company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore the Board members were regularly informed about risk assessment and minimization procedures after which the board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to risk management to guide decisions on risk related issues. The Audit Committee has additional oversight in the area of the financial risk and controls.

Pursuant to the provision of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the formation of the Risk Management Committee, is not applicable to your Company.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013

The Company has in place a Policy for Prevention, Prohibition and Punishment of Sexual Harassment of Women at Work place in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No. of complaints filed during the year	No. of complaints disposed off during the year	No. of complaints pending
Nil	Nil	Nil

ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per provisions of Section 177 of the Companies Act, 2013 and applicable Rules framed thereunder, the Company has established a vigil mechanism in form of Whistle Blower Policy for Directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy, details of which are provided in the Corporate Governance Report, which forms part of the Annual Report. The policy has been placed on the website of the Company.

The Policy provides for adequate safeguards against victimization of Directors/employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. During the FY 2018-19, the Company has not received any complaints through vigil mechanism.

The Whistle Blower Policy is available on the Company's website at the link i.e. <http://www.navkarcfs.com/b/download/policies/vigil-mechanism-or-whistle-blower-policy.pdf?v=1.3>

NOMINATION AND REMUNERATION POLICY

The Current policy is to have an appropriate proportion of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2019, the Board consists of six members, including a managing director, whole time director and three are independent directors. The Company has framed a Nomination, Remuneration and Evaluation Policy.

The information with respect to the Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (4) of section 178 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the Company's website at the link i.e. <http://www.navkarcfs.com/b/download/policies/nomination-&-remuneration-policy.pdf?v=1.3>

CORPORATE SOCIAL RESPONSIBILITY

As required under the provisions of the Section 135 of the Companies Act, 2013, the Board has constituted the Corporate Social Responsibility Committee which monitors and oversees various CSR initiatives and activities of the Company. The Committee comprises three directors with Non-Executive-Independent Director as its Chairperson. Further details such as composition, terms, functions, meetings and attendance of directors of the said committee are provided in the Corporate Governance Report forming part of this Annual Report.

The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure 1** and forms an integral part of this Report. Policy on Corporate Social Responsibility is available on the Company's website at the link <http://www.navkarcfs.com/b/download/policies/CSR-Policy.pdf>

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the Financial Year 2018-19 were on arm's length basis and in compliance of applicable provisions of Companies Act, 2013 and SEBI (LODR), Regulations 2015. These transactions were placed before the Audit Committee and Board of Directors for approval and noting on quarterly basis. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

Prior omnibus approval was obtained for annual transactions which are of recurring nature. A statement containing details of all transactions entered into pursuant to omnibus approval are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) read with section 134(1)(h) and applicable rules of the Companies Act, 2013 are provided in the prescribed form AOC-2 as **Annexure 2** which forms part of this Report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board of Directors of the Company can be viewed on the website of the Company through the link: <http://www.navkarcfs.com/b/download/policies/RPT-Policy.pdf>

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. S. K. Patodia & Associates, Chartered Accountants (Firm Registration No.: 112723W) will complete their present term at the conclusion of the ensuing AGM of the Company.

The Board on the recommendation of the Audit Committee, recommended for the approval of members appointment of Uttam Abuwala & Co. Chartered Accountants (FRN :111184W) as the Statutory Auditors of the Company for a period of 5 (five)

consecutive years from the conclusion of the ensuing AGM till the conclusion of the 16th AGM of the Company to be held in the year 2024. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of Uttam Abuwala & Co. Appropriate resolution seeking your approval to the appointment and remuneration of Uttam Abuwala & Co. as the Statutory Auditors is appearing in the Notice convening the 11th AGM of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditor

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. HS Associates, a Firm of Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for FY 2018-19. The Secretarial Audit report is annexed herewith as **Annexure 3**.

The Firm (HS Associates) has undertaken an audit for the financial year 2018-19 pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the stock exchanges within 60 days of the end of the financial year.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Standards

During the period under review, the Company has complied with the all applicable Secretarial Standards i.e. SS1 and SS2 relating to meetings of Board of Directors and General Meetings respectively issued by the Institute of Company Secretaries of India.

Cost Auditors

In terms of rule 8 of the Companies (Accounts) Amendments Rules, 2018 read with section 148 of the Companies Act, 2013 the central Government has not specified maintenance of Cost records for your company.

EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in form MGT 9, as provided under Section 92 of the Companies Act, 2013, is **Annexed as 4** and forms an integral part of this Report. The Company has placed a copy of Annual Return on its website that can be viewed by following the link: <http://www.navkarcfs.com/b/investor-relations.php>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earning & outgo is given in **Annexure 5**, forms part of this report.

PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed as **Annexure 6** to this Report.

In terms of Section 136 (1) of the Act, the Annual Report and the Audited Financial Statements are being sent to the Members and others entitled thereto. The said statement is also available for inspection by the Members at the Registered Office of the

Company during business hours on working days up to the date of the ensuing AGM.

ENVIRONMENT AND SAFETY

Your Company is committed to make surrounding atmosphere at its all CFS and ICD full of fresh air and greenery. In its efforts, huge number of trees has been planted at CFS and ICD year on year.

The Company pay special attention to the safety and smooth flow of the containers. To ensure this, our processes are designed such that they come built-in with safety features. Right from installing a revolutionary technology, like RFID-based container tracking to basking in the goodwill with shipping lines, importers and exporters, freight forwarders and custom house agents. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources. Audit of safety measures taken by the Company is being carried out at regular interval.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Human Resources are important assets of the Company. Your Company has adopted employee friendly HR processes that held to grow and offer them personal developmental opportunities. The Company's HR policies encourage talent acquisition and retention process, ensure transparency, and facilitate development, building trust and encourage and support performance oriented environment. Providing equal opportunities to all employees and ensuring diversity by creating level playing field for under privileged segments of the society through positive actions are the ethos of team building process at Company. Your Company has such policies in place to prevent discrimination, sexual harassment and encourage talent.

GENERAL

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year 2018-19:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any Employees' Stock Option Scheme.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

ACKNOWLEDGEMENT

Your Directors wish to place on records their appreciation for the continued cooperation and support received from the Government of India, Government Authorities Banks, Customers and Shareholders during the period under review. Your Directors also wish to place on record their appreciation of the devoted and dedicated services rendered by all employees of the Company.

On behalf of the Board of Directors

Shantilal Mehta

Chairman and Managing Director

DIN: 00134162

Place: Navi Mumbai

Date: August 19, 2019

Registered Office:

205-206 J K Chambers,

Sector 17, Vashi

Navi Mumbai – 400703,

Maharashtra, India

Annexure - 1

Corporate Social Responsibility (CSR) Report

[Pursuant to Clause (o) of Sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline of the Company's Corporate Social Responsibility (CSR) Policy including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes.	The Company CSR Policy provides for carrying out CSR activities for enhancing environmental and natural capital; supporting rural development; promoting education including skill development providing preventive healthcare, providing sanitation and drinking water; creating livelihoods for people, especially those from disadvantaged sections of society, in rural and urban India and preserving and promoting sports and to contribute or provide funds to such organization/trust/society which undertakes the activities in the field of environmental sustainability, protection of flora and fauna and animal welfare.
2. Composition of CSR Committee	Ms. Pooja H. Goyal – Chairperson Mr. Shantilal J. Mehta –Member Mr. Nemichand J. Mehta –Member
3. Average Net Profit of the Company for the last three financial years	11447.28 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	228.95 Lakhs
5. a) Details of Amount Spent on CSR Activities during the year	231.95 Lakhs
b) Total Amount of CSR Expenditure	231.95 Lakhs
c) Amount Unspent if any	Nil

d) Manner in which the amount spent during the financial year is detailed below: (₹ In Lakh)

S.No.	CSR Project, program or Activity identified	Sector in which the Project is covered	Project or programs 1. Local area or Other 2. State & district where the project, program or activity undertaken	Amount Outlay (budget) Project, program or activity wise	Amount spent on the projects or programs sub-heads: 1. Direct expenditure on projects / programs 2. Overheads Expenditure	Cumulative expenditure upto the reporting period	Amount spent directly or through implementing agency
1	Eradication of hunger and malnutrition, healthcare, destitute care and rehabilitation, Promoting education, art, culture, environment sustainability, disaster relief and rural development projects, Animal Welfare	Eradication of hunger and malnutrition, healthcare, destitute care and rehabilitation, Promoting education, art, culture, environment sustainability, disaster relief and rural development projects, Animal Welfare	Local area and in the state of Rajasthan	231.95	231.95	231.95	Through implementing agency Navkar Charitable Trust
Total				231.95	231.95	231.95	

6. Corporate Social Responsibility Policy

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of Directors, is available on the Company's website: <http://www.navkarcfs.com/b/download/policies/CSR-Policy.pdf>

7. Failure to Spent the Amount Specified under Section 135 of the Companies Act, 2013

In line with Company's philosophy on CSR and its commitments towards society, it has spent more than statutory limits and is in compliance of section 135 of the Companies Act, 2013.

8. Responsibility Statement of the CSR Committee

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

Shantilal J. Mehta

Member- CSR Committee
Chairman & Managing Director
DIN: 00134162

Pooja H. Goyal

Chairperson – CSR Committee
Independent Director
DIN: 07813296

Place : Navi Mumbai
Date : August 19, 2019

Annexure - 2

Form No. AOC-2

Particulars of Contracts/Arrangements entered into by the Company with the Related Parties(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sr. No.	Particulars	Details
a	Name(s) of the related party and nature of relationship	NIL
b	Nature of contracts/arrangements/transactions	
c	Duration of the contracts / arrangements/transactions:	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Justification for entering into such contracts or arrangements or transactions	
f	Date(s) of approval by the Board	
g	Amount paid as advances, if any	
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Sidhartha Corporation Pvt. Ltd. (Enterprise in which key management personnel or their relative have significant influence)	Sale of Service	One year	At market price	21.05.2018	NIL
2.	Shantilal J. Mehta	Rent paid	One year	At market price	21.05.2018	NIL

For and on Behalf of the Board of Directors

Shantilal J. Mehta
 Managing Director
 DIN: 00134162

Nemichand J. Mehta
 Whole-time Director
 DIN: 01131811

Place : Navi Mumbai
 Date : August 19, 2019

Annexure - 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2019.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Navkar Corporation Limited.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Navkar Corporation Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") the applicable and effective Amendments and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as effective till 09th November, 2018 and

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as effective from 10th November, 2018;

- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e. The Listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited in accordance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

VI. The Management has identified and confirmed the Sector Specific Laws as applicable to the Company as given in **Annexure – 1.**

We have also examined compliances with the applicable clauses of the following:

- i) Secretarial Standards 1 and 2 as issued and revised by The Institute of Company Secretaries of India with effect from October 1st, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended and made effective from time to time.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards as mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the financial year ended 31st March, 2019:

1. The Company has obtained Shareholders approval for Appointment of Ms. Pooja H. Goyal (DIN: 07813296) and Mr. Sandeep Kumar Singh (DIN: 02814440) as Independent Directors of the of the Company at their Annual General Meeting held on 26th September, 2018.
2. During the Financial year under review, Mr. Lalit Menghnani resigned from the post of Independent Director of the Company w.e.f. 25th May, 2018. And further Mr. Dinesh Gautama (DIN: 02384688) was appointed as Whole-time Director w.e.f. from 30th March, 2019 subject to approval of shareholders at the ensuing Annual General Meeting.
3. During the year, the Company has filed Statement of unclaimed and unpaid amounts in E-Form IEPF-2 pertaining to "Amount of application moneys received and due for refund" for a aggregate amount of ₹ 1,76,700/- (One Lakh Seventy-Six Thousand Seven Hundred).

Date: August 19, 2019
Place: Mumbai

For HS Associates
Company Secretaries

Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483

This report is to be read with our letter of even date which is annexed as **Annexure- 2** and forms an integral part of this report.

Annexure - 1

Sector Specific Laws as applicable to the Company being in Transport Related Industry

1. Customs Act, 1962 (with regard to Container Freight Station);
2. Warehousing (Development and Regulation) Rules, 2010;
3. Central Motor Vehicles Act, 1988 and Central Motor Vehicles Rules, 1989.

Date: August 19, 2019
Place: Mumbai

For HS Associates
Company Secretaries

Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483

Annexure - 2

To,
The Members,
Navkar Corporation Limited.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: August 19, 2019
Place: Mumbai

For HS Associates
Company Secretaries

Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483

Annexure - 4

Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L63000MH2008PLC187146
Registration Date	29/09/2008
Name of the Company	Navkar Corporation Limited
Category / Sub-Category of the Company	Public Company limited by shares, Indian Non-Government Company
Address of the Registered office and contact details	205-206, J K Chambers, Sector 17, Vashi, Navi Mumbai – 400703 E-mail: cs@navkarcfs.com Website: www.navkarcfs.com
Whether listed company	Yes a). BSE Limited b). National Stock Exchange of India Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083. E-mail: jiny.elizabeth@linkintime.co.in or rnt.helpdesk@linkintime.co.in Contact Person: Ms. Jiny Elizabeth

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turn over of the Company
1.	Container Freight Stations and Inland Container Depot	521 and 522	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	Number of shares held at the beginning of the year April 01, 2018				Number of shares held at the end of the year March 31, 2019				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoter									
(1) Indian									
a. Individual/HUF	94,650,000	-	9,46,50,000	62.89	9,46,50,000	-	9,46,50,000	62.89	-
b. Central govt./ State govt.	-	-	-	-	-	-	-	-	-
c. Bodies corporate	9248347	-	92,48,347	6.14	92,48,347	-	92,48,347	6.14	-
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	1,03,898,347	-	10,38,98,347	69.03	10,38,98,347	-	10,38,98,347	69.03	-
(2) Foreign									
a. NRI-Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies corporate	-	-	-	-	-	-	-	-	-

d. Banks/Fl	-	-	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	1,03,898,347	-	10,38,98,347	69.03	10,38,98,347	-	10,38,98,347	69.03	-	-
B. Public Shareholding										
1. Institutions										
a. Mutual Funds	19431183	-	1,94,31,183	12.91	1,64,38,124	-	1,64,38,124	10.92	(1.99)	
b. Banks/Fl	154282	-	1,54,282	0.10	3,93,841	-	3,93,841	0.26	(0.16)	
c. Central Govt.	-	-	-	-	-	-	-	-	-	-
d. State Govt.	-	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f. Insurance Companies	2878369	-	28,78,369	1.91	-	-	-	-	(1.91)	
g. Flls/FPI	12,073,814	-	1,20,73,814	8.02	11,16,264	-	11,16,264	0.74	(7.28)	
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	34,537,648	-	3,45,37,648	22.94	1,79,48,229	-	1,79,48,229	11.92	(11.02)	
2. Non-institutions										
a. Bodies Corporate	-	-	-	-	-	-	-	-	-	-
i. Indian										
ii. Overseas										
b. Individuals										
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	5119032	2	51,19,034	3.4	1,20,09,891	2	1,20,09,893	7.97	4.57	
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	3088605	-	30,88,605	2.05	56,77,693	-	56,77,693	3.77	1.72	
NBFC's Registered with RBI	-	-	-	-	10,13,340	-	10,13,340	0.67	0.67	
iii. Others (specify)										
Trusts	20500	-	20,500	0.01	500	-	500	0.0003	(0.001)	
Hindu Undivided Family	415,622	-	4,15,622	0.28	12,55,935	-	12,55,935	0.83	0.55	
Non Resident Indians (Non Repat)	48091	-	48,091	0.03	1,28,829	-	1,28,829	0.09	0.06	
Non Resident Indians (Repat)	180,169	-	1,80,169	0.12	5,76,456	-	5,76,456	0.38	0.26	
Foreign Portfolio Investor (Individual)	200	-	200	0.001	200	-	200	0.001	-	
Clearing Member	324117	-	3,24,117	0.22	22,53,537	-	22,53,537	1.50	1.28	
Bodies Corporate	2,886,848	-	28,86,848	1.92	57,56,222	-	57,56,222	3.82	1.91	
Sub-total (B)(2)	12083184	2	1,20,83,186	8.027	2,86,72,603	2	2,86,72,605	19.049	11.0214	
Total Public Shareholding (B) = (B)(1)+(B)(2)	46,620,832	2	4,66,20,834	30.97	4,66,20,832	2	4,66,20,834	30.97	-	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	150519179	2	15,05,19,181	100%	15,05,19,179	2	15,05,19,181	100%		

ii) **Shareholding of Promoters**

Sr. No.	Shareholder's Name	Share holding at the As on April 01, 2018			Share holding as on March 31, 2019			% change in share holding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Shantilal J. Mehta	45,075,000	29.95	-	45,075,000	29.95	-	-
2	Nemichand J. Mehta	28,900,000	19.20	-	28,900,000	19.20	-	-
3	Jayesh N. Mehta	30,000	0.02	-	30,000	0.02	-	-
4	Shailaja N. Mehta	18,365,000	12.20	-	18,365,000	12.20	-	-
5	Kunthukumar S. Mehta	2,100,000	1.40	-	2,100,000	1.40	-	-
6	Sairabai J. Mehta	120,000	0.08	-	120,000	0.08	-	-
7	Kamalbai S. Mehta	30,000	0.02	-	30,000	0.02	-	-
8	Seema K. Mehta	30,000	0.02	-	30,000	0.02	-	-
9	Sidhartha Corporation Private Limited	9,248,347	6.14	-	9,248,347	6.14	-	-
	Total	103,898,347	69.03	-	103,898,347	69.03	-	-

iii) **Change in Promoters' Shareholding (please specify, if there is no change): No Change**

Sr. No.	Name and type of transaction	Shareholding at the beginning of the year -		Transactions during the year		Cumulative shareholding at the end of the year -	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
-	-	-	-	-	-	-	-

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of Shares Held	% of Total Shares Of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	Reliance Capital Trustee Co. Ltd-A/C Reliance Small Cap Fund	67,83,595	4.5068		76,000	67,83,595	4.5068
	Transfer			06 Apr 2018	(75,000)	68,59,595	4.5573
	Transfer			30 Jun 2018	(1,41,300)	67,84,595	4.5075
	Transfer			13 Jul 2018	(18,700)	66,43,295	4.4136
	Transfer			27 Jul 2018	2,00,000	66,24,595	4.4012
	Transfer			24 Aug 2018	(65,827)	68,24,595	4.5340
	Transfer			31 Aug 2018	(2,89,630)	67,58,768	4.4903
	Transfer			07 Sep 2018	37,00,000	64,69,138	4.2979
	Transfer			12 Oct 2018	1,22,560	1,01,69,138	6.7560
	Transfer			19 Oct 2018	200	1,02,91,698	6.8375
	Transfer			30 Nov 2018	(3,07,400)	1,02,91,898	6.8376
	Transfer			21 Dec 2018	(1,62,600)	99,84,498	6.6334
	Transfer			28 Dec 2018	(2,05,790)	98,21,898	6.5253
	Transfer			04 Jan 2019	2,23,000	96,16,108	6.3886
	Transfer			15 Mar 2019		98,39,108	6.5368
	At The End Of The Year					98,39,108	6.5368

2	L&T Mutual Fund Trustee Limited-L&T Emerging Businesses Fund	58,38,500	3.8789		26,790	58,38,500	3.8789
	Transfer			06 Apr 2018	3,65,265	58,65,290	3.8967
	Transfer			13 Apr 2018	1,26,420	62,30,555	4.1394
	Transfer			20 Apr 2018	1,32,687	63,56,975	4.2234
	Transfer			27 Apr 2018	10,000	64,89,662	4.3115
	Transfer			04 May 2018	1,39,218	64,99,662	4.3182
	Transfer			18 May 2018	81,247	66,38,880	4.4107
	Transfer			25 May 2018	179	67,20,127	4.4646
	Transfer			01 Jun 2018	1,31,847	67,20,306	4.4648
	Transfer			08 Jun 2018	6,550	68,52,153	4.5523
	Transfer			30 Jun 2018	1,00,000	68,58,703	4.5567
	Transfer			13 Jul 2018	29,458	69,58,703	4.6231
	Transfer			03 Aug 2018	70,542	69,88,161	4.6427
	Transfer			31 Aug 2018	1,92,104	70,58,703	4.6896
	Transfer			29 Sep 2018	1,00,000	72,50,807	4.8172
	Transfer			14 Dec 2018	(8,00,000)	73,50,807	4.8836
	Transfer			08 Mar 2019	(2,75,299)	65,50,807	4.3521
	Transfer			15 Mar 2019	(7,23,136)	62,75,508	4.1692
	Transfer			22 Mar 2019	(9,61,376)	55,52,372	3.6888
	Transfer			29 Mar 2019		45,90,996	3.0501
	At The End of The Year					45,90,996	3.0501
3	IDFC Infrastructure Fund	1800000	1.1959		1,67,991	18,00,000	1.1959
	Transfer			06 Apr 2018	40,000	19,67,991	1.3075
	Transfer			15 Jun 2018		20,07,991	1.3340
	At The End Of The Year					20,07,991	1.3340
4	Phillip Finance & Investment Services India Pvt Ltd	0	0.0000		2,00,000	-	0.0000
	Transfer			12 Oct 2018	8,00,000	2,00,000	0.1329
	Transfer			11 Jan 2019		10,00,000	0.6644
	At The End Of The Year					10,00,000	0.6644
5	Morgan Stanley France S.A.	450853	0.2995		1,110	4,50,853	0.2995
	Transfer			15 Jun 2018	(691)	4,51,963	0.3003
	Transfer			13 Jul 2018	(419)	4,51,272	0.2998
	Transfer			31 Aug 2018	(50,853)	4,50,853	0.2995
	Transfer			28 Dec 2018	4,25,000	4,00,000	0.2657
	Transfer			08 Mar 2019		8,25,000	0.5481
	At The End Of The Year					8,25,000	0.5481
6	Angel Broking Limited	361098	0.2399		(31,981)	3,61,098	0.2399
	Transfer			06 Apr 2018	(40,793)	3,29,117	0.2187
	Transfer			13 Apr 2018	(19,094)	2,88,324	0.1916
	Transfer			20 Apr 2018	(7,930)	2,69,230	0.1789
	Transfer			27 Apr 2018	(14,273)	2,61,300	0.1736

Transfer			04 May 2018	37,643	2,47,027	0.1641
Transfer			11 May 2018	8,332	2,84,670	0.1891
Transfer			18 May 2018	(9,444)	2,93,002	0.1947
Transfer			25 May 2018	(10,616)	2,83,558	0.1884
Transfer			01 Jun 2018	39,085	2,72,942	0.1813
Transfer			08 Jun 2018	5,717	3,12,027	0.2073
Transfer			15 Jun 2018	(6,282)	3,17,744	0.2111
Transfer			22 Jun 2018	(5,937)	3,11,462	0.2069
Transfer			30 Jun 2018	2,944	3,05,525	0.2030
Transfer			06 Jul 2018	(24,403)	3,08,469	0.2049
Transfer			13 Jul 2018	9,617	2,84,066	0.1887
Transfer			20 Jul 2018	(19,535)	2,93,683	0.1951
Transfer			27 Jul 2018	(31,380)	2,74,148	0.1821
Transfer			03 Aug 2018	28,857	2,42,768	0.1613
Transfer			10 Aug 2018	(22,780)	2,71,625	0.1805
Transfer			17 Aug 2018	17,994	2,48,845	0.1653
Transfer			24 Aug 2018	24,461	2,66,839	0.1773
Transfer			31 Aug 2018	38,262	2,91,300	0.1935
Transfer			07 Sep 2018	4,164	3,29,562	0.2190
Transfer			14 Sep 2018	15,250	3,33,726	0.2217
Transfer			21 Sep 2018	(24,076)	3,48,976	0.2318
Transfer			29 Sep 2018	(5,381)	3,24,900	0.2159
Transfer			05 Oct 2018	(12,664)	3,19,519	0.2123
Transfer			12 Oct 2018	4,090	3,06,855	0.2039
Transfer			19 Oct 2018	(11,981)	3,10,945	0.2066
Transfer			26 Oct 2018	12,907	2,98,964	0.1986
Transfer			02 Nov 2018	(942)	3,11,871	0.2072
Transfer			09 Nov 2018	49,652	3,10,929	0.2066
Transfer			16 Nov 2018	(7,956)	3,60,581	0.2396
Transfer			23 Nov 2018	9,949	3,52,625	0.2343
Transfer			30 Nov 2018	(6,654)	3,62,574	0.2409
Transfer			07 Dec 2018	1,30,245	3,55,920	0.2365
Transfer			14 Dec 2018	28,937	4,86,165	0.3230
Transfer			21 Dec 2018	31,234	5,15,102	0.3422
Transfer			28 Dec 2018	(23,765)	5,46,336	0.3630
Transfer			31 Dec 2018	14,595	5,22,571	0.3472
Transfer			04 Jan 2019	(29,976)	5,37,166	0.3569
Transfer			11 Jan 2019	(7,308)	5,07,190	0.3370
Transfer			18 Jan 2019	(30,523)	4,99,882	0.3321
Transfer			25 Jan 2019	(3,813)	4,69,359	0.3118
Transfer			01 Feb 2019	(54,725)	4,65,546	0.3093
Transfer			08 Feb 2019	14,982	4,10,821	0.2729
Transfer			15 Feb 2019	(1,911)	4,25,803	0.2829
Transfer			22 Feb 2019	(27,393)	4,23,892	0.2816

	Transfer			01 Mar 2019	53,921	3,96,499	0.2634
	Transfer			08 Mar 2019	94,886	4,50,420	0.2992
	Transfer			15 Mar 2019	14,606	5,45,306	0.3623
	Transfer			22 Mar 2019	78,649	5,59,912	0.3720
	Transfer			29 Mar 2019	(502)	6,38,561	0.4242
	Transfer			30 Mar 2019		6,38,059	0.4239
	At The End of The Year					6,38,059	0.4239
7	Abhinandan Leasing And Finance Private Limited	0	0.0000		3,00,000	-	0.0000
	Transfer			08 Mar 2019	1,42,000	3,00,000	0.1993
	Transfer			15 Mar 2019	93,105	4,42,000	0.2937
	Transfer			22 Mar 2019		5,35,105	0.3555
	At The End Of The Year					5,35,105	0.3555
8	Sankaranarayanan Sangameswaran	176923	0.1175		99,000	1,76,923	0.1175
	Transfer			06 Apr 2018	28,321	2,75,923	0.1833
	Transfer			13 Apr 2018	19,225	3,04,244	0.2021
	Transfer			13 Jul 2018	5,000	3,23,469	0.2149
	Transfer			20 Jul 2018	12,000	3,28,469	0.2182
	Transfer			27 Jul 2018	7,000	3,40,469	0.2262
	Transfer			03 Aug 2018	59,300	3,47,469	0.2308
	Transfer			12 Oct 2018	46,396	4,06,769	0.2702
	Transfer			19 Oct 2018		4,53,165	0.3011
	At The End Of The Year					4,53,165	0.3011
9	Edelweiss Custodial Services Limited	116120	0.0771		11,377	1,16,120	0.0771
	Transfer			06 Apr 2018	(1,852)	1,27,497	0.0847
	Transfer			13 Apr 2018	1,395	1,25,645	0.0835
	Transfer			20 Apr 2018	(1,179)	1,27,040	0.0844
	Transfer			27 Apr 2018	1,190	1,25,861	0.0836
	Transfer			04 May 2018	(62,434)	1,27,051	0.0844
	Transfer			11 May 2018	(6,493)	64,617	0.0429
	Transfer			18 May 2018	12,428	58,124	0.0386
	Transfer			25 May 2018	(2,453)	70,552	0.0469
	Transfer			01 Jun 2018	659	68,099	0.0452
	Transfer			08 Jun 2018	1,902	68,758	0.0457
	Transfer			15 Jun 2018	1,106	70,660	0.0469
	Transfer			22 Jun 2018	(573)	71,766	0.0477
	Transfer			30 Jun 2018	1,774	71,193	0.0473
	Transfer			06 Jul 2018	904	72,967	0.0485
	Transfer			13 Jul 2018	(2,937)	73,871	0.0491
	Transfer			20 Jul 2018	11,403	70,934	0.0471
	Transfer			27 Jul 2018	(39,835)	82,337	0.0547
	Transfer			03 Aug 2018	1,493	42,502	0.0282
	Transfer			10 Aug 2018	(15)	43,995	0.0292

	Transfer			17 Aug 2018	(704)	43,980	0.0292
	Transfer			24 Aug 2018	(4,186)	43,276	0.0288
	Transfer			31 Aug 2018	1,600	39,090	0.0260
	Transfer			07 Sep 2018	9,530	40,690	0.0270
	Transfer			14 Sep 2018	(148)	50,220	0.0334
	Transfer			21 Sep 2018	(477)	50,072	0.0333
	Transfer			29 Sep 2018	(6,993)	49,595	0.0329
	Transfer			05 Oct 2018	(1,039)	42,602	0.0283
	Transfer			12 Oct 2018	2,740	41,563	0.0276
	Transfer			19 Oct 2018	5,988	44,303	0.0294
	Transfer			26 Oct 2018	(3,830)	50,291	0.0334
	Transfer			02 Nov 2018	141	46,461	0.0309
	Transfer			09 Nov 2018	11,712	46,602	0.0310
	Transfer			16 Nov 2018	(9,477)	58,314	0.0387
	Transfer			23 Nov 2018	(3,213)	48,837	0.0324
	Transfer			30 Nov 2018	(804)	45,624	0.0303
	Transfer			07 Dec 2018	(1,561)	44,820	0.0298
	Transfer			14 Dec 2018	7,165	43,259	0.0287
	Transfer			21 Dec 2018	(4,078)	50,424	0.0335
	Transfer			28 Dec 2018	11,814	46,346	0.0308
	Transfer			31 Dec 2018	17,098	58,160	0.0386
	Transfer			04 Jan 2019	4,735	75,258	0.0500
	Transfer			11 Jan 2019	2,446	79,993	0.0531
	Transfer			18 Jan 2019	1,544	82,439	0.0548
	Transfer			25 Jan 2019	5,793	83,983	0.0558
	Transfer			01 Feb 2019	(17,704)	89,776	0.0596
	Transfer			08 Feb 2019	879	72,072	0.0479
	Transfer			15 Feb 2019	(8,502)	72,951	0.0485
	Transfer			22 Feb 2019	2,874	64,449	0.0428
	Transfer			01 Mar 2019	1,30,967	67,323	0.0447
	Transfer			08 Mar 2019	1,30,357	1,98,290	0.1317
	Transfer			15 Mar 2019	11,623	3,28,647	0.2183
	Transfer			22 Mar 2019	50,831	3,40,270	0.2261
	Transfer			29 Mar 2019	(1,471)	3,91,101	0.2598
	Transfer			30 Mar 2019		3,89,630	0.2589
	At The End Of The Year					3,89,630	0.2589
10	IL AND FS Securities Services Limited	102871	0.0683		6,355	1,02,871	0.0683
	Transfer			06 Apr 2018	4,424	1,09,226	0.0726
	Transfer			13 Apr 2018	8,665	1,13,650	0.0755
	Transfer			20 Apr 2018	(56,473)	1,22,315	0.0813
	Transfer			27 Apr 2018	(138)	65,842	0.0437
	Transfer			04 May 2018	43230	65,704	0.0437
	Transfer			11 May 2018	18551	1,08,934	0.0724
	Transfer			18 May 2018	5,244	1,27,485	0.0847
	Transfer			25 May 2018	2,290	1,32,729	0.0882
	Transfer			01 Jun 2018	11,924	1,35,019	0.0897

Transfer			08 Jun 2018	(4,285)	1,46,943	0.0976
Transfer			15 Jun 2018	337	1,42,658	0.0948
Transfer			22 Jun 2018	(3,985)	1,42,995	0.0950
Transfer			30 Jun 2018	6,021	1,39,010	0.0924
Transfer			06 Jul 2018	(5,342)	1,45,031	0.0964
Transfer			13 Jul 2018	2,552	1,39,689	0.0928
Transfer			20 Jul 2018	(1,876)	1,42,241	0.0945
Transfer			27 Jul 2018	(2,854)	1,40,365	0.0933
Transfer			03 Aug 2018	(2,092)	1,37,511	0.0914
Transfer			10 Aug 2018	1,900	1,35,419	0.0900
Transfer			17 Aug 2018	2,919	1,37,319	0.0912
Transfer			24 Aug 2018	1,06,271	1,40,238	0.0932
Transfer			31 Aug 2018	(600)	2,46,509	0.1638
Transfer			07 Sep 2018	18,792	2,45,909	0.1634
Transfer			14 Sep 2018	(13,306)	2,64,701	0.1759
Transfer			21 Sep 2018	(5,425)	2,51,395	0.1670
Transfer			29 Sep 2018	2,438	2,45,970	0.1634
Transfer			05 Oct 2018	(3,709)	2,48,408	0.1650
Transfer			12 Oct 2018	3,484	2,44,699	0.1626
Transfer			19 Oct 2018	8,983	2,48,183	0.1649
Transfer			26 Oct 2018	(1,505)	2,57,166	0.1709
Transfer			02 Nov 2018	(24)	2,55,661	0.1699
Transfer			09 Nov 2018	18,715	2,55,637	0.1698
Transfer			16 Nov 2018	14,274	2,74,352	0.1823
Transfer			23 Nov 2018	8,647	2,88,626	0.1918
Transfer			30 Nov 2018	(1,452)	2,97,273	0.1975
Transfer			07 Dec 2018	17,223	2,95,821	0.1965
Transfer			14 Dec 2018	(1,980)	3,13,044	0.2080
Transfer			21 Dec 2018	(44,437)	3,11,064	0.2067
Transfer			28 Dec 2018	3,738	2,66,627	0.1771
Transfer			31 Dec 2018	40,166	2,70,365	0.1796
Transfer			04 Jan 2019	3,224	3,10,531	0.2063
Transfer			11 Jan 2019	7,592	3,13,755	0.2084
Transfer			18 Jan 2019	12,205	3,21,347	0.2135
Transfer			25 Jan 2019	1,411	3,33,552	0.2216
Transfer			01 Feb 2019	(6,851)	3,34,963	0.2225
Transfer			08 Feb 2019	95,253	3,28,112	0.2180
Transfer			15 Feb 2019	1,201	4,23,365	0.2813
Transfer			22 Feb 2019	(926)	4,24,566	0.2821
Transfer			01 Mar 2019	(3,199)	4,23,640	0.2815
Transfer			08 Mar 2019	2,40,364	4,20,441	0.2793
Transfer			15 Mar 2019	(1,50,862)	6,60,805	0.4390
Transfer			22 Mar 2019	(1,76,016)	5,09,943	0.3388
Transfer			29 Mar 2019	(500)	3,33,927	0.2219
Transfer			30 Mar 2019		3,33,427	0.2215
At The End Of The Year					3,33,427	0.2215

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year as on 01.04.2018		Transaction during the year		Cumulative Shareholding at the end of the year as on 31.03.2019	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Shantilal J. Mehta – Chairman & Managing Director	45,075,000	29.95	-	-	45,075,000	29.95
2.	Nemichand J. Mehta – Whole-time Director	28,900,000	19.20	-	-	28,900,000	19.20
3.	Dinesh Gautama – Whole-time Director	-	-	-	-	-	-
Key Managerial Personnel							
1	Dinesh Gautama – Chief Executive Officer	-	-	-	-	-	-
2	Anish Maheshwari – Chief Financial officer	-	-	-	-	-	-
3	Deepa Gehani – Company Secretary	-	-	-	-	-	-

VI) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment Amount in ₹

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,29,01,18,249	65,65,60,331	-	3,94,66,78,580
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	32,83,741	-	-	32,83,741
Total (i+ii+iii)	3,29,34,01,990	65,65,60,331	-	3,94,99,62,321
Change in Indebtedness during the financial year				
· Addition	92,75,40,616	8,24,04,106	-	1,00,99,44,722
· Reduction	-	-	-	-
Net Change	92,75,40,616	8,24,04,106	-	1,00,99,44,722
Indebtedness at the end of the financial year				
i) Principal Amount	4,21,78,66,825	73,89,64,437	-	4,95,68,31,262
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	30,75,781	-	-	30,75,781
Total (i+ii+iii)	4,22,09,42,606	73,89,64,437	-	4,95,99,07,043

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			Amount in ₹
		Shantilal J Mehta	Nemichand J Mehta	Dinesh Gautama	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	80,00,000	80,00,000	-	1,60,00,000
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	80,00,000	80,00,000	-	1,60,00,000
Ceiling as per the Act - @ 10% of profit Calculated under section 198 of the Companies Act, 2013					

1. Capt. Dinesh Gautama, Chief Executive Officer of the Company was appointed as Whole Time Director of the Company w.e.f. 30.03.2019 and re-designated as Whole-time Director and Chief Executive Officer of the Company. He receives remuneration in the capacity of Chief Executive Officer of the Company. (Please refer clause C)

B. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Ashok Kumar Thakur	Pooja Goyal	Sandeep Kumar Singh	Lalit Menghnani	
1.	Independent Directors • Fee for attending board/ committee meetings • Commission • Others, please specify	3,28,000	3,07,000	1,00,000	50,000	7,85,000
	Total (1)	3,28,000	3,07,000	1,00,000	50,000	7,85,000
2.	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL				
	Total (B)=(1+2)	3,28,000	3,07,000	1,00,000	50,000	7,85,000
	Total Managerial Remuneration	3,28,000	3,07,000	1,00,000	50,000	7,85,000
Overall Ceiling as per the Act - @ 1% of profit Calculated under section 198 of the Companies Act, 2013						

C. Remuneration To Key Managerial Personnel Other than Manager / WTD:

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	Company Secretary	Total
		Dinesh Gautama	Anish Maheshwari	Deepa Gehani	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	50,00,000	45,00,000	10,00,000	1,05,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as %of profit -Others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	50,00,000	45,00,000	10,00,000	1,05,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year no penalties were levied against the Company, its directors or any of its officers under the Companies Act, 2013 nor there was any punishment or compounding of offences against the Company, its directors or any of its officers.

Annexure - 5

Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

[Pursuant to Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY

Steps taken on conservation of energy and for utilizing alternate sources of energy:

1. Steps taken or impact on conservation of energy.

Our Company is continuously strives to conserve and optimize energy, adopt environment friendly practices and employ technology for more efficient operations. Satisfactory measures have been executed to conserve energy with the focus on uses of the conservative and exploring other sources of energy. Company is replacing high mast lamps with 800 watt LED fixtures to 150 watt LED at its all the CFS/ ICD Locations and using of best quality wires, cables etc.

2. Steps taken by the Company for utilizing alternate source of energy.

Your company has taken all steps for conservation of energy at all level of operations of the Company.

3. The capital investment on energy conservation equipments.

During the under review, the Company has not incurred any capital investment on energy conservation equipments.

(B) TECHNOLOGY ABSORPTION

The efforts made towards technology absorption and benefits derived:

The Company sincerely believes in utilizing technology to improve productivity, efficiency and quality of its business operations and working environment. The Company has incurred major capital expenditure for electrification of Rubber Tyred Gantry (RTG) cranes, development of software's other networking setup for CFS operations and corporate.

In case of imported technology:

No technology was imported by the Company during the period under review.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of foreign exchange earnings & outgo are given in notes forming parts of financial statements.

For and on Behalf of the Board of Directors

Shantilal J. Mehta
Managing Director
DIN: 00134162

Nemichand J. Mehta
Whole-time Director
DIN: 01131811

Date : August 19, 2019
Place: Navi Mumbai,

Annexure - 6

Statement pursuant to section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, for the financial year ended 31 March 2019

A. Information pursuant to section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19:

Name of the directors	Remuneration of Director/ KMP for FY 2018-19 (₹ In Lakhs)	% increase in remuneration in FY 2018-19	Ratio of remuneration of each Director to median remuneration of employees
*Non-executive Independent Directors			
Ms. Pooja Goyal	3.07	-	1.17
Mr. Sandeep Kumar Singh	1.00	-	0.38
Mr. Ashok Kumar Thakur	3.28	-	1.25
Mr. Lalit Menghnani	0.50	-	19
Executive directors			
Mr. Shantilal J. Mehta	80	-	30.53
Mr. Nemichand J. Mehta	80	-	30.53
Capt. Dinesh Gautama	-	-	-
Key Managerial Personnel other than Executive Directors			
Capt. Dinesh Gautama (CEO)	50	(35.89%)	19.08
Mr. Anish Maheshwari (CFO)	45	7.14%	17.18
Ms. Deepa Gehani (CS)	10	-	3.82

*Non-Executive Directors are paid remuneration only by way of sitting fees for attending Board/Committee Meetings. Hence percentage increase is not provided for Non-executive Directors.

The percentage increase in the median remuneration of employees in the financial year: 2018-19 is 12%

The number of permanent employees on the rolls of Company: 739.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

During the financial year 2018-19, the average annual increase in salaries of employees other than the managerial personnel was 15%. During the financial year 2018-19, the average annual increase in the managerial remuneration was 10%. There are no exceptional circumstances for increase in the managerial remuneration during the financial year 2018-19.

The Company affirms that the remuneration is as per the remuneration policy of the Company.

B. Information pursuant to section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

None of the employees of the Company is in receipt of remuneration in excess of the amount specified in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

For and on Behalf of the Board of Directors

Shantilal J. Mehta
Managing Director
DIN: 00134162

Nemichand J. Mehta
Whole-time Director
DIN: 01131811

Date: August 19, 2019
Place: Navi Mumbai,

CORPORATE GOVERNANCE REPORT

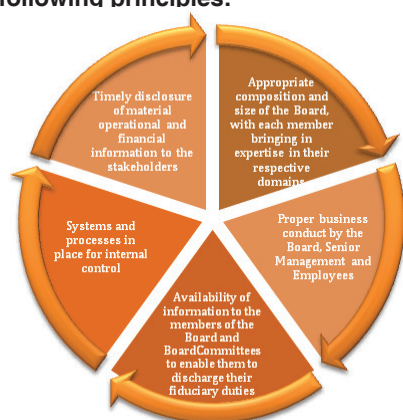
The Directors Present Corporate Governance Report for the year ended March 31st, 2019 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) 2015 (“The Listing Regulations”)

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate governance for Navkar Corporation Limited (hereinafter referred to as ‘the Company’) is creation, maintenance and enhancement of value for various stakeholders of the Company namely investors, customers, employees, business partners and other members of the community by following sound principles for conduct of business activities.

The Company is committed to ethical business practices, integrity and regulatory compliances. The Company continues to focus its resources, strengths and strategies towards these objectives as it believes that these are the only means of long term success and sustainability.

The Company's governance framework is based on the following principles:



2. BOARD OF DIRECTORS:

a) **Composition and Category of Board of Directors:**

The primary role of the Board is that of trusteeship to i.e protect and enhance the shareholders' value by giving strategic direction to the Company. As trustees, the Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder values and its growth. Board exercises its duties with care, skill and diligence. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills the Stakeholders aspirations and societal expectations.

The Board must have an appropriate mix of Executive, Non-Executive and Independent Directors (IDs) to maintain the independence of the Board, and separate its functions of governance and management. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates for a company with an executive Chairman, who is promoter, at least half of the Board should be independent Director. As on March 31st, 2019 the Board comprised of six members, consisting of an Executive Chairman, two Executive Directors and three Independent Directors thereby meeting the aforesaid criteria.

b) **Details of attendance of each director at the meeting of the Board of Directors and the last Annual General Meeting:**

The following table gives the attendance of the Directors at Board Meetings of the Company and Annual General Meeting.

S.No	Name of Directors	Category*	Attendance at Board Meeting	Attendance at the AGM
1	Mr. Shantilal J Mehta	CMD (Promoter)	May 21, 2018 June 21, 2018 August 14, 2018 August 23, 2018 October 30, 2018 February 02, 2019 March 30, 2019	Yes
2	Mr. Nemichand J Mehta	WTD (Promoter)	May 21, 2018 June 21, 2018 August 14, 2018 August 23, 2018 October 30, 2018 February 02, 2019 March 30, 2019	Yes
3	Mr. Lalit Menghnani	NEID	May 21, 2018	NA
4	Capt. Dinesh Gautama	WTD & CEO	-	Yes
5	Mr. Ashok Kumar Thakur	NEID	May 21, 2018 June 21, 2018 August 14, 2018 August 23, 2018 October 30, 2018 February 02, 2019 March 30, 2019	Yes

6	Ms. Pooja Hemant Goyal	NEID	May 21, 2018 June 21, 2018 August 14, 2018 August 23, 2018 October 30, 2018 February 02, 2019 March 30, 2019	Yes
7	Mr. Sandeep Kumar Singh	NEID	October 30, 2018 February 02, 2019 30.03.2019	No

*(CMD: Chairman & Managing Director, WTD: Whole-time Director, NEID: Non-Executive Independent Director, CEO-Chief Executive Officer)

Notes:

- Mr. Lalit Menghnani has resigned from the Directorship w.e.f. 25.05.2018, as he was not able to get requisite time for the Company.
- Capt. Dinesh Gautama Chief Executive Officer of the Company has been appointment as a Whole Time Director of the Company with effect from 30th March, 2019.
- Mr. Sandeep Kumar Singh was appointed as an Additional Director in the category of Non-executive- Independent Director by the Board of Directors with effect from 23rd August, 2018 and his appointment as an Independent Director has been approved at the 10thAGM of the Company.
- None of the Non-executive Directors of the Company hold any shares and / or convertible instruments of the Company.
- For updates on the composition and terms and conditions of appointment of the Directors of the Company, please refer to the link <http://www.navkarcs.com/b/investor-relations.php> on the website of the Company www.navkarcs.com.
- Capt. Dinesh Gautama had attended AGM in the capacity of Chief Executive Officer of the Company.

c) Number of other board of directors or committees in which a Directors is a member or Chairperson

Sr. No.	Name of Director	*No. of other Directorship	No. of Other Committee Membership in other Companies	No. of Other Committee Chairmanship in other Companies
1.	Mr. Shantilal J Mehta	1	Nil	Nil
2.	Mr. Nemichand J Mehta	3	Nil	Nil
3.	Capt. Dinesh Gautama	1	Nil	Nil
4.	Mr. Ashok Kumar Thakur	3	2	1
5.	Ms Pooja Hemant Goyal	1	Nil	Nil
6.	Mr. Sandeep Kumar Singh	3	5	Nil

- The Committees Consider are the Audit Committees and Stakeholders Relationship Committee only.
- Here consider the Directorship held in Listed, Unlisted public & Private Companies

Names of other listed entities where the Director of the Company is a director and the category of directorship(s):

Sr. No.	Name of Director	Name of Listed entity(ies) in which he/she is a director	Category of the Director
1.	Mr. Shantilal J Mehta	Nil	N.A.
2.	Mr. Nemichand J Mehta	Nil	N.A.
3.	Capt. Dinesh Gautama	Nil	N.A.
4.	Mr. Ashok Kumar Thakur	1. H.G. Infra Engineering Limited 2. Choice International Limited	Non-Executive Independent Director
5.	Ms. Pooja Hemant Goyal	1. H.G. Infra Engineering Limited	Non-Executive Independent Director
6.	Mr. Sandeep Kumar Singh	1. The Byke Hospitality Ltd. 2. Solid Containers Limited 3. Bhageria Industries Ltd	Non-Executive Independent Director

d) Number of meetings of the Board of directors held and dates on which held:

During the financial year 2018-19, Seven (7) meetings of the Board were held on May 21, 2018, June 21, 2018, August 14, 2018, August 23, 2018, October 30, 2018, February 02, 2019 and March 30, 2019. The interval between two Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) **Disclosure of Relationships between Directors Inter-se:**

- Mr. Shantilal J Mehta, Chairman & Managing Director and Mr. Nemichand J. Mehta, Whole-Time Director are relatives.
- Capt. Dinesh Gautama, CEO & Whole-time Director is not related to any Members of the Board of Directors.
- Mr. Ashok Kumar Thakur, Non-Executive Independent Director is not related to any Members of the Board of Directors.
- Ms. Pooja Goyal, Non-Executive Independent Director is not related to any Members of the Board of Directors.
- Mr. Sandeep Kumar Singh, Non-Executive Independent Director is not related to any Members of the Board of Directors.

f) **Number of shares and convertible instruments held by Non-executive Directors:**

Sr. No.	Name of the Non-Executive Director	No. of Shares held	No. of convertible instruments held
1.	Mr. Ashok Kumar Thakur	Nil	Nil
2.	Ms Pooja Hemant Goyal	Nil	Nil
3.	Mr. Sandeep Kumar Singh	Nil	Nil

g) **Details of Familiarization programmed imparted to Independent Directors for FY 2018-19:**

Your company has in place a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programs. At the time of appointing a director, a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as a director of the company. The director is also explained in detail the compliance required from them under Companies Act, 2013, the listing regulations and other various statutes and an affirmation is obtained. The Chairman and Managing Director also have a one to one discussion with the newly appointed director to familiarize them with the company's operations.

Further, on an ongoing basis as a part of agenda of board / committee meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The Managing Director, Chief Financial Officer and Company Secretary make presentations or inform to

the board members and other senior management personnel on periodic basis, briefing them about operations of the company, regulatory changes, and new initiatives if any. They are also informed of the important policies of your company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading. The details of the familiarization programme for Directors are available on the Company's website, viz. <http://www.navkardfs.com/b/download/familiarisation-programmes-for-independentdirectors.pdf?v=1.2>

h) **Skills/expertise/competencies of the Board of Directors:**

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/ qualifications, professional background, sector expertise and special skills. The Board of Directors have identified the following core skills/expertise/competencies of Directors as required in the context of the businesses and sectors of the Company for its effective functioning:



- i) The Board hereby Confirms that the independent directors fulfil the conditions specified in these regulations and are independent of the management.
- j) During the Financial Year 2018-19 Mr. Lalit Menghnani has resigned from the Directorship w.e.f. 25.05.2018, as he was not able to get requisite time for the Company.

3. **AUDIT COMMITTEE:**

a) **The Audit Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:**

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- b) Changes, if any, in accounting policies and practices and reasons for the same;
- c) Major accounting entries involving estimates based on the exercise of judgment by management;
- d) Significant adjustments made in the financial statements arising out of audit findings;
- e) Compliance with listing and other legal requirements relating to financial statements;
- f) Disclosure of any related party transactions;
- g) Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- To note the report of complains officer as per SEBI (Prohibition of Insider Trading) Regulations, 2015
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- The audit committee shall mandatorily review the following information:
 - (1) management discussion and analysis of financial condition and results of operations;
 - (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (4) internal audit reports relating to internal control weaknesses; and
 - (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b) COMPOSITION, NAME OF MEMBERS AND CHAIRPERSON:

The Audit Committee is duly constituted in accordance with the Regulation 18 of SEBI (LODR) Regulations 2015 and of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

Composition of the Audit Committee as on March 31st, 2019 and attendance of each member at the meeting:

S. No.	Name	Category	Designation
1	Mr. Ashok Kumar Thakur	NEID	Chairman
2	Mr. Lalit Menghnani*	NEID	Member
3	Ms. Pooja Hemant Goyal	NEID	Member
4	Mr. Nemichand J Mehta	WTD	Member

c) Meetings and Attendance during the year:

During the financial year 2018-19, four (4) meetings of the Audit Committee were held on May 21, 2018, August 14, 2018, October 30, 2018 and February 02, 2019.

S. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Ashok Kumar Thakur	4	4
2	Mr. Lalit Menghnani*	4	1
3	Ms. Pooja Hemant Goyal	4	3
4	Mr. Nemichand J Mehta	4	4

* During the financial year 2018-19 the audit committee was reconstituted on June 21, 2018 consequent upon resignation of Mr. Lalit Menghnani on May 25, 2018. Ms. Pooja Goyal was appointed as member of the audit committee with effect from June 21, 2018.

Mr. Ashok Kumar Thakur, Chairman of the Audit Committee was present in the last Annual General Meeting held on 26th September, 2018.

Ms. Deepa Gehani Company Secretary & Compliance officer of the Company designated as Secretary of the Committee.

4. NOMINATION & REMUNERATION COMMITTEE:

a) Brief Description of Terms of Reference:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178(1) of the Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015. Nomination and Remuneration Committee of the Company comprises of 3 Non-Executive Independent Directors.

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Remuneration policy:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the

remuneration of the directors, key managerial personnel and other employees;

- 2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 3) Devising a policy on diversity of board of directors;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior; management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- 5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 6) Recommend to the Board, all remuneration in whatever form, payable to senior Management

b) Composition, Name of Members and Chairperson:

The composition of the Nomination and Remuneration Committee during the Financial Year 2018-19 is as follows:

S. No.	Name	Category	Designation
1	Ms. Ashok Kumar Thakur	NEID	Member
2	Mr. Lalit Menghnani*	NEID	Member
3	Ms. Pooja Hemant Goyal	NEID	Chairperson
4	Sandeep Kumar Singh	NEID	Member

c) Meeting and Attendance during the year:

The Nomination and Remuneration Committee has held 3 (Three) meetings viz May 21, 2018, August 23, 2018 and March 30th 2019 during the year. The attendance of the meetings is given below.

S. No.	Name	No. of Meetings	
		Held	Attended
1	Ms. Ashok Kumar Thakur	3	3
2	Ms. Pooja Hemant Goyal	3	3
3	Mr. Lalit Menghnani	3	1
4	Mr. Sandeep Kumar Sigh	3	1

* During the financial year 2018-19 the Nomination and Remuneration Committee was reconstituted on August 23, 2018 consequent upon resignation of Mr. Lalit Menghnani on May 25, 2018. Mr. Sandeep Kumar Singh was appointed as member of the Nomination and Remuneration Committee with immediate effect.

d) Performance Evaluation Criteria for Independent Directors:

Pursuant to the provisions of Section 134(3) (p), 149(8), 178 and Schedule IV of the Companies Act, 2013 and Regulation 17 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual performance evaluation of Directors and Committees of Director has been carried out. A

structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. Board has carried out annual performance evaluation of its own performance, performance evaluation of Committees of Board, performance of Independent Directors and performance of the Chairman. Executive Directors were evaluated on the basis of targets criteria given to them by the board from time to time as well as per their terms of appointment. Independent Directors, being evaluated by entire board except of Director being evaluated, on meeting their obligations connected with their independence criteria as well as adherence with the requirements of professional conduct, roles, functions and duties specifically applicable to Independent Directors as contained in Schedule IV of the Companies Act, 2013. Chairman and other Non-Independent Directors were being evaluated by Independent Directors, Performance evaluation of the Committees of the Board and that of its members in effectively discharging their duties was carried out by the Board of Directors based on the terms of reference of the committees. The overall performance of Chairman, Executive Directors and Non-Executive Directors of the Company is satisfactory. The review of performance was based on criteria of performance knowledge, analysis, quality of decision making etc.

5. REMUNERATION TO DIRECTORS:

a) **Pecuniary relationship or transactions of the non-executive Directors:**

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has Potential conflict with the interests of the Company at large.

b) **Criteria of making payments to non-executive Directors:**

The Board of Directors has devised Nomination and Remuneration Policy in accordance with Section 178 (3) and (4) of the Companies Act, 2013 Which Consists criteria of making payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under SEBI (LODR), Regulation 2015. Further Nomination and remuneration policy adheres to the terms and conditions of the policy while approving the remuneration payable. Nomination and remuneration policy is available on our website viz: <http://www.navkarcs.com/b/download/policies/nomination-&-remuneration-policy.pdf?v=1.3>

c) **Disclosures with respect to remuneration:**

The remuneration of the Chairman & Managing Director and Whole Time Directors are recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013.

The Company pay sitting fees to all the Non-Executive Independent director for attending each Board Meeting and Committee meetings. The sitting fees paid/payable to the Non-Executive Directors is

excluded whilst calculating the limits of remuneration in accordance with Section 197 of the Act. The Company also reimburses out-of-pocket expenses incurred by the Directors for attending the meetings.

The details of remuneration to Directors during the financial year 2018-19 are as under:-

Name of Director	Remuneration (Salary, Allowance, Perquisites) (In ₹)	Sitting Fee (In ₹)	Total (In ₹)
Mr. Shantilal J Mehta	80,00,000	-	80,00,000
Capt. Dinesh Gautama*	-	-	-
Mr. Nemichand J Mehta	80,00,000	-	80,00,000
Mr. Lalit Menghnani	-	50,000	50,000
Mr. Ashok Kumar Thakur	-	3,28,000	3,28,000
Ms. Pooja Goyal	-	3,07,000	3,07,000
Mr. Sandeep Kumar Singh	-	1,00,000	1,00,000

Note: *Remuneration of ₹ 50,00,000/- paid to Capt. Dinesh Gautama is in the capacity of Chief Executive Officer of the Company for the period ended 31st March, 2019.

- Directors are not provided with any performance linked incentives, along with the performance linked criteria.
- None of the Directors have Services Contracts, apart from agreements made towards their appointment as Whole-time Directors/ Managing Director. The notice period for Resignation is 30 days however due to certain inadvertent or significant unavoidable circumstances notice of Resignation can be served and accepted without the mandatory period of 30 days.
- The company has not issued any Stock Options either to its Directors or to its Employees.

6. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee of the Board is constituted in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015.

- a) The Stakeholders Relationship Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:
- 1) Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
 - 2) Review of measures taken for effective exercise of voting rights by shareholders.
 - 3) Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - 4) Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

- 5) To carry out any other function as is mandated by the Board from time to time and or enforced by any statutory notification, amendment or modification as may be applicable.

b) Composition, Name of Members and Chairperson:

The composition of the Stakeholders Relationship Committee during the Financial Year 2018-19 is as follows:

S. No.	Name	Category	Designation
1	Mr. Ashok Kumar Thakur	NEID	Chairman
2	Mr. Lalit Menghnani*	NEID	Member
3	Ms. Pooja Hemant Goyal	NEID	Member
4	Mr. Shantilal J Mehta	CMD	Member

c) Meeting and Attendance during the year:

The Stakeholders Relationship Committee has held 4 (four) meetings viz May 21, 2018, August 14, 2018, October 30, 2018 and February 02, 2019 during the year. The attendance of the meetings is given below.

S. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Ashok Kumar Thakur	4	4
2	Mr. Lalit Menghnani*	4	1
3	Ms. Pooja Hemant Goyal	4	3
4	Mr. Shantilal J Mehta	4	4

* During the financial year 2018-19 the Stakeholders Relationship Committee was reconstituted on June 21, 2018 consequent upon resignation of Mr. Lalit Menghnani on May 25, 2018 and Ms. Pooja Hemant Goyal was appointed as member of the Stakeholders Relationship Committee.

Ms. Deepa Gehani Company Secretary & Compliance officer of the Company designated as Secretary of the Committee.

d) Investor's Grievance Redressal

Details of investor complaints received and resolved during the year under review are as follows:

Complaints at the start of the year	Received during the year	Resolved during the year	Complaints pending at the end of the year
-	-	-	-

7. Corporate Social Responsibility Committee:

A Corporate Social Responsibility Committee of the Board is constituted in accordance with the provisions of Section 135 of the Companies Act 2013, to inter-alia perform the functions of formulating the corporate social responsibility policy; recommending the activities to be undertaken by the Company, in accordance with Schedule VII of the Companies Act, 2013 and to recommend the amount of expenditure; and monitoring the corporate social responsibility policy and the expenditure of the Company.

a) Composition, Name of Members and Chairperson:

The composition of the Corporate Social Responsibility Committee during the Financial Year 2018-19 is as follows:

S. No.	Name	Category	Designation
1	Ms. Pooja Goyal	NEID	Chairperson
2	Mr. Shantilal J Mehta	CMD	Member
3	Mr. Nemichand J Mehta	WTD	Member

b) Meeting and Attendance during the year:

S. No.	Name	No. of Meetings	
		Held	Attended
1	Ms. Pooja Goyal	1	1
2	Mr. Shantilal J Mehta	1	1
3	Mr. Nemichand J Mehta	1	1

During the financial year 2018-19, one (1) meeting of the Corporate Social Responsibility Committee was held on May 21, 2018. All the members attended the Meeting.

8. Finance and Operation Committee:

A Finance and Operation Committee has been constituted in accordance with the provisions of Companies Act, 2013 to meet the day to day borrowing and operational requirement of the Company other than the businesses which are specifically required to be considered in the Board meeting

Composition of Finance Committee as on 31st March, 2019 and attendance of each member at the meeting:

S. No.	Name	Category	Designation	No. of Meetings	
				Held	Attended
1	Mr. Shantilal J Mehta	CMD	Member	21	21
2	Mr. Nemichand J Mehta	WTD	Member	21	21
3	Capt. Dinesh Gautama	WTD&CEO	Chairman	21	21

9. GENERAL BODY MEETINGS:

A. Annual General Meetings:

- The Annual General Meetings of the Company are generally held within six months of the close of the financial year.

Location and other details of the last three Annual General Meetings of the Company:

Year	Day, Date and Time	Location
2017-18	Wednesday , September 26, 2018 at 11:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703
2016-17	Thursday, August 24, 2017 at 11:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703
2015-16	Tuesday, September 27, 2016 at 03:30 p.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703

- Details of Special Resolutions passed in the last three Annual General Meetings:

Meeting held on	Special Resolutions passed in respect of the following matters:
September 26, 2018	No Special Resolution passed.
August 24, 2017	1. Approval of re-appointment of Mr. Shantilal J Mehta (DIN: 00134162) as Chairman & Managing Director of the Company. 2. Approval for Issue of securities through Qualified Institutional Placement.
September 27, 2016	1. Approval for appointment of Mr. Nemichand J Mehta (DIN:01131811) as Whole-time Director of the Company.

B. Postal Ballot:

During the financial year 2018-19, no resolutions have been passed through postal ballot.

C. Whether any special resolution is proposed to be conducted through postal ballot:

No special resolution is proposed to be passed through postal ballot

D. Extraordinary General Meetings:

During the financial year 2018-19, no Extraordinary General Meeting(s) were conducted by the Company.

10. MEANS OF COMMUNICATION:

Quarterly/Half yearly/Nine months ended results:	The Quarterly/Half yearly/Nine months ended financial results of the Company, as approved and authenticated by the Board of Directors of the Company, within forty five days from the end of each quarter and the audited financial results of the last quarter, approved and authenticated by the Board of Directors of the Company, within sixty days from the end of the last quarter are communicated to exchanges within 30 minutes of the end of the relevant Board Meeting and are uploaded on the websites of the Exchanges .
Publication of Quarterly Results:	Quarterly, half-yearly and annual financial results of the Company were published in The Free Press Journal (English) and Navshakti (Marathi) newspapers.
Company's Website:	www.navkarcfs.com ; In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company.

Stock Exchange:	The Company makes timely disclosures of necessary information to BSE Limited and the National Stock Exchange of India Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI. NEAPS is a web-based application designed by NSE for corporates. BSE Corporate Compliance & the Listing Centre: BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are in accordance with the Listing Regulations filed electronically.
Presentations made to institutional investors or to the analysts.	The Company has timely intimated to stock exchanges presentations made to institutional investors or to the analysts.

11. GENERAL SHAREHOLDER INFORMATION:

AGM Date	September 27, 2019
Financial Year	2018-19
Time	10.30 a.m
Venue	Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703
Registered Office	205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400703.
Corporate Office	4th Floor, Goodwill Infinity, Plot No. E/3A, Sector – 12, Kharghar, Navi Mumbai - 410210
Operational Location	1) Ajivali CFS I: Survey No. 137/1A/1 at Ajivali Village, Old Mumbai Pune NH – 4, Panvel, Maharashtra – 410206. 2) Ajivali CFS II: Survey No. 137/1A/1 at Ajivali Village, Old Mumbai Pune NH – 4, Panvel, Maharashtra – 410206. 3) Somathane CFS III : Survey No. 89/93/95/97, Soma thane Village, Kon-Savla Road, Taluka Panvel, Maharashtra - 410206. 4) ICD TUMB IV: Survey No. 44/1, 44/1/1, 44/1/2, Tumb Village, Taluka Umbergaon, Dist Valsad, Gujarat, Pin 396150.
Financial Year	The Company's financial year begins on April 1st and ends on March 31st every year.
Book Closure Date	September 21, 2019 to September 27, 2019 (both days inclusive)
Dividend	No dividend has been declared by the Company; as such, the same is not applicable.
Listing of Stock Exchange	BSE Limited ("BSE") National Stock Exchange of India Limited ("NSE")
Stock code:	NSE: NAVKARCORP BSE: 539332
ISIN No.	ISIN: INE278M01019

Registrar to the issue and Share Transfer Agents	Link Intime India Pvt. Limited C 101, 247 Park, LBS Road, Vikhroli West, Mumbai, Maharashtra 400083 Maharashtra, India Tel: 022-49186000 Fax: 022-49186060 E-mail: rnt.helpdesk@linkintime.co.in or jiny.elizabeth@linkintime.co.in Website: www.linkintime.co.in
Address of correspondence:	Enquiries, if any relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, loss of share certificates etc., should be addressed to: Link Intime India Pvt. Limited C 101, 247 Park, LBS Road, Vikhroli West, Mumbai, Maharashtra 400083 Maharashtra, India Tel: 022-49186000 Fax: 022-49186060 E-mail: rnt.helpdesk@linkintime.co.in (OR) directly to the Company to: The Managing Director / Company Secretary Navkar Corporation Limited Registered Office: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400703. Corporate Office: 4 th Floor, Goodwill Infinity, Plot No. E/3A, Sector -12, Kharghar, Navi Mumbai - 410210 Tel: 022-38006500 Fax: 022-38006509 E-mail: cs@navkarcs.com

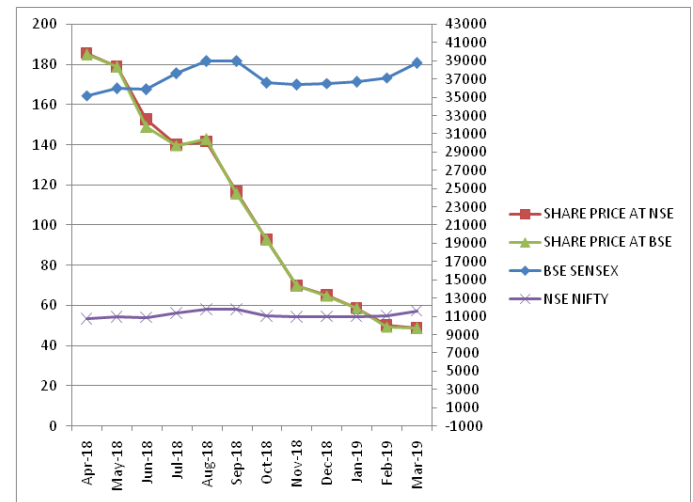
Listing fees have been paid to Bombay Stock Exchange Ltd and National Stock Exchange India Ltd., for the Financial Year 2019-20.

Market Price Data:

The Monthly high and low prices of your Company's share at BSE and NSE during the financial year 2018-19:

Period (2018-19)	Bombay Stock Exchange			National Stock Exchange		
	High Rs	Low Rs	Sensex High	High Rs	Low Rs	Nifty High
Apr-18	185	156.55	35213.3	185.6	156.55	10759
May-18	178.9	145	35993.53	178.75	143	10929.2
Jun-18	149	123.6	35877.41	152.6	125.25	10893.25
Jul-18	139.7	113	37644.59	140	111.45	11366
Aug-18	142.95	115.2	38989.65	141.7	114.8	11760.2
Sep-18	115.8	82.8	38934.35	116.7	83.55	11751.8
Oct-18	92.85	65.25	36616.64	93	65.05	11035.65
Nov-18	69.8	58.3	36389.22	69.8	58.15	10922.45
Dec-18	64.8	41.35	36554.99	65	41.25	10985.15
Jan-19	58.6	43.4	36701.03	58.8	42.95	10987.45
Feb-19	49.4	37.05	37172.18	50.2	37	11118.1
Mar-19	48.7	38	38748.54	48.6	38.3	11630.35

PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES:



Share Transfer System:

All queries and requests relating to share transfers/ transmissions may be addressed to our Registrar and Transfer Agent, Link Intime India Private Limited at the above mentioned address.

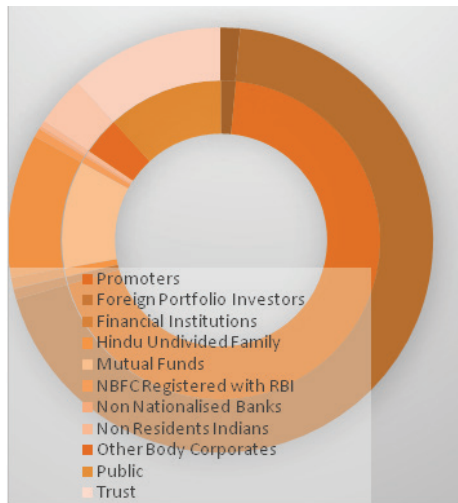
Share transfers, if documents are found to be in order, will be registered and returned in the normal course within two weeks from the date of receipt of the documents.

Distribution of Shareholding as on March 31, 2019:

Shareholding Of Nominal Value (₹)	No. of Share Holders	% of total Shareholders	No. of Shares Held	% of Total Share Capital
1-5000	34,072	85.96	42,46,770	2.82
5001-10000	2,531	6.39	20,61,396	1.37
10001-20000	1,398	3.53	21,42,395	1.42
20001-30000	476	1.20	12,08,671	0.80
30001-40000	245	0.62	8,95,493	0.59
40001-50000	198	0.50	9,45,935	0.63
50001-100000	355	0.90	26,87,475	1.79
100000 & above	361	0.91	13,63,31,046	90.57
Total	39,636	100	15,05,19,181	100

Category of Shareholders as on March 31, 2019:

Category of Shareholders	No. of Shares	Percentage
Promoters	10,38,98,347	69.03
Public	1,76,87,586	11.75
Trusts	500	0.0
Bodies Corporate	57,56,222	3.82
Non-Resident Indians	5,76,456	0.38
Non - Resident (Non Repatriable)	1,28,829	0.09
Non Nationalized Banks	3,27,345	0.22
Mutual Fund	1,64,38,124	10.92
Hindu Undivided Family	12,55,935	0.83
Foreign Portfolio Investor	11,16,464	0.74
Financial Institutions	66,496	0.04
Clearing Member	22,53,537	1.50
NBFC Registered with RBI	10,13,340	0.67
TOTAL	15,05,19,181	100



Bifurcation of shares held in physical and demat form as on 31st March, 2019

Particulars	No. of Shares	Percentage (%)
Physical Segment		
Physical Shares	2	-
Demat Segment		
NSDL (A)	4,74,83,419	31.55
CDSL (B)	10,30,35,760	68.45
Total (A+B)	15,05,19,179	100
Total	15,05,19,181	100

Dematerialization of Shares:

As on March 31, 2019, except two (2) equity shares, the balance equity shares of the Company have been dematerialized. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

Outstanding GDR/ADR or warrants or any convertible instruments

The Company has not issued any GDRs/ADRs/ Warrants etc., during the financial year 2018-19.

CREDIT RATING

The Company has received credit rating from India Rating & Research (Ind-Ra) which denotes high degree of safety regarding timely servicing of financial obligation. The Company has received the following credit ratings for its Term Loan and Cash Credit facilities on March 14, 2019.

Instrument Type	Size of Issue (Million)	Rating / Outlook	Rating Action
Term Loan	INR 3,060	IND A/Stable	Assigned
Cash Credit Facilities	INR 300	IND A/Stable/IND A1	Assigned

12. OTHER DISCLOSURES:

a) Material Related Party Transactions:

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management or their relatives or that had potential conflict with the Company's interest and which require shareholders' approval. Suitable disclosure as required by the Indian Accounting Standard (IND-AS 24) and AOC-2 has been made in the Annual Report.

b) Details of Non-Compliance:

The Company has complied with statutory requirements of Stock Exchanges, SEBI and other statutory authorities and no penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

c) Vigil Mechanism or Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers, shareholders and business associates in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee and/or a business associate. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

d) Compliance with Mandatory Requirements:

The Company has complied with all mandatory requirements as specified under SEBI (LODR) Regulations, 2015

e) Adoption of the non-mandatory requirements:

The Company has fairly complied with the non-mandatory requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) Web link where policy of determining 'material' Subsidiaries is disclosed:

The company does not have any subsidiary hence formation of material subsidiary policy is not applicable to the company.

g) Web link where policy on dealing with Related Party Transactions:

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at <http://www.navkarcfs.com/b/download/policies/RPT-Policy.pdf>

h) Disclosure of commodity price risks and commodity hedging activities:

During the financial year 2018-19 Company is not involved into any activities relating to Commodity Price Risk, commodity hedging activities.

i) Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A).

During the financial year 2018-19 Company has not raised money through Preferential Allotment or Qualified Institutions, however their is no amount unspent as per Regulation 32 (7A) of SEBI (LODR) 2015

j) Certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

A certificate that none of the Directors on the Board of the Company have been disqualified or debarred from continuing or being appointed as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been obtained.

k) The board had accepted all the recommendations obtained by the committees of the board which was otherwise mandatorily required to be obtained in the relevant Financial Year.

l) Total fees for all services paid by the Company, to its statutory auditor's M/s S.K. Patodia & Associates Chartered Accountants is ₹ 29.75 lakhs, P.A.

m) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Complaints Committee redresses the complaint received regarding sexual harassment of women at workplace. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as follows:

- i. Number of complaints filed during the Financial Year: NIL
- ii. Number of complaints disposed of during the Financial Year: NIL
- iii. Number of complaints pending as on end of the Financial Year: NIL

n) IEPF Compliance

During the year, the Company has filed Statement of unclaimed and unpaid amounts in E-Form IEPF-2 with the Registrar of Companies pertaining to "Amount of application moneys received and due for refund" for an aggregate amount of ₹ 1,76,700/- (One Lakh Seventy-Six Thousand Seven Hundred

13. Non-compliance of any requirement of corporate governance report of sub- paras (2) to (10) above, with reasons thereof shall be disclosed:

The Company has complied with the necessary provisions of Listing Obligation and Disclosure Requirements, Regulations 2015

14. The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.:

- **The Board:** Chairman of the Company is an Executive Director.
- **Shareholder Rights:** Details are given under heading 'Means of Communication' (Point No. 10 above)
- **Modified opinion(s) in Audit Report:** The listed entity's financial statements has an unmodified audit opinion.
- **Reporting of Internal Auditor:** The internal auditor reports directly to the audit committee.

15. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.

The Disclosure Requirements as required as made available in this Annual Report wherever it is required to disclose.

DECLARATION

I, Dinesh Gautama Chief Executive Officer of Navkar Corporation Limited ("the Company"), hereby declare that all the members of Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct, laid down and adopted by the Company, during the year ended March 31, 2019.

For Navkar Corporation Limited

**Capt. Dinesh Gautama
Chief Executive Officer**

Date: August 19, 2019
Place: Navi Mumbai

COMPANY SECRETARY IN PRACTICE'S REPORT ON CORPORATE GOVERNANCE

To
The Board of Directors,
Navkar Corporation Limited
205-206 J K Chambers
Sector 17 Vashi Navi Mumbai
MH 400703.

We have reviewed the implementation of Corporate Governance procedures by the Company during the year ended March 31, 2019, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Regulation 27 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 Listing Agreement with the Stock Exchanges.

We further state that our examination of such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For HS Associates
Company Secretaries

Hemant S. Shetye
Partner
Fcs No: 2827
Cp No: 1483

Date: August 19, 2019
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of NAVKAR CORPORATION LIMITED having CIN L63000MH2008PLC187146 and having registered office at 205-206 J K CHAMBERS SECTOR 17 VASHI NAVI MUMBAI MH 400703 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	SHANTILAL JAYAVANTRAJ MEHTA	00134162	29/09/2008
2.	NEMICHAND JAYAVANTRAJ MEHTA	01131811	01/09/2016
3.	DINESH GAUTAMA	02384688	30/03/2019
4.	SANDEEP SINGH KUMAR	02814440	23/08/2018
5.	ASHOK KUMAR THAKUR	07573726	25/01/2017
6.	POOJA HEMANT GOYAL	07813296	14/12/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For HS Associates
Company Secretaries

Hemant Shetye
Partner
FCS: 2827
COP: 1483

Date: August 19, 2019
Place: Mumbai

CEO-CFO CERTIFICATE

To

The Board of Directors

Navkar Corporation Limited

We, the undersigned, in our respective capacities as Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of Navkar Corporation Limited (“the Company”) to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - (1) Significant changes, if any, in internal control over financial reporting during the year;
 - (2) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

For Navkar Corporation Limited

Date: August 19, 2019

Place: Mumbai

Capt. Dinesh Gautama
Chief Executive Officer

Anish Maheshwari
Chief Financial Officer

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

In its endless journey to greater heights, India continues to make forays into different areas of development through trade and economics. Port-led development has been a corner stone for shipping which is now being explored in many ways by all the stake-holders involved with shipping and trade. The environment for growth of trade looks positive and bright. Further, cargo handling capacity of ports – a key factor determining trade volumes – would be determined to a considerable extent by the logistics supply chain they operate in. Container Freight Stations (CFS) currently forms a major infrastructural component in this framework, primarily contributing towards the decongestion of ports and enhancement of handling capacity at the terminals. A CFS is “A common user facility with public authority status equipped with fixed installations and offering services for handling and temporary storage of import/export laden and empty containers carried under Customs transit by any applicable mode of transport placed under Customs control. All the activities related to clearance of goods for home use, warehousing, temporary admissions, re-export, temporary storage for onward transit and outright export, transshipment, take place from such Stations.” Over the years, factors such as considerable increase in trade volumes and persistent shift towards containerization of cargo have made way for increased role of container freight stations in India. Being an extension for the port and a custodian for the Customs Department Container Freight Stations perform a critical role in the export and import trade. They help in providing the critical service between the ship’s hook and the door of the customer. Important procedures such as stuffing/de-stuffing of cargo, aggregation/segregation of cargo and examination/clearance related activities are carried out at the container freight stations, which make them an integral part of the existing exim value chain.

The container sector in India is finding its new areas of operation. Container penetration is going deeper and deeper into the country and increasing its presence in the Indian value chain and logistics links. There is no doubt that the Indian Container market is flourishing every year with huge investments from Indian and global container operators. Box business dynamics are transforming into new era that embrace advanced infrastructure, digitization, innovative business practices, process automation and transparency etc. Implementation of advanced technology, enhancements in soft and hard infrastructure are also playing the key role for these transformational changes in the industry. Year over year growth of Indian container installed capacity and throughput are 11 and 10 per cent respectively. Global and Indian operators are trying to attract transshipment cargo which could trigger inclusive growth in box trade. Few major and private players are also trying hard to establish themselves as transshipment hubs apart from serving as a gateway port. These transformational changes in box business are aiding the Indian container market to reach at the next level.

Usually, a CFS is located near the gateway port (off-dock facility located near service ports) whereas an Inland Container Depots (ICD) (also known as a dry port) is located in the hinterland. Growth of Indian container traffic has led to the demand for transit facilities such as CFS and ICD, which offer services for containerization of break bulk cargo and also handles custom activities. CFS and ICD facilities are an integral component of the logistics sector infrastructure and it is a facilitator of import-export (Exim) trade of the country.

About Navkar

The Company is engaged in the operations of Container Freight Station (CFS) and Inland Container Depot (ICD). CFS’s and ICD’s are set up for the purposes of in-transit container handling, stuffing, de-stuffing, including temporary storage and the examination and assessment of export and import (EXIM) cargo and are an integral part of the logistics chain in relation to the transportation of containerized cargo.

The CFS operations of company are conducted through three yards out of which two are situated at Ajivali and other one at Somathane in Panvel (Raigad, Maharashtra) with the aggregate installed capacity of over 5,35,000 TEUs per annum. The Company has a PFT - Private Railway Freight Terminal (with 3 tracks) at Somathane which allows the Company to load and unload cargo/containers from and to railway rakes that arrive at our PFT at Somathane. This helps to transport export or imported containers to NhavaSheva port and other destinations. Our company also handles rakes which are used to transport domestic cargo to and from inland destinations on the Indian Rail Network.

The ICD facility of company is situated at Tumb (Umbergaon, Valsad, Gujarat) with an aggregate installed capacity of 5,00,000 TEUs per annum in current scenario. The distance between NhavaSheva port and our facility at Tumb is around 175 km which is conducive to the trade that emanates from South Gujarat region. The ICD is also facilitated with a PFT (with 4 tracks) and the transport of containers through rail in ICD is expected to further improve volumes and profitability as the Company facility is in the midst of an industrial belt. The management expects to handle around 5,000 TEUs per month through this terminal in near future. The rise in volumes will result in significant margin expansion and this is possible as the facility will enjoy high operating leverage due to reduced transportation costs.

OPPORTUNITIES AND THREATS

Opportunities

The logistics sector in India has today become a key performance of the Indian Economy. One of the primary reasons for it is that years of high growth in the Indian economy has resulted in a significant rise in the volume of freight traffic moved. This traffic generated new growth opportunities in all Domains of logistics including transportation, warehousing, freight forwarding, express cargo delivery, container services etc.

Indian logistics sector’s key focus on infrastructure development. With a view to improving supply chain efficiencies and enhancing connectivity to help logistics players tap the underleveraged markets in the country’s hinterlands, key infrastructure development projects have been rolled out. In this Sector Government also positively coming up with Railway Projects DFCC. Eastern and Western dedicated freight corridors for easy of good railway operations.

Navkar’s Key factor for growth

- Its all the three CFS’ are strategically located close to NH4 (Old Mumbai-Pune Highway) and NH17 (Mumbai-Pune Express highway) and close proximity to JNPT, providing good connectivity to interior parts of the country.
- Its CFSs are spread across an area of 3.59 mnsqft (1.63

mnsqft notified as customs area) with an installed handling capacity of 535,500 TEUs per annum.

- It also operates Private Freight Rail Terminal (PFT) at its Somathane CFS, and ICD at tumb, which helps the Company to avoid delay in cargo transportation due to heavy road congestion at JNPT and to transport cargo to and from inland destinations on the Indian rail network. Navkar has a rail capacity of 7 (Seven) operational lines.
- Its ICD is located at Tumb, IN South Gujarat region and in close proximity to the Industrial belt.
- Navkar CFSs are approved to for handling hazardous cargoes, DPD Cargoes and cargoes for closed bond and open bond storage. The Company has installed adequate fire fighting systems/ equipment, which enable cargo storage and handling of IMO (hazardous) cargoes (chemicals, liquid, etc.), Plant and Quarantine Unit for inspection and approval of agricultural cargo.
- It also handles temperature-controlled cargoes through its Reefer plug points at CFSs

Threats and Challenges:

The Government's initiative direct port delivery (DPD) to reduce dwell time and transaction cost for shippers is an area of threat, the Container Freight Stations operators may face in future. With DPD taking off in India in a big way towards reduction of logistics cost, CFS business is likely to face grim future.

DPD cargo is required to be removed within 48 hours of landing at the port. Not only this, the consignee has to pay the full duty amount to the customs department and make arrangements for storage of his full cargo. And if a consignee fails to meet that time frame, their cargo is shifted to a nearby off-site yard, and stored there at a cost for clearance under the normal customs procedure. Therefore, importers face challenge to clear their cargo under DPD.

The share of DPD in total containers transported by road has rocketed upwards to 52% in March, 2019. For fiscal 2019, the share of DPD imports at JNPT were in the region of 45% compared to about 32% in fiscal 2018.

However, more than half of the DPD containers are resent to a CFS either because of non-clearance within 48 hours or voluntarily by importers for storage and onward transportation to hinterland. While the Government pushes for DPD, the use of CFS as a transport and storage solution would remain worthwhile.

As far as operational aspects are concerned, delayed movement of containers from the port to the CFS continue to be a perennial problem at quite a few ports. Containers are allowed to stay on the wharf for a period of three days, post which demurrage has to be incurred on a daily basis, which boils down to considerable cost pressure for the importers. The delays in movement can be attributed to a multitude of factors, including congestion at the ports, dearth of modern container handling equipment, lack of adequate transport and insufficient number of boarding officials among others.

SEGMENT-WISE PERFORMANCE

The Company is engaged in the business of providing services of Container freight station and other related services. There is

no other reportable segment.

OUTLOOK

The future of container growth in India is bullish in the wake of various policy initiatives such as Make in India, Goods and Services Tax (GST), Digital India, new Foreign Trade Policy and port linked infrastructure projects.

As per Indian container market trend over the last few years, installed capacities and handled volume have been growing proportionately shows a positive sign for the industry apart from achieving best capacity utilization levels of almost 65 per cent. Year over year growth of Indian container installed capacity and throughput are 11 and 10 per cent respectively. Global and Indian operators are trying to attract transshipment cargo which could trigger inclusive growth in box trade. The surge in India's EXIM trade is expected to continue, entailing persistent augmentation in container traffic in the years to come. Container freight stations form an important part of the EXIM supply chain, and their role in managing and sustaining such growth will be crucial. Enhanced infrastructural facilities, seamless and uninterrupted operations, standardized charges and transparency on crucial aspects such as selection of CFSs can potentially go a long way in improving operations at container freight stations as well as strengthening the logistics supply chain as a whole.

RISK AND CONCERNS

The Company's business is primarily dependent on Indian EXIM Trade which, in turn, is dependent on global economic conditions. All the factors which can affect global economic conditions have direct impact on the CFS/ICD business. Given the projected growth in the Indian economy and expected recovery in global trade, rising spending in the infrastructure and manufacturing space, it is estimated that imports will continue to rise steadily.

Changes in political conditions, microeconomic conditions, Inflation rate, infrastructural development rates, tax rates, Government's regulatory policies, credit norms, etc. could be seen as risk factors affecting CFS/ICD business.

This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We have built a strong relationship with most of the leading carriers/liners and as a result are able to obtain competitive commercial terms and operational advantages. We also counter this risk with the quality of our infrastructure, our customer-centric approach and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined project executions, coupled with prudent financial and human resources management and better control over costs. Any damage to cargo, equipment, life and third parties may adversely affect the Company. The Company took insurance policies and suitable safety in contractual obligations to mitigate such kind of risks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains a robust Internal Controls System and processes in place for smooth and efficient conduct of business and it complies with relevant laws and regulations. Navkar has well documented system of internal financial controls in place, in the form of delegation of powers, policies and procedures that cover critical as well as important activities of financial and other operating functions.

The accounts, financial statements and secretarial records are audited by Internal, Statutory and Secretarial Auditors. The audit of internal financial controls over financial reporting is carried out by the Statutory Auditors. As per reviews performed by management and the relevant committees of the Board, the Company's internal control system was adequate and effective during the financial year 2018-19.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's total Revenue increased to ₹ 48382.14 lakh as against ₹ 43112.63 lakh in the previous fiscal year. As a result the Company has posted net profit of ₹ 5281.93 lakh for FY 2018-19 as compared to the net profit of ₹ 10091.77 lakh for FY 2017-18. Earnings Per Share of the Company have decreased from ₹ 3.51 as compared to ₹ 6.92 in a previous fiscal year. Major reasons for decreased in the profitability is due to increased of Direct Port Delivery (DPD) Movements, depreciation and finance cost.

RATIO ANALYSIS: Details of significant financial ratios along with explanation thereof are as under:

Ratios	Unit	FY 2018-19	FY 2017-18	Change (%)	Reason
Return on net worth	%	3.06	6.38	(52.04%)	Variance is due to increase in Depreciation, finance cost & operating expenses.
Interest Coverage Ratio	Times	2.52	8.07	(68.75%)	Variance is caused by dip in profit as well as increased in finance cost.
Current Ratio	Times	0.87	1.23	(29.21%)	Variance is due to increased current maturity of long term debt as well as working capital loans.
Debt / Equity Ratio	Times	0.28	0.23	(21.78%)	Variance is caused by increased current and non current debt availed.
Operating Profit	%	51.32	57.72	(11.10%)	Variance is due to increase in diesel fuel, repair and maintenance cost.
Net Profit Margin	%	10.92	23.41	(53.36%)	Variance is caused by increased in Operating Cost, Depreciation & finance cost etc., Further DPD is major non financial factor for lower profit margins.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement. The Company focuses on providing individual development and growth in a work culture that enables cross-pollination of ideas, ensures high performance and remains empowering. The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's successful growth. Cordial Industrial Relations prevailed in all divisions through the year. As on March 31, 2019, the Company had a workforce of 739 people on rolls.

INDEPENDENT AUDITORS' REPORT

To the Members of Navkar Corporation Limited,
 Report on the Audit of Ind-AS Financial Statements

Opinion

We have audited the Ind-AS financial statements of Navkar Corporation Limited ('the Company'), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended and notes to the Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on

Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
<p>Revenue from contracts with customers (described in Note 2 (K) of the Ind AS financial statements)</p> <p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.</p> <p>The Company is engaged in Container Freight Station (CFS) and Inland Container Depot (ICD) operations and related activities. It has developed procedures to record the revenue on the basis of the movement of the cargo and revenue accrues as per Indian Accounting Standard 115.</p> <p>Due to different terms with different customers and transaction price, there is a risk that the revenue or discounts or rebates; might not be recorded correctly.</p> <p>Revenue is a key parameter to ascertain the Company's performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it has been considered to be a key audit matter in our audit of these financial statements.</p>	<p>We assessed the Company's process to identify the impact of adoption of new revenue accounting standard.</p> <p>We assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates.</p> <p>We performed sample tests of individual sales transaction and traced to related documents, considering the terms of performance.</p> <p>We tested cut-off procedures with respect to year-end sales transactions made.</p> <p>We also performed monthly analytical procedures of revenue by streams to identify any unusual trends.</p> <p>Based on our combination of procedures involving enquiry and observation, performance and inspection of evidence in respect of operation of these controls, we have concluded that the revenue has been recognized in accordance with the relevant accounting standards.</p>

Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind-AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)

(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at March 31, 2019 on its financial position in its Ind AS financial statements - Refer to Note 42 to the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2019.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

For S. K. Patodia & Associates
Chartered Accountants
Firm Registration Number: 112723W

Place: Mumbai
Date : May 28, 2019

Arun Poddar
Partner
Membership Number: 134572

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Navkar Corporation Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Navkar Corporation Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Board of Director's are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls which were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and both issued by the Institute of Chartered Accountants of India (ICAI). Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

6. A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that:
 - (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
 - (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

7. Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. K. Patodia & Associates

Chartered Accountants

Firm Registration Number: 112723W

Arun Poddar

Partner

Place: Mumbai

Date: May 28, 2019

Membership Number: 134572

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Navkar Corporation Limited

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The property, plant and equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 3 on Property, Plant and Equipment to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory has been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income-tax, service-tax and goods and service tax, as there has been a slight delay in few cases, and is regular in depositing other undisputed statutory dues, including provident fund, employee's state insurance, sales-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, duty of customs, goods and service tax, duty of excise, value added tax which have not been deposited on account of any dispute. The particulars of dues of service tax as at March 31, 2019 which have not been deposited on account of dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service Tax	203.72	October 2011 to March 2012	The Commissioner, Central Excise, Customs and Service Tax
The Finance Act, 1994	Service Tax	265.24	April 2015 to June 2017	The Commissioner, Central Excise, Customs and Service Tax

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or banks at the balance sheet date. The Company does not have any loans or borrowings from Government. Further, the Company has not issued any debentures.
- ix. During the current year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were raised.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the Management.
- xi. The Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under the Indian Accounting Standard (Ind-AS) 24, "Related Party Disclosures" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has neither made any preferential allotment of shares or fully or partly convertible debentures nor made any private placement of fully or partly convertible debentures during the year under review.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For S. K. Patodia & Associates
 Chartered Accountants
 Firm Registration Number: 112723W

Arun Poddar
 Partner

Place: Mumbai
 Date: May 28, 2019

Membership Number: 134572

BALANCE SHEET

as at March 31, 2019

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I. ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	3	1,90,697.88	1,86,991.28
(b) Capital work-in-progress	3	12,154.33	1,302.80
(c) Investment Property	4	4,916.12	4,916.12
(d) Intangible Assets	5	202.75	144.62
(e) Financial Assets			
(i) Others	6	609.97	606.90
(f) Income Tax Assets (Net)	7	262.04	285.28
(g) Deferred Tax Assets (Net)	8	5,662.94	5,761.02
(h) Other Non-Current Assets	9	942.77	929.27
		2,15,448.80	2,00,937.29
2. Current Assets			
(a) Inventories	10	934.26	703.73
(b) Financial Assets			
(i) Trade Receivables	11	6,946.83	5,136.91
(ii) Cash and Cash Equivalents	12	619.65	959.30
(iii) Other Bank Balances other than (ii) above	13	431.45	897.31
(iv) Loans	14	66.85	89.33
(v) Others	15	440.14	620.23
(c) Current Tax Assets (Net)	16	8.24	-
(d) Other Current Assets	17	4,434.77	5,070.58
		13,882.19	13,477.39
		2,29,330.99	2,14,414.68
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	18	15,051.92	15,051.92
(b) Other Equity	19	1,60,363.82	1,55,076.03
		1,75,415.74	1,70,127.95
Liabilities			
1. Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	37,356.03	32,849.65
(b) Provisions	21	636.98	494.25
		37,993.01	33,343.90
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	4,307.58	1,500.55
(ii) Trade Payables	23		
(a) total outstanding dues of micro enterprises and small enterprises		260.11	181.55
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,595.94	1,957.84
(iii) Others	24	9,020.23	6,070.87
(b) Other Current Liabilities	25	684.55	520.97
(c) Provisions	26	53.83	51.50
(d) Current Tax Liabilities (Net)	27	-	659.55
		15,922.24	10,942.83
		2,29,330.99	2,14,414.68
Total Equity and Liabilities			
		2,29,330.99	2,14,414.68
Summary of Significant Accounting Policies			
	2		
The notes referred to above are an integral part of the financial statements			

As per our report of the even date.

For and on behalf of the Board of Directors

For S. K. Patodia & Associates
Chartered Accountants
Firm Registration Number: 112723W

Shantilal J. Mehta
Chairman & Managing Director
DIN : 00134162

Nemichand J. Mehta
Whole-time Director
DIN : 01131811

Arun Poddar
Partner
Membership Number: 134572

Dinesh Gautama
Whole-time Director &
Chief Executive Officer
DIN: 02384688

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

Place : Navi Mumbai
Date : May 28, 2019

Place : Navi Mumbai
Date : May 28, 2019

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2019

Particulars	Note No.	(₹ in Lakhs)	
		For the Year ended March 31, 2019	For the Year ended March 31, 2018
I Revenue			
Revenue from Operations	28	48,258.39	42,817.36
Other Income	29	123.75	295.27
Total Income		48,382.14	43,112.63
II Expenses			
Cost of Services	30	23,494.55	18,102.16
Employee Benefits Expenses	31	3,663.92	3,505.49
Finance Costs	32	4,512.25	1,815.20
Depreciation and Amortisation Expenses	33	4,001.26	2,293.65
Other Expenses	34	5,839.60	4,557.79
Total Expenses		41,511.58	30,274.29
III Profit Before tax (I- II)		6,870.56	12,838.34
IV Less: Tax Expense:	16, 27		
Current Tax		1,490.00	2,820.00
Deferred Tax		98.63	(73.43)
Total Tax Expense		1,588.63	2,746.57
V Profit for the Year (III-IV)		5,281.93	10,091.77
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		9.00	19.21
Tax Effect on above		(3.15)	(6.72)
Other Comprehensive Income for the year, net of tax		5.86	12.49
VII Total Comprehensive Income for the year (V+VI)		5,287.79	10,104.26
(Comprising Profit and Other Comprehensive Income for the year)			
VIII Earnings Per Equity Share (Face Value ₹ 10 Per Share):	35		
Basic and Diluted (₹)		3.51	6.92
Summary of Significant Accounting Policies	2		
The notes referred to above are an integral part of the financial statements			

As per our report of the even date.

For S. K. Patodia & Associates
 Chartered Accountants
 Firm Registration Number: 112723W

Arun Poddar
 Partner
 Membership Number: 134572

 Place : Navi Mumbai
 Date : May 28, 2019

For and on behalf of the Board of Directors

Shantilal J. Mehta
 Chairman & Managing Director
 DIN : 00134162

Dinesh Gautama
 Whole-time Director &
 Chief Executive Officer
 DIN: 02384688

 Place : Navi Mumbai
 Date : May 28, 2019

Nemichand J. Mehta
 Whole-time Director
 DIN : 01131811

Anish Maheshwari
 Chief Financial Officer

Deepa Gehani
 Company Secretary

CASH FLOW STATEMENT

for the year ended March 31, 2019

(₹ in lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
A. Cash Flow from Operating Activities		
Net Profit Before Tax	6,870.56	12,838.34
Adjustments:		
Depreciation and Amortization of Property, Plant and Equipment	3,928.09	2,268.60
Amortisation and Impairment of Intangible Assets	73.17	25.05
Loss/ (Profit) on sale of property, plant and equipment (net)	21.02	(55.72)
(Gain)/ Loss on Foreign Exchange Fluctuation	676.27	266.64
Finance Income (including fair value change in Financial Instruments)	(56.13)	(193.97)
Provision/ (Reversal of Provision) for Loss Allowance on Trade Receivables	2.32	9.58
Finance Costs (Including fair value change in Financial Instruments)	4,512.25	1,815.20
Operating cash flows before working capital changes	16,027.55	16,973.72
Adjustments for changes in Working Capital		
Decrease/ (Increase) in Inventories	(230.53)	(135.16)
Decrease/ (Increase) in Trade Receivables	(1,812.24)	(641.36)
Decrease/ (Increase) in Current Loans	22.48	(45.14)
Decrease/ (Increase) in Non-Current Financial Assets - Others	(3.07)	799.73
Decrease/ (Increase) in Financial Assets - Other	180.09	(365.91)
Decrease/ (Increase) in Other Current Assets	635.81	(2,063.70)
Decrease/ (Increase) in Other Non Current Assets	(69.61)	(180.54)
Increase/ (Decrease) in Trade Payables	(283.34)	(3,921.28)
Increase/ (Decrease) in Current Financial Liabilities - Other	163.33	(538.75)
Increase/ (Decrease) in Other Current Liabilities	163.58	(354.17)
Increase/ (Decrease) in Non-Current Provisions	151.73	121.65
Increase/ (Decrease) in Current Provisions	2.33	(20.38)
Cash generated from operations	14,948.11	9,628.71
Income taxes paid	(2,138.26)	(2,286.96)
Net cash flow from operating activities (A)	12,809.85	7,341.75
B. Cash Flow from Investing Activities		
Purchase or construction of property, plant and equipment (including capital work-in-progress and capital advances)	(18,610.08)	(19,255.68)
Proceeds from/ (Investment in) fixed deposits (net)	466.00	8,202.64
Proceeds from/ (Investment in) Other Bank Balances	(0.14)	0.14
Proceeds from sale of property, plant and equipment	27.65	447.82
Purchase or construction of Investment Properties	-	(361.20)
Interest Received	56.13	193.97
Net cash flow from/ (used in) investing activities (B)	(18,060.44)	(10,772.31)

CASH FLOW STATEMENT

for the year ended March 31, 2019

(₹ in lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
C. Cash Flow from Financing Activities		
Proceeds from public issue of shares	-	791.12
Proceeds from securities premium (net of QIP expenses)	-	13,145.18
Proceeds from/ (Repayment of) Non-Current Borrowings (net)	6,616.14	(9,483.04)
Proceeds from/ (Repayment of) Current Borrowings	2,807.05	(2,087.72)
Finance Costs	(4,512.25)	(1,815.20)
Net cash flow from financing activities (C)	4,910.94	550.34
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(339.65)	(2,880.22)
Cash and cash equivalents at the beginning of the year (Refer Note 12)	959.30	3,839.52
Cash and cash equivalents at the end of the year (Refer Note 12)	619.65	959.30
Net increase/(decrease) in cash and cash equivalents	(339.65)	(2,880.22)

The notes referred to above are an integral part of the financial statements.

As per our report of the even date.

For and on behalf of the Board of Directors

For S. K. Patodia & Associates

Chartered Accountants

Firm Registration Number: 112723W

Arun Poddar

Partner

Membership Number: 134572

Shantilal J. Mehta

Chairman & Managing Director

DIN : 00134162

Dinesh Gautama

 Whole-time Director &
 Chief Executive Officer

DIN: 02384688

Nemichand J. Mehta

Whole-time Director

DIN : 01131811

Anish Maheshwari

Chief Financial Officer

Deepa Gehani

Company Secretary

Place : Navi Mumbai

Date : May 28, 2019

Place : Navi Mumbai

Date : May 28, 2019

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2019

A Equity Share Capital (Equity shares of ₹ 10 each issued, subscribed and fully paid)

Particulars	Note No.	Numbers in lakhs	Amount (₹ in lakhs)
Balance at the March 31, 2017	18	1,426.08	14,260.80
Changes in equity share capital during the year 2017-2018		79.11	791.12
Balance at the March 31, 2018	18	1,505.19	15,051.92
Changes in equity share capital during the year 2018-2019		-	-
Balance at the March 31, 2019	18	1,505.19	15,051.92

B : Other Equity

Particulars	Note No.	Reserve and Surplus					Total Other Equity
		Capital Reserve on Amalgamation	Securities Premium	Capital Redemption Reserve	Capital Contribution by Shareholders	Retained Earnings	
Balance as at March 31, 2017	19	4,896.50	78,126.02	838.55	8,216.74	39,748.78	1,31,826.59
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	10,091.77	10,091.77
Other Comprehensive Income		-	-	-	-	12.49	12.49
Issue of share capital		-	13,686.30	-	-	-	13,686.30
Share Issue Expenses		-	(541.12)	-	-	-	(541.12)
Transfer to Capital Redemption Reserve		-	-	191.67	-	(191.67)	-
Balance as at March 31, 2018	19	4,896.50	91,271.20	1,030.22	8,216.74	49,661.37	1,55,076.03
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	5,281.93	5,281.93
Other Comprehensive Income		-	-	-	-	5.86	5.86
Issue of share capital		-	-	-	-	-	-
Share Issue Expenses		-	-	-	-	-	-
Transfer to Capital Redemption Reserve		-	-	191.67	-	(191.67)	-
Balance as at March 31, 2019	19	4,896.50	91,271.20	1,221.89	8,216.74	54,757.49	1,60,363.82

The notes referred to above are an integral part of the financial statements.

As per our report of the even date.

For and on behalf of the Board of Directors

For S. K. Patodia & Associates
Chartered Accountants
Firm Registration Number: 112723W

Shantilal J. Mehta
Chairman & Managing Director
DIN : 00134162

Nemichand J. Mehta
Whole-time Director
DIN : 01131811

Arun Poddar
Partner
Membership Number: 134572

Dinesh Gautama
Whole-time Director &
Chief Executive Officer
DIN: 02384688

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

Place : Navi Mumbai
Date : May 28, 2019

Place : Navi Mumbai
Date : May 28, 2019

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Note 1 : Company Overview

Navkar Corporation Limited (“the Company”) is a public limited Company domiciled in India having its registered office at 205-206, J. K. Chambers, Sector-17, Vashi, Navi Mumbai, - 400 703. The Company was incorporated on September 29, 2008 under the provisions of the Companies Act, 1956.

The Company is engaged in providing Container Freight Station (CFS) facilities and Inland Container Depot (ICD) and is focused on capitalizing the available opportunities in the logistics space in western India. Our CFS is largely dependent on EXIM container traffic in and out of Indian port – JNPT. The equity shares of the Company were listed on The National Stock Exchange of India Limited and BSE Limited on September 9, 2015.

The financial statements are authorized for issue in accordance with a resolution of Board of Directors on May 28, 2019.

Note 2 : Summary of Significant Accounting Policies

A. Basis of preparation of financial statements

(i) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (“Ind-AS”) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind-AS are prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Basis of preparation

The financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities (including derivative instruments) are measured at fair value;
- assets held for sale- measured at fair value less cost to sell;
- defined benefit plans- plan assets measured at fair value; and

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise stated.

(iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

B. Use of estimates

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note C below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

material, their effects are disclosed in the notes to the financial statements.

C. Critical accounting estimates

(i) Income taxes

The Company's major tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions. Also refer to Note 7, Note 16 and Note 27.

(ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 46.

(iv) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 36 to 39 for further disclosures.

(v) Revenue from contracts with customers

The Company's contracts with customers include promises to provide the services to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each period.

Estimates of rebates and discounts are sensitive to changes in circumstances and the Company's past experience regarding returns and rebate entitlements may not be representative of customer's actual returns and rebate entitlements in the future.

Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

D. Property, Plant and Equipment

Land (including Land Developments) is carried at historical cost. All other items of property, plant and equipment are stated in the balance sheet at cost historical less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

are met. All other repair and maintenance costs are recognised in profit or loss as incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and land developments) less their residual values over the useful lives, using the straight-line method ("SLM"). Management, based on a technical evaluation, believes that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Description of Asset	Estimated useful lives
Buildings	60 years
Computers and Printers, including Computer Peripherals (including server and networking)	3-6 years
Office Equipments	5 years
Furniture and Fixtures	10 years
Motor Vehicles (including busses, trucks and trailers)	8-20 years
Plant and Machinery	20 years
Railway Sidings	20 years

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

Assets individually costing less than ₹ 5,000 are fully depreciated in the year of acquisition.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

E. Investment properties

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated impairment loss, if any.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

F. Intangible Assets

Intangible asset including intangible assets under development are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets acquired separately are measured on initial recognition at cost.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Intangible assets in case of computer software are amortised on straight-line basis over a period of 3 years, based on management estimate. The amortization period and the amortisation method are reviewed at the end of each financial year.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with infinite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

G. Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the profit or loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in profit or loss.

H. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

Financial Assets at amortised cost:

A Financial Assets is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Assets is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Financial Assets at FVTPL (Fair Value through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial instrument as at FVTPL.

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 18 (referred to as 'contractual revenue receivables' in these financial statements)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company uses the remaining contractual term of the financial instrument; and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Part II - Financial Liabilities

a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the profit or loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

I. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

The Company uses derivative financial instruments, such as forward currency contracts, option's and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

J. Inventories

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

K. Recognition of Revenue

The Company is engaged in Container Freight Station (CFS) and Inland Container Depot (ICD) operations and related activities.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognize revenue when or as an entity satisfies performance obligations

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is recognized when no significant uncertainty exists as to its realization or collection. Import/ export stuffed containers' ground rent charges and cargo storage charges is accounted to the extent of recoverability of maximum days and import/ export container handling and delivery charges is accounted on accrual basis.

Revenue and expenses for sale of abandoned cargo are recognised when auctioned after necessary approvals from appropriate authorities are obtained.

The amount recognised as revenue in its Statement of Profit and Loss is exclusive of Goods and Service Tax and is net of discounts.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (h) Financial Instruments.

Contract liabilities

A contract liability is the obligation to transfer goods or perform services as agreed with the customer for which the Company has received consideration (or an amount of consideration is due) from the customer. A contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract.

L. Other Income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

M. Provisions and Contingent Liabilities

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed,

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

N. Accounting for Taxation of Income

(i) Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

(ii) Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax includes MAT credit available under Minimum Alternate Tax (MAT) as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

O. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

P. Foreign Currency-Transactions and Balances

The Company's functional currency is ₹ and accordingly, the financial statements are presented in ₹.

Transactions in foreign currencies are initially recorded by the company in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Q. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

R. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Finance Lease as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating Lease as a lessee

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred

S. Employee Benefits

a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Other Long-term employee benefit obligations

The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service are presented as non-current employee benefits obligations. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Re-measurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

The obligations are presented as current in the balance sheet, if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

c) Post-employment obligations

The Company operates the following post-employment schemes:

- (i) Defined benefit plans such as gratuity
- (ii) Defined contribution plans such as provident fund.

Defined benefit plan - Gratuity Obligations

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is actuarially determined using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have a terms approximating to the terms of the obligation

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the statement of profit and loss.

Remeasurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income in the year in which they arise and are not subsequently reclassified to Statement of Profit and Loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plan

The Company pays provident fund contributions to publicly administered provident funds as per local regulatory authorities. The Company has no further obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

T. Earnings Per Share

Basic Earnings Per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

U. Cash and Cash Equivalents

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

V. Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

W. Segment Reporting

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

X. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Y. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2019:

Ind AS 116 - Leases

Ind AS 12 - Appendix C, Uncertainty over Income Tax Treatments

Amendment to Ind AS 12 – Income taxes

Amendment to Ind AS 19 – plan amendment, curtailment or settlement

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Ind AS 116 Leases:

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019.

The standard permits two possible methods of transition:

Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- a. Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application
- b. An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

The Company is in the process of evaluating the impact of the standard.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition:

- i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight
- ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

Amendment to Ind AS 12 – Income taxes:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The effect on adoption would be insignificant in the financial statements.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Amendment to Ind AS 19 – plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Note 3 : Property, Plant and Equipment

Particulars	(₹ in lakhs)											
	Land and Land Developments	Building	Plant and Machinery	Furniture and Fixtures	Computer Equipment's	Motor Vehicles	Office Equipment's	Railway Sidings	Electrical Installation	Roads	Total	Capital Work-in Progress
Gross Carrying Amount as at April 1, 2017	81,259.18	11,011.34	6,401.73	933.41	942.19	12,485.25	586.39	15,416.63	6.69	-	1,29,042.81	52,465.99
Additions / Transfer	32,203.00	18,592.30	5,863.36	260.98	202.88	1,271.09	99.44	10,149.87	170.69	1,479.07	70,292.68	(51,163.19)
Disposals	-	-	(14.51)	-	-	(739.94)	(1.87)	-	(4.46)	-	(760.78)	-
Gross Carrying Amount as at April 1, 2018	1,13,462.18	29,603.64	12,250.58	1,194.39	1,145.07	13,016.40	683.96	25,566.50	172.92	1,479.07	1,98,574.71	1,302.80
Additions / Transfer	2,227.46	-	1,611.28	38.49	64.84	3,690.28	47.75	-	3.26	-	7,683.36	18,090.92
Disposals	-	-	-	-	(0.12)	(84.92)	-	-	-	-	(85.04)	(7,239.39)
Gross Carrying Amount as at April 1, 2019	1,15,689.64	29,603.64	13,861.86	1,232.88	1,209.79	16,621.76	731.71	25,566.50	176.18	1,479.07	2,06,173.03	12,154.33
Accumulated depreciation as at April 1, 2017	-	873.79	1,897.36	164.59	817.43	2,916.74	282.13	2,731.37	0.07	-	9,683.48	-
Depreciation charge during the year	-	229.17	368.89	93.44	82.53	665.12	81.45	734.03	1.03	12.97	2,268.63	-
Accumulated depreciation on deletions	-	-	(6.39)	-	-	(361.63)	(0.24)	-	(0.42)	-	(368.68)	-
Accumulated depreciation as at April 1, 2018	-	1,102.96	2,259.86	258.03	899.96	3,220.23	363.34	3,465.40	0.68	12.97	11,583.43	-
Depreciation charge during the year	-	768.51	617.76	119.99	89.62	696.00	96.66	1,375.10	16.54	147.91	3,928.09	-
Accumulated depreciation on deletions	-	-	-	-	(0.06)	(36.31)	-	-	-	-	(36.37)	-
Accumulated depreciation as at April 1, 2019	-	1,871.47	2,877.62	378.02	989.52	3,879.92	460.00	4,840.50	17.22	160.88	15,475.15	-
Net carrying amount as at March 31, 2019	1,15,689.64	27,732.17	10,984.24	854.86	220.27	12,741.84	271.71	20,726.00	158.96	1,318.19	1,90,697.88	12,154.33
Net carrying amount as at March 31, 2018	1,13,462.18	28,500.68	9,990.72	936.36	245.11	9,796.17	320.62	22,101.10	172.24	1,466.10	1,86,991.28	1,302.80
Net carrying amount as at March 31, 2017	81,259.18	10,137.55	4,504.37	768.82	124.76	9,568.51	304.26	12,685.26	6.62	-	1,19,359.33	52,465.99

Capitalised Borrowing Costs

The amount of borrowing costs capitalised during the year ended March 31, 2019 was ₹ 358.39 lakhs (March 31, 2018: ₹ 3,062.60 lakhs) which is related to various assets at Inland container depot situated at Vapi. The rate used to determine the amount of borrowing costs eligible for capitalisation was 11.10% to 13.73% which is the effective interest rate of the specific borrowing.

Asset under construction

Capital Work-in Progress as at March 31, 2019 comprises expenditure for expansion of company's projects.

Property, Plant and Equipment's pledged/ mortgaged as security

- Property, Plant and Equipment having a gross block value of ₹ 62,972.47 lakhs (March 31, 2018 : ₹ 56,744.21 lakhs) are pledged as security for availing loans are subject to first charge/ collateral to secure those loans taken by the Company.
- Gross carrying amount of Land and Land Development includes certain land and land development having gross block value of ₹ Nil (March 31, 2018: ₹ 1,017.05 lakhs) situated at different locations, which are in the name of the Directors of the Company and are yet to be transferred in the name of the Company.
- Gross carrying amount of Motor Vehicles includes certain Motor Vehicles having gross block value of ₹ Nil (March 31, 2018: ₹ 163.07 lakhs) which are in the name of the Directors of the Company and are yet to be transferred in the name of the Company.
- The Gross carrying amount of any fully depreciated property, plant and equipment is ₹ 1135.85 lakhs (March 31, 2018: ₹ 1014.18 lakhs) that is still in use.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 4 : Investment Property

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Gross Carrying Amount		
Opening gross carrying amount	4,916.12	4,554.92
Additions	-	361.20
Closing gross carrying amount	4,916.12	4,916.12
Accumulated Depreciation		
Opening accumulated depreciation	-	-
Depreciation charge for the year	-	-
Closing accumulated depreciation	-	-
Net carrying amount	4,916.12	4,916.12

Notes:

- a) The Investment Property consist of Land and Land Developments.
- b) The Board of Directors had decided in their meeting held on November 25, 2016 for development of Residential Township on approximately 45 acres of land of the Company situated at Narpoli and Dahivali in Panvel, District Raigarh, Maharashtra, located in close proximity to the other residential projects.
- c) Amounts recognised in the statement of profit and loss for the above investment properties is ₹ Nil during the financial years ended March 31, 2019 and March 31, 2018.

d) Disclosure for Fair Value

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Investment Property	11,779.06	11,779.06

e) Description of valuation techniques used and key inputs to valuation on investment properties

As at March 31, 2019 and March 31, 2018, the fair values of the properties are ₹ 11,779.06 lakhs and ₹ 11,779.06 lakhs respectively. These valuations are based on valuations performed by Ramachandra & Associates, an accredited independent valuer. Ramachandra & Associates is a specialist in valuing these types of investment properties.

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Note 5 : Intangible Assets

Particulars	(₹ in lakhs)	
	Software	Intangible assets under development
As at March 31, 2017	41.14	128.96
Additions	144.95	-
Disposals	-	(128.96)
As at March 31, 2018	186.09	-
Additions	131.30	-
Disposals	-	-
As at March 31, 2019	317.39	-
Accumulated amortisation and impairment		
As at March 31, 2017	16.42	-
Amortisation charge during the year	25.05	-
Disposals	-	-
As at March 31, 2018	41.47	-
Amortisation charge during the year	73.17	-
Disposals	-	-
As at March 31, 2019	114.64	-
Net carrying amount as at March 31, 2019	202.75	-
Net carrying amount as at March 31, 2018	144.62	-
Net carrying amount as at March 31, 2017	24.72	128.96

Note:

Intangible assets in case of computer software are amortised on straight-line basis over a period of 3 years, based on management's estimate. The amortisation period and the amortisation method are reviewed at the end of each financial year.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 6 : Non-Current Financial Assets - Others

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Carried at amortised cost		
Security Deposits	515.70	509.48
VAT and CST Deposit	1.15	1.15
Fixed Deposits with Banks with a maturity period more than 12 months [under lien against bank guarantee and loans from banks]	93.12	96.27
Total	609.97	606.90

Note 7 : Income Tax Assets (Net)

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Income Tax assets	7,772.09	6,805.28
Less: Provision for Tax	(7,510.05)	(6,520.00)
Total	262.04	285.28

Note 8 : Deferred Tax Assets (Net)

The major components of deferred tax (Liabilities) / Assets as recognized in the financial statements are as follows:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Deferred Tax (Liabilities) / Assets arising on account of timing differences in:		
Property, Plant and Equipment including Intangible Assets - Depreciation	(7,200.22)	(5,890.36)
Gratuity & Leave Entitlement	241.40	190.71
Leave Entitlement	-	-
Financial Instruments - Borrowings	143.35	20.08
Allowances for credit losses - Trade Receivables	11.31	1.63
Unused tax credits - MAT Credit Entitlement	12,002.86	11,438.96
Others	464.25	-
Deferred Tax Assets (net)	5,662.94	5,761.02

Movement in Deferred Tax (Liabilities) / Assets (₹ in lakhs)

Particular	Depreciation	Gratuity & Leave Entitlement	Borrowings	Unused tax credits	Others (Including Allowance for credit losses)	Total
As at March 31, 2017	(4,573.74)	160.34	186.09	9,912.03	9.58	5,694.30
Charged/ (Credited):						
To Profit or Loss	(1,316.62)	23.66	(166.01)	1,526.93	(7.95)	60.01
To Other Comprehensive Income	-	6.71	-	-	-	6.71
As at March 31, 2018	(5,890.36)	190.71	20.08	11,438.96	1.63	5,761.02
Charged/ (Credited):						
To Profit or Loss	(1,309.86)	47.54	123.27	563.90	473.92	(101.23)
To Other Comprehensive Income	-	3.15	-	-	-	3.15
As at March 31, 2019	(7,200.22)	241.40	143.35	12,002.86	475.55	5,662.94

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Note 9 : Other Non-Current Assets

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Capital Advances	692.62	748.73
Prepaid Expenses	250.15	180.54
Total	942.77	929.27

Note 10 : Inventories

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Stock of Spare Parts and Consumables	934.26	703.73
Total	934.26	703.73

Note : Basis of valuation of Inventories

Inventories are valued at lower of cost or net realisable value on FIFO basis which is in accordance with Ind AS-2.

Note 11 : Current Financial Assets - Trade Receivables

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	6,946.83	5,136.91
Trade Receivables which have significant increase in Credit Risk	25.33	30.04
Less : Allowance for credit losses	(25.33)	(30.04)
Trade Receivables - credit impaired	-	-
Total	6,946.83	5,136.91

Trade Receivables are non - interest bearing and terms are generally from 45 to 90 days.

Note 12 : Current Financial Assets - Cash and Cash Equivalents

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Bank Balances		
- In current accounts	323.07	664.47
- In fixed deposits with maturity of less than 3 months [under lien against bank guarantee and loan arrangements]	279.96	276.50
Cash on Hand	16.62	18.33
Total	619.65	959.30

Note 13 : Current Financial Assets - Other Bank Balances

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Balance in IPO Application Money Refund Account	1.91	1.77
Fixed Deposits with maturity period of more than 3 months but less than 12 months [under lien against bank guarantee and loan arrangements]	429.54	895.54
Total	431.45	897.31

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 14 : Current Financial Assets - Loans

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Advances to Employees	64.15	89.33
Total	64.15	89.33

Note 15 : Current Financial Assets - Others

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Security Deposits	385.59	371.23
Foreign currency forward and options contracts (Financial assets carried at fair value through Profit or Loss)	-	201.35
Others	57.24	47.65
Total	442.83	620.23

Note 16 : Current Tax Assets (Net)

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Provision for Income Tax	(1,490.00)	-
Less: Income Tax Assets	1,498.24	-
Total	8.24	-

Note 17 : Other Current Assets

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Accrued Income	3,343.91	3,247.83
Advances other than capital advances:		
- Advance payment to vendors	767.55	1,038.63
Balance with government authorities:		
- Service Tax	8.61	0.80
- Goods & Service Tax	-	406.48
Prepaid expenses	314.70	376.84
Total	4,434.77	5,070.58

Note 18 : Equity Share Capital

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Authorised Capital		
21,50,00,000 (March 31, 2018: 21,50,00,000) Equity Shares of ₹ 10 each	21,500.00	21,500.00
50,00,000 (March 31, 2018 : 50,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each	500.00	500.00
6,00,000 (March 31, 2018 : 6,00,000) 6% Cumulative Redeemable Preference Shares of ₹ 100 each	600.00	600.00
	22,600.00	22,600.00
Issued, Subscribed and Paid up Capital		
15,05,19,181 (March 31, 2018:15,05,19,181) Equity Shares of ₹ 10 each fully paid up	15,051.92	15,051.92
Total	15,051.92	15,051.92

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

(a) Terms / rights attached to:

Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their share holding.

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

Equity Shares:

Particulars	Year Ended March 31, 2019		Year Ended March 31, 2018	
	Number of shares (in lakhs)	Amount (₹ in lakhs)	Number of shares (in lakhs)	Amount (₹ in lakhs)
Balance as at the Beginning of the year	1,505.19	15,051.92	1,426.08	14,260.80
Add: Shares issued in Qualified Institutional Placement (QIP)	-	-	79.11	791.12
Balance as at the end of the year	1,505.19	15,051.92	1,505.19	15,051.92

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Equity Shares

Shares held by	As at March 31, 2019		As at March 31, 2018	
	Number of Shares (in lakhs)	%	Number of Shares (in lakhs)	%
Mr. Shantilal Mehta	450.75	29.95%	450.75	29.95%
Mr. Nemichand Mehta	289.00	19.20%	289.00	19.20%
Mrs. Shailaja Mehta	183.65	12.20%	183.65	12.20%
Sidhartha Corporation Private Limited	92.48	6.14%	92.48	6.14%
Reliance Capital Trustee Co. Ltd. - A/c Reliance Small Cap Fund	98.39	6.54%	67.84	4.51%

(d) Pursuant to approval of the shareholders of the Company accorded in the Annual General Meeting of the Company held on August 24, 2017, the Board of Directors, on November 01, 2017, had issued and allotted 79,11,158 Equity Shares of ₹ 10 each of the Company at an issue price of ₹ 183/- per Equity Share (including premium of ₹ 173/- per Equity Share) to Qualified Institutional Buyers pursuant to the Qualified Institutions Placement under Chapter VIII of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Section 42 of the Companies Act, 2013 and other applicable provisions and rules made thereunder. The gross proceeds of QIP issue ₹ 14,477.42 lakhs had been utilised for the objects stated in the Placement Document dated October 30, 2017 and there has been no deviation in the use of QIP proceeds from the objects stated therein.

(e) Shares allotted as fully paid up equity shares as bonus issue (during 5 years immediately preceding March 31, 2019):

91,420,665 Equity Shares of ₹ 10 each fully paid up were issued as bonus shares on March 3, 2015 in the ratio of five fully paid up equity share for every equity share held on March 2, 2015, being the record date through capitalisation of surplus from the Statement of Profit and Loss.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 19 : Other Equity

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Capital Reserve on Amalgamation	4,896.50	4,896.50
Capital Redemption Reserve	1,221.89	1,030.22
Securities Premium	91,271.20	91,271.20
Capital Contribution by Shareholders	8,216.74	8,216.74
Retained Earnings	54,757.49	49,661.37
Total	1,60,363.82	1,55,076.03

(i) Capital Reserve on Amalgamation:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Balance as at the beginning of the year	4,896.50	4,896.50
Add : Additions during the year	-	-
Balance as at the end of the year	4,896.50	4,896.50

Note:

Capital Reserve on Amalgamation is created as per the Scheme of Amalgamation between erstwhile Preeti Logistics Limited with the Company approved by the Hon'ble High Court Judicature at Bombay on February 11, 2010.

(ii) Capital Redemption Reserve:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Balance as at the beginning of the year	1,030.22	838.55
Add : Additions during the year	191.67	191.67
Balance as at the end of the year	1,221.89	1,030.22

Note:

The Company has issued redeemable non-convertible Preference Share. Accordingly, the Companies (Share Capital and Debentures) Rules, 2014 (as amended), require the Company to create CRR out of profits of the Company available for payment of dividend. CRR is required to be created for an amount which is equal to 100% of the amount to be redeemed of Preference Shares issued at the time of maturity. The CRR is required to be created over the life of Preference Share, the Company has created CRR out of retained earnings for an proportionate amount (March 31, 2019: 53.13% and March 31, 2018: 44.8%).

(iii) Securities Premium :

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Balance as at the beginning of the year	91,271.20	78,126.02
Add : Received on issue of shares in QIP during the year (Refer Note 48)	-	13,686.30
Less: Amount utilised for share issue expenses (Refer Note 48)	-	(541.12)
Balance as at the end of the year	91,271.20	91,271.20

Note:

Securities premium is used to record the premium on issue of shares. The amount is to be utilised in accordance with the provisions of the Act.

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

(iv) Capital Contribution by Shareholders:

Particulars	₹ in lakhs	
	As at March 31, 2019	As at March 31, 2018
Balance as at the beginning of the year	8,216.74	8,216.74
Add: Contribution during the year	-	-
Balance as at the end of the year	8,216.74	8,216.74

(v) Retained Earnings:

Particulars	₹ in lakhs	
	As at March 31, 2019	As at March 31, 2018
Balance as at the beginning of the year	49,661.37	39,748.78
Add: Profit for the year	5,281.93	10,091.77
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings		
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	5.86	12.49
Less: Transfer to Capital Redemption Reserve	(191.67)	(191.67)
Balance as at the end of the year	54,757.49	49,661.37

Note 20 : Non-Current Financial Liabilities - Borrowings

Particulars	₹ in lakhs	
	As at March 31, 2019	As at March 31, 2018
Secured Term Loans* (Refer Note (a) below)		
Rupee Term Loans from Banks	27,885.04	8,936.78
Foreign Currency Term Loans from Banks	-	16,173.29
Rupee Term Loans from Others	767.10	-
Unsecured Loans (Refer Note (b) below)		
Loans from Related Parties	7,389.65	6,565.61
Preference Share (Unsecured) (Refer Note (c) below)		
23,00,000 (March 31, 2018: 23,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up	1,182.61	1,050.74
99,790 (March 31, 2018: 99,790) 6% Cumulative Redeemable Preference shares of ₹ 100 each fully paid up	131.63	123.23
Total Non-Current Borrowings	37,356.03	32,849.65

* Net of Current maturities of long-term debts and Interest accrued, which are included in Note 24.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Notes:

(a) Nature of security and terms of repayment for Secured Borrowings :

Nature of Security	Terms of Repayment
Rupee Equipment/Auto Loans from Axis Bank amounting to ₹ 841.66 lakhs (March 31, 2018: ₹ 24.76 lakhs) secured by the equipments/vehicles purchased from the loan proceedings.	Repayable in 47-60 monthly instalments, Effective Rate of interest ranging from 8.35% - 8.81% p.a.
Rupee Commercial Vehicle Loans from HDFC Bank amounting to ₹ 3,577.72 lakhs (March 31, 2018: ₹ 2,813.83 lakhs) secured by the vehicles purchased from the loan proceedings.	Repayable in 46-58 monthly instalments, Effective Rate of interest ranging from 8.75%- 8.95% p.a.
Rupee Commercial Vehicle Loans from ICICI Bank amounting to ₹ 803.46 lakhs (March 31, 2018: Nil) secured by the vehicles purchased from the loan proceedings.	Repayable in 35 - 47 monthly instalments (in case of commercial vehicle loans), Effective Rate of interest ranging from 8.82% - 9.96% p.a.
Rupee Term Loan from ICICI Bank amounting to ₹ 641.78 lakhs (March 31, 2018: Nil) secured by - a) First charge/ hypothecation on unencumbered vehicles/ Equipment/ Other Movable/any other moveable or immovable assets valuing not less than 1 times of loan value (in case of lower value of TL, security cover to be proportionate) b) Unconditional and irrevocable personal guarantees of: i) Mr. Nemichand. J. Mehta -Class II ii) Mr. Shantilal. J. Mehta. -Class II	Repayable in 60 monthly installments (in case of term loan), Effective Rate of interest for Rupee term loan is 8.04% p.a.
Rupee Commercial Loan from Kotak Mahindra Bank amounting to ₹ 2,320.93 lakhs (March 31, 2018: ₹ 1,633.62 lakhs) secured by some of the commercial vehicles of the borrower and Office No 401, 410, 1301, 1302, 1305, 1310, 1402, 1404, 1407, 1409, Goodwill Infinity, Plot E/3A, Sector 12, Kharghar, Navi Mumbai.	Repayable in 11-58 monthly instalments, Effective rate of interest ranging from 8.53% - 12.13% p.a.
Rupee Term Loan from Kotak Mahindra Bank Limited amounting to ₹ 926.30 lakhs (March 31, 2018: Nil) secured by equitable/registered Mortgage over following properties- 1. Office numbers 1408, 1409 on 14th floor of the building known as Goodwill Infinity on the land bearing Plot No. E/3A at Sector 12, Kharghar, Navi Mumbai - 410210. 2. Office numbers 401, 402, 403, 404, 405, 406, 407, 408, 409, 410 on 4th floor of the building known as Goodwill Infinity on the land bearing Plot No. E/3A at Sector 12, Kharghar, Navi Mumbai - 410210. 3. Office numbers 1305 on 13th floor of the building known as Goodwill Infinity on the land bearing Plot No. E/3A at Sector 12, Kharghar, Navi Mumbai - 410210.	Repayable in 72 monthly instalments , Effective rate of interest is 9.10%
Rupee Equipment/Commercial Vehicle, Auto Loans from Yes Bank amounting to ₹ 3,753.69 lakhs (March 31, 2018: ₹ 3,221.66 lakhs) secured by the vehicles purchased from the loan proceedings and co-borrowers are Mr. Shantilal Mehta and Mr. Nemichand Mehta, directors of the Company.	Repayable in 35-60 instalments, Effective rate of interest 8.04% - 10.33%p.a.
Rupee Commercial Vehicle Loans from IDFC Bank amounting to ₹ 5.17 lakhs (March 31, 2018: ₹ 960.82 lakhs) secured by the vehicles purchased from the loan proceedings.	Repayable in 35 instalments, Effective rate of interest 8.88%.

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for the year ended March 31, 2019

<p>Rupee Term Loans from Union Bank of India amounting to ₹ 2,712.25 lakhs (March 31, 2018: ₹ 3,194.96 lakhs).</p>	<p>Repayable in 87 monthly instalments, Effective Rate of Interest is between 9.17% - 11.55% p.a.</p>
<p>Rupee Term Loans (Consortium Loan Facility) from State Bank of India amounting to ₹ 19,850.23 lakhs (March 31, 2018: ₹ 18,276.93 lakhs)</p> <p>Secured by pari passu first charge over:</p> <ul style="list-style-type: none"> - Land situated at Moje- Tumb, Revenue S No. 44/1, Taluka Umbergaon, Valsad Dist admeasuring 60 acres, owned by company. - All the movable and immovable properties and assets pertaining to the project, present and future. - A first charge on all the Current Assets and non-current assets of the borrower, borrower's tangible or intangible assets related to the project including but not limited to book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, both present and future and goodwill, uncalled capital, both present and future. - A first charge on all the bank accounts of the borrower related to the project including but not limited to the Trust & Retention Account and all its Retention Accounts and each of the other accounts required to be created by the borrower under any financing documents or project documents or other contract, including a charge on all the moneys, receivable in such accounts. - Undertaking from all the promoters that the combined promoter shareholding shall not go below 51%. - Personal Guarantee of Mr. Shantilal J Mehta, Mr. Nemichand J Mehta, Mr. Kunthukumar S Mehta, Mr. Jayesh N Mehta, Mrs. Shailaja Nemichand Mehta, Mrs. Kamal Bai Shantilal Mehta, Mrs. Seema Kunthukumar Mehta and Mrs. Pratiksha J Mehta. 	
<p>Rupee Commercial Vehicle Loans from Axis Bank, amounting to ₹ 9.04 lakhs (March 31, 2018: ₹ 17.98 lakhs) secured by the vehicles purchased from the loan proceedings.</p>	<p>Repayable in 59 monthly instalments, Effective Rate of Interest is between 10.26% p.a.</p>
<p>Rupee Equipment Loans from HDFC Bank, amounting to ₹ 18.09 lakhs (March 31, 2018: ₹ 35.71 lakhs) secured by the equipment purchased from the loan proceedings.</p>	<p>Repayable in 59 monthly instalments, Effective Rate of Interest is between 10.38% to 10.69% p.a.</p>
<p>Rupee Equipment Loan from Tata Capital Financial Services Limited amounting to ₹ 895.92 lakhs (March 31, 2018: Nil) secured by the vehicles purchased from the loan proceedings.</p>	<p>Repayable in 45-47 monthly instalments, Effective Rate of interest is between 8.65%-9.65%p.a.</p>
<p>Rupee Commercial Vehicle Loan from Tata Motors Finance Limited amounting to ₹ 231.33 lakhs (March 31, 2018: Nil) secured by the vehicles purchased from the loan proceedings.</p>	<p>Repayable in 36 monthly instalments, Effective Rate of interest is 9.24%</p>
<p>Rupee Equipment/Commercial Vehicle Loans from Tata Capital Financial Services Limited, amounting to Nil (March 31, 2018: ₹ 2.81 lakhs) secured by the equipment purchased from the loan proceedings and Personal Guarantee of Mr. Kunthukumar Mehta.</p>	<p>Repayable in 47 monthly instalments, Effective Rate of Interest is between 12.17% - 12.41% p.a.</p>

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

(b) Details and terms of repayment for Unsecured Borrowings :

Particulars	Terms of Repayment
Loans from Related Parties amounting to ₹ 7,389.64 lakhs (March 31, 2018: ₹ 6,565.61 lakhs)	Repayable on demand after March 31, 2017 or any such date on which condition attached with existing loans of current ratio under financing arrangement(s) under which the unsecured loans were provided by the Payees' are satisfied, whichever date shall fall later. The effective interest rate used for these loans is 12.00% p.a. however these loans are interest free.

(c) Nature of security and terms of repayment for Preference Share :

0% Cumulative Redeemable Preference Shares: The Company has one class of preference shares having a par value of ₹ 10 per share. They have been issued for a period of 12 years and are redeemable thereafter. These shares do not carry any dividend. In the event of liquidation, the preference shareholders are eligible to receive repayment of the capital. They do not have any rights to participate in the profits or assets of the Company. The effective interest rate used for these shares are 12.00% p.a.

6% Cumulative Redeemable Preference Shares

The Company has one class of preference shares having a par value of ₹ 100 per share and the same would be redeemed at the end of 10 years from the date of allotment. In the event of liquidation, the preference shareholders are eligible to receive repayment of the capital along with the dividend. They do not have any rights to participate in the profits or assets of the Company. Also the Company has call option to redeem the preference shares at any time after the end of one year from the date of allotment. The effective interest rate used for these shares are 12.00% p.a.

Shares allotted as fully paid up 6% Cumulative Redeemable Preference shares pursuant to the 'Scheme of Amalgamation (during 5 years immediately preceding March 31, 2018):

99,790 6% Cumulative Redeemable Preference shares of ₹ 100 each fully paid up were issued to the erstwhile shareholders of Navkar Terminals Limited pursuant to the 'Scheme of Amalgamation' between the Company, Navkar Terminals Limited and their respective shareholders without payment being received in cash.

Note 21 : Non-Current Provisions

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Provision for Employee Benefits:		
Provision for Gratuity (Refer Note 46)	532.27	434.74
Provision for Leave Obligation (Refer Note 46)	104.71	59.51
Total	636.98	494.25

Note 22 : Current Financial Liabilities - Borrowings

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Secured Loans (Repayable on demand)		
Working Capital Loans from Banks (Refer Note below)	4,307.58	1,500.55
Total	4,307.58	1,500.55

Note:

(a) The facility being provided by Kotak Mahindra Bank amounting to ₹ 1,366.42 lakhs (March 31, 2018 : ₹ 1,500.55 lakhs) is secured against the following charge over various assets of the Company :

1. Primary : Hypothecation charge on the entire current assets of the Company, both present & future.
2. Collateral :

Office number 1303, 1304 on 13th floor of the building known as Goodwill Infinity on the land bearing plot no. E/3A sector 12, Kharghar, Navi Mumbai.

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Exclusive charge on the below mentioned assets :

- 1) Kalmar bearing registration number MH 46 B1411 (Model no. DRF 450 65S5)
 - 2) Kalmar bearing registration number NL 02 L0425 (Model no. DRF 450 65S5)
 - 3) Kalmar bearing registration number NL 02 L0424 (Model no. DRF 450 65S5)
 - 4) Kalmar bearing registration number MH 46 B1546 (Model no. DRF 450 65S5)
 - 5) Kalmar bearing registration number MH 46 B1548 (Model no. DRF 450 65S5)
 - 6) kalmar bearing registration number MH 46 B1549 (Model no. DRF 450 65S5)
3. An undated cheque issued in the favour of bank of facility amount.
4. Personal Guarantee of Mr. Shantilal J Mehta.
- (b) The facility being provided by State Bank of India amounting to ₹ 1932.95 lakhs (March 31, 2018 : ₹ 344.10 lakhs) is secured against the following charge created over various assets of the company :
1. Primary: Hypothecation & first charge on entire current assets of the company, present and future, including documents of titles to goods and other assets such as outstanding monies, receivables, claims, bills, invoices, documents, contracts engagements, securities, investments and rights, hypothecation of stock & receivables.
 2. Collateral Security:
 First charge on all that piece and parcel of land with warehousing building at Container Freight Station, Yard I and II located at survey No. 137, Hissa No.1A1 admeasuring about 4-19-25 HRP i.e. equivalent to 41925 sq. mtrs. (currently known as Survey No. 138/1 as per revenue records of KGP admeasuring area 4-19-25 HRP out of total area 13-23-75 HRP), lying, being and situated at village Ajiwali, Taluka Panvel, District Raigad within the limit of Raigad Zilla Parishad and Panchayat Samittee Panvel, District Raigad and in the limits of M.M.R.D.A., in the registration and in the limits of Sub-Registrar of Assurances Panvel together with building/structures thereon and all plant and machinery attached to earth or permanently fastened to anything attached to earth, both present and future as follows :
 Survey Nos 137/1A1, Area in H-R-P 4-19-25, Area in Sq.mts 41925.
 - Personal Guarantee Mr. Shantilal J Mehta, Mr. Nemichand J Mehta, Mr. Kunthukumar S Mehta, Mr. Jayesh N Mehta, Mrs. Shailaja Nemichand Mehta, Mrs. Kamal Bai Shantilal Mehta, Mrs. Seema Kunthukumar Mehta and Mrs. Pratiksha J Mehta.
- (c) Working Capital Loan from HDFC Bank amounting to ₹ 1,008.20 lakhs (March 31, 2018 : Nil) repayable on demand and secured by Personal Guarantee of Mr Shantilal J Mehta, Mr Nemichand J Mehta and Mrs Shailaja N Mehta.

Note 23 : Current Financial Liabilities - Trade Payables

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of micro enterprises and small enterprises	260.11	181.55
Total outstanding dues of creditors other than micro enterprise and small enterprises	1,595.94	1,957.84
Total	1,856.05	2,139.39

Note: Disclosure for micro and small enterprises:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;		
- Principal	214.55	176.22
- Interest due thereon	45.56	5.33
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

- Principal	245.11	237.22
- Interest	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	4.93
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year;	45.56	0.40
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	45.56	-

Note: The above information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note 24 : Current Financial Liabilities - Others

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Current Maturities of Long-Term Debt:		
Rupee Term Loans from Banks (Refer Note 20 above)	7,575.31	2,966.58
Foreign Currency Term Loans from Banks (Refer Note 20 above)	-	2,180.04
Rupee Term Loans from Others (Refer Note 20 above)	360.15	2.81
Liabilities for Acquisition of Property, Plant and Equipment	1,042.76	894.44
Application Money Refundable (Refer Note below)	1.91	1.77
Other Payables	40.10	25.23
Total	9,020.23	6,070.87

Note:

The Company is taking appropriate steps for refund of share application money received in Initial Public Offering in case of unallotted/partially allotted applications. The balance is kept in a separate bank account 'Share Application Money Refund Account' which is earmarked for specific purpose and not available for use by the Company.

Note 25 : Other Current Liabilities

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Statutory Dues Payable (Including Provident Fund, Tax Deducted at Source and other Indirect Taxes)	411.31	205.33
Employee related Liabilities	273.24	315.64
Total	684.55	520.97

Note 26 : Current Provisions

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Provision for Employee benefits:		
Provision for Gratuity (Refer Note 46)	44.02	43.88
Provision for Leave Obligation (Refer Note 46)	9.81	7.62
Total	53.83	51.50

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Note 27 : Current Tax Liabilities (Net)

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Provision for Income Tax	-	2,820.00
Less: Income Tax Assets	-	(2,160.45)
Total	-	659.55

The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2019 and March 31, 2018 is as follows:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Net current income tax asset/ (liability) at the beginning	(374.27)	158.77
Add : Current income tax expense	(1,490.00)	(2,820.00)
Less: Income tax paid (net of refund, if any)	2,134.58	2,286.96
Net current income tax asset/ (liability) at the end	270.31	(374.27)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2019 and March 31, 2018:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Accounting profit before tax from continuing operations	6,870.56	12,838.34
Tax at income tax at the rate of 34.944% (March 31, 2018: 34.608%)	2,400.85	4,443.10
Adjustments of tax effect of allowable and non-allowable income and expenses:		
Difference in Depreciation and Amortisation	(1,319.12)	(1,177.14)
Corporate Social Responsibility Expenditure	81.05	79.34
Provisions for Retirement Benefits	53.83	35.05
Premium on Forward Contract	-	42.55
Loss on Sale of Property, Plant and Equipment's	7.34	(19.28)
Additional Finance cost as calculated by using effective interest rate	496.45	159.32
Other Items	(6.09)	64.10
Deduction available as per section 80-G of the Income Tax Act, 1961	(42.13)	(21.47)
Deduction available as per section 80-IA of the Income Tax Act, 1961	(717.33)	(2,310.31)
Provision for Interest on Income Tax and Adjustments for Current Tax of Prior Periods	(25.06)	-
Deferred Tax Expenses for the year	658.85	1,451.32
Total tax expense	1,588.63	2,746.57

Note 28 : Revenue from Operations

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Sale of Products:		
- Auction Sales	469.22	264.20
Services Rendered:		
- Cargo Handling	44,617.69	38,270.34
- Transportation	2,789.07	3,645.93
Other Operating Revenue:		
- EDI Income	31.55	36.02
- MNR Receipts	350.85	600.87
Total	48,258.38	42,817.36

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 29 : Other Income

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Interest Income:		
- From Fixed Deposits with Banks	56.13	193.97
- Other	7.62	0.72
Miscellaneous Income	59.99	44.86
Profit on Sale of Property, Plant & Equipment	-	55.72
Total	123.74	295.27

Note 30 : Cost of Services

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Handling and Transportation Charges	7,522.73	9,423.17
Custom Bottle Seals	9.15	7.39
Electricity Expenses	380.42	327.45
Port Handling Charges	122.90	629.88
Diesel and Petrol Expenses	4,554.69	3,816.01
Repairs and Maintenance	3,367.39	1,387.34
Other Operational Expenses	402.90	304.81
Railway Expenses	7,134.37	2,206.11
Total	23,494.55	18,102.16

Note 31 : Employee Benefits Expenses

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Salaries, Wages and Bonus	3,097.27	2,977.93
Contributions to Provident and Other Funds (Refer Note 46)	182.98	184.97
Gratuity Expenses (Refer Note 46)	120.35	99.12
Leave Compensation Expenses	48.59	18.29
Staff Welfare Expenses	214.73	225.18
Total	3,663.92	3,505.49

Note 32 : Finance Costs

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Interest on Borrowings from Banks on Term Loans	3,020.26	537.01
Interest on Borrowings from Others on Term Loans	71.36	45.98
Interest on Borrowings from Banks on Short-Term Loans	186.37	212.86
Dividend on Redeemable Preference Share	140.27	125.30
Interest on Unsecured Loans	824.04	732.15
Interest on Others	77.15	33.02
Bank Charges and Commission	192.80	128.88
Total	4,512.25	1,815.20

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Note 33 : Depreciation and Amortisation Expenses

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Depreciation on tangible assets (Refer Note 3)	3,928.09	2,268.60
Amortisation of intangible assets (Refer Note 5)	73.17	25.05
Total	4,001.26	2,293.65

Note 34 : Other Expenses

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Advertisement Expenses	95.93	14.24
Repairs and Maintenance - Others	129.39	117.71
Information Technology Expenses	212.18	159.36
Security Expenses	2,210.82	1,734.27
Rates and Taxes	483.20	800.35
Printing and Stationery	61.90	47.52
Telephone and Internet Charges	22.52	32.97
Travelling Expenses	120.75	139.36
Sales Promotion Expenses	292.43	83.91
Insurance Expenses	290.92	194.36
Legal and Professional Fees	360.30	449.04
General and Office Expenses	56.00	47.49
Rent Expenses	8.18	4.30
Commission and Brokerage	7.41	0.05
Payment to Auditors:		
- Statutory Audit	20.00	20.00
- Tax Audit	5.00	5.00
- Other Services	4.75	10.00
- Reimbursement of Expenses	0.75	0.36
CSR Expenses (Refer Note 48)	231.95	229.26
Donation Expenses	246.74	126.28
Loss on Foreign Exchange Fluctuation (Net)	676.27	266.64
Loss on Sale of Property, Plant and Equipment	21.02	-
Expenses Incurred on Merger	-	0.01
Option/ Forward Derivatives Hedge Cost	201.35	6.09
Miscellaneous Expenses	77.52	59.64
Allowance for credit losses	2.32	9.58
Total	5,839.60	4,557.79

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 35 : Earnings Per Equity Share

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Net Profit attributable to Equity Shareholders (₹ in lakhs)	5,281.93	10,091.77
Weighted Average Number of Equity Shares (Nos. in lakhs)	1,505.19	1,458.81
Basic and Diluted Earnings Per Share (₹)	3.51	6.92
Face value per Share (₹)	10.00	10.00

Note 36 : Financial Assets at Amortised Cost Method

The carrying value of the following financial assets recognised at amortised cost:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Non-Current Financial Assets		
Others	609.97	606.90
Current Financial Assets		
Trade Receivables	6,946.83	5,136.91
Cash and Cash Equivalents	619.65	959.30
Other Bank Balances	431.45	897.31
Loans	66.85	89.33
Others	440.14	418.88
Total	9,114.89	8,108.63

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

Note 37 : Financial Liabilities at Amortised Cost Method

The carrying value of the following financial liabilities recognised at amortised cost:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Non-Current Financial Liabilities		
Borrowings	37,356.03	32,849.65
Current Financial Liabilities		
Borrowings	4,307.58	1,500.55
Trade Payables	-	-
Other Financial Liabilities	9,020.23	6,070.87
Total	50,683.84	40,421.07

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

Note 38 : Financial Assets at Fair Value Through Profit or Loss

The carrying value of the following financial assets recognised at fair value through profit or loss:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Current Financial Assets		
Foreign currency forward and options contracts	-	201.35
Total	-	201.35

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Note 39 : Financial Liabilities at Fair Value Through Profit or Loss

The carrying value of the following financial liabilities recognised at fair value through profit or loss:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Current Financial Liabilities		
Other Financial Liabilities	-	-
Total	-	-

Note 40 : Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations directly or indirectly. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost.	Ageing analysis and Credit ratings	Diversification of bank deposits and credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk - foreign exchange	Future commercial transactions. Recognised financial liabilities not denominated in Indian Rupee (₹)	Cash flow forecasting and Sensitivity analysis	Forward foreign exchange contracts and Foreign currency options
Market Risk - interest rate	Long-Term borrowings at variable rates	Sensitivity analysis	Interest rate swaps

Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. The Company is in the business of CFS activities. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made generally in the fixed deposits. The investment limits are set to minimise the concentration of risks and therefore mitigate financial loss to make payments for vendors.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2019 and March 31, 2018 is the carrying amounts as stated in balance sheet. The Company's maximum exposure relating to financial derivative instruments is noted in the liquidity table below.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Liquidity Risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, preference shares and unsecured loans. The Company has access to a sufficient variety of sources of funding which can be rolled over with existing lenders. The Company believes that the working capital is sufficient to meet its current requirements.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2019, March 31, 2018:

Particulars	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2019					
Secured Loans	1,915.78	10,327.27	28,539.41	112.73	40,895.19
Unsecured Loans	-	-	7,389.64	-	7,389.64
Preference Share	2.10	25.56	1.78	1,284.80	1,314.24
Trade Payables	1,856.05	-	-	-	1,856.05
Liabilities for acquisition of property, plant and equipment	1,042.76	-	-	-	1,042.76
Others	2.97	39.50	-	-	42.47

Particulars	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2018					
Secured Loans	1,203.14	5,446.52	23,230.39	1,880.00	31,760.05
Unsecured Loans	-	-	6,565.61	-	6,565.61
Preference Share	2.07	18.53	0.61	1,152.77	1,173.98
Trade Payables	2,139.39	-	-	-	2,139.39
Liabilities for acquisition of property, plant and equipment	894.44	-	-	-	894.44
Others	1.77	25.23	-	-	27.00

Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company's policy is to keep balance between its borrowings at fixed rates of interest. To manage this, the Company enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

The exposure of the Company to interest rate changes at the end of the reporting period are as under:

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Variable Rate Borrowing	28,697.77	21,967.63
Fixed Rate Borrowing	12,197.42	9,792.42
Total	40,895.19	31,760.05

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Particulars	(₹ in lakhs)	
	Increase/ Decrease in basis points	Effect on Profit before Tax
March 31, 2019	+ 1%	(218.92)
	- 1%	218.92
March 31, 2018	+ 1%	(86.63)
	- 1%	86.63

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the borrowings converted in the foreign currency and purchase of stores and spares from out of the India. The Company manages its foreign currency risk by hedging repayment of principals that are expected to be paid within the period of loan. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. The Company hedges its exposure to fluctuations on the translation into ₹ of its foreign payables in foreign currencies and by using foreign currency option and forward contracts.

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	(₹ in lakhs)	
	Change in Foreign Exchange Rate	Effect on Profit before Tax
March 31, 2019	+ 5%	(10.41)
	- 5%	10.41
March 31, 2018	+ 5%	(2.07)
	- 5%	2.07

Note 41 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
A) Net Debt		
Borrowings (Current and Non-Current)	49,599.07	39,499.63
Cash and cash equivalents	(619.65)	(959.30)
Net Debt (A)	48,979.42	38,540.33
B) Equity		
Equity share capital	15,051.92	15,051.92
Other Equity	1,60,363.82	1,55,076.03
Total Equity(B)	1,75,415.74	1,70,127.95
Gearing Ratio (Net Debt / Capital) i.e. (A / B)	27.92%	22.65%

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 42 : Contingent Liabilities not Provided for

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Disputed Liabilities in respect of Service Tax	468.96	225.98
Claims against the Company not acknowledged as debts in respect of Labour laws	37.96	3.48
Total	506.92	229.46

(b) State Bank of India has given guarantee amounting to ₹ 1,662.43 lakhs (March 31, 2018: ₹ 3,671.83 lakhs) on behalf of the Company as required by the Custom Authority in favour of the President of India.

(c) In its ruling dated February 28, 2019, the Supreme Court has delivered a judgement on Provident Fund (PF) on the inclusion of allowances for the purpose of PF Contribution. There are various interpretative issues for applicability of this judgement. The Company is evaluating these interpretative issues and its impact and accordingly, the Company has not provided for any such liability.

Note 43 : Capital and Other Commitments

(a) Capital Commitments

Particulars	(₹ in lakhs)	
	As at March 31, 2019	As at March 31, 2018
Estimated value of Contracts in respect of Property, Plants and Equipments remaining to be executed (net of capital advances)	525.04	734.19
Total	525.04	734.19

Note 44 : Segment Information

Information about Primary Business Segment

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. The Company is engaged in Container Freight Station (CFS) and Inland Container Depot (ICD) Operations and related activities during the year, consequently the Company does not have separate reportable business segment for the year ended March 31, 2019.

Information about Secondary Geographical Segment

The Company is engaged in providing services to customers located in India, consequently the Company does not have separate reportable geographical segment for the year ended March 31, 2019.

Note 45 : Merger of Subsidiary Company in previous year

The Board of Directors in their meeting held on March 30, 2017 approved the Scheme of Amalgamation of erstwhile Navkar Terminals Limited ('NTL') with the Company ('the Scheme'). The Company held 50,000 equity shares fully paid up in NTL, representing 100% of the total paid up equity share capital of NTL, which shall stand extinguished upon the Scheme becoming effective. The Scheme had been approved by the shareholders of both the companies and other regulatory authorities as prescribed in the law. The scheme was approved by the NCLT by its order dated March 28, 2018.

Pursuant to the Scheme, all assets and liabilities of the Transferor Company has been transferred to and vested in the Transferee Company on the appointed date (i.e. March 1, 2016) at their book values. The Transferee Company has issued one fully paid up 6% Cumulative Redeemable Preference Shares of ₹ 100 each for every Preference Shares of ₹ 100 each held in the Transferor Company pursuant to the Scheme. As per the NCLT order, this amalgamation is in nature of merger and the accounting treatment is to be given using the 'Pooling of Interest Method of Accounting'. The details of assets and liabilities transferred by the Transferor Company as a result of amalgamation are as under:

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

Particulars	Amount ₹	Amount ₹
Assets		
Fixed Assets	4,843,027,901	
Deferred Tax Assets	848,968	
Long Term Loans and Advances	77,494,760	
Other Non-Current Assets	62,021,609	
Current Assets	27,296,734	
		5,010,689,972
Less: Liabilities		
Long -Term Borrowings	2,227,469,885	
Trade Payables	345,348,298	
Other Current Liabilities	50,210,170	
		2,623,028,353
		2,387,661,619
Represented by in the books of Transferee Company		
Extinguishment of Investments by the Transferee Company		500,000
Preference Share Capital issued by the Transferee Company		9,979,000
Securities Premium Account		2,155,500,000
Capital Reserve		229,521,000
Surplus/ (Deficit) in the Statement of Profit and Loss		(7,838,381)
		2,387,661,619

Accordingly, the Company has given effect in the financial statements with effect from March 1, 2016, being the Appointed Date, as provided in the Scheme.

Note 46 : Employee Benefits

The Company has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

- Employers' Contribution to Provident Fund and Employee's Pension Scheme
- Employers' Contribution to Employee's State Insurance

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss:

Particulars	Year ended March 31, 2019 (₹ in lakhs)	Year ended March 31, 2018 (₹ in lakhs)
Employers' Contribution to Provident Fund and Employee's Pension Scheme	146.27	142.49
Employers' Contribution to Employee's State Insurance	36.71	42.47
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 31)	182.98	184.96

II. Defined Benefit Plan

Gratuity Fund

a. Major Assumptions

	(% p.a.)	(% p.a.)
Discount Rate	7.45%	7.40%
Salary Escalation Rate @	8.00%	8.00%
@ The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
Employee Turnover	6.50%	6.5% to 13.16%

b. Change in Present Value of Obligation

	(₹ in lakhs)	(₹ in lakhs)
Present Value of Obligation as at the beginning of the year	488.82	412.12
Current Service Cost	73.96	64.34
Interest Cost	36.18	27.12
Past service cost (non vested benefits)	-	0.21
Past service cost (vested benefits)	-	5.67
Benefits paid	(13.67)	(13.41)
Remeasurements - Actuarial (Gain)/ Loss on Obligations	(9.00)	(7.22)
Present Value of Obligation as at the end of the year	576.29	488.82

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

c. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets	(₹ in lakhs)	(₹ in lakhs)
Present Value of Obligation	576.29	488.82
Fair Value of Plan Assets	-	-
Funded Status	(576.29)	(488.82)
Present Value of Unfunded Obligation	576.29	488.82
Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 21 and 26)	576.29	488.82
d. Expenses Recognised in the Statement of Profit and Loss	(₹ in lakhs)	(₹ in lakhs)
Current Service Cost	73.96	64.34
Interest Cost	36.18	27.12
Total expenses recognised in the Statement of Profit and Loss	110.14	91.46
e. Expense Recognised in the Statement of Other Comprehensive Income	(₹ in lakhs)	(₹ in lakhs)
Remeasurements of the net defined benefit liability		
Actuarial (gains) / losses obligation	(13.67)	(7.22)
Total expenses recognised in the Statement of other Comprehensive Income	(13.67)	(7.22)
Actuarial (gains) / losses on Obligation		
Due to Demographic Assumption*	-	13.94
Due to Financial Assumption	(2.66)	(34.96)
Due to Experience	(6.34)	13.86
Total Actuarial (Gain)/Loss	(9.00)	(7.16)
*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience		
f. Amounts recognised in the Balance Sheet	(₹ in lakhs)	(₹ in lakhs)
Present Value of Obligation as at year end	(576.29)	(488.82)
Fair Value of Plan Assets as at year end	-	-
Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 21 and 26)	576.29	488.82

III. Other Employee Benefits

The liability for leave entitlement as at March 31, 2019 is ₹ 114.52 lakhs (March 31, 2018: ₹ 67.13 lakhs) disclosed under Long Term Provisions (Refer Note 21) and Short Term Provision (Refer Note 26).

IV. Sensitivity Analysis

The below sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

a. Gratuity

A quantitative sensitivity analysis for significant assumption as at March 31, 2019 and March 31, 2018 are as shown below:

Particulars	Change in Discount Rate	Increase/ (Decrease) in Present Value of Obligations (₹ in lakhs)	Change in Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations (₹ in lakhs)
March 31, 2019	+ 1%	(49.83)	+ 1%	50.67
	- 1%	58.05	- 1%	(47.16)
March 31, 2018	+ 1%	(43.10)	+ 1%	46.72
	- 1%	50.40	- 1%	(40.93)

b. Leave Compensation

A quantitative sensitivity analysis for significant assumption as at March 31, 2019 and March 31, 2018 are as shown below:

Particulars	Change in Discount Rate	Increase/ (Decrease) in Present Value of Obligations (₹ in lakhs)	Change in Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations (₹ in lakhs)
March 31, 2019	+ 1%	(9.05)	+ 1%	10.27
	- 1%	10.43	- 1%	(9.09)
March 31, 2018	+ 1%	(5.92)	+ 1%	6.55
	- 1%	6.90	- 1%	(5.73)

V. Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed:

Interest risk	A decrease in the market yields in the government bond will increase the plan liability.
Longevity risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Note 47 : Related Party Disclosure

i) Key Management Personnel

Mr. Shantilal J Mehta	Chairman and Managing Director
Mr. Nemichand J Mehta	Whole Time Director
Mr. Dinesh Gautama	Whole Time Director (w.e.f. March 30, 2019) and Chief Executive Officer
Mr. Ashok Kumar Thakur	Independent Director
Mrs. Pooja Goyal	Independent Director (w.e.f. December 14, 2017)
Mrs. Sudha Gupta	Independent Director (upto October 6, 2017)
Mr. Lalit Meghnani	Independent Director (upto May 25, 2018)
Mr. Sandeep Kumar Singh	Independent Director (w.e.f. August 23, 2018)
Mr. Anish Maheshwari	Chief Financial Officer
Mr. Hitesh Kumar Jain	Company Secretary (w.e.f. November 25, 2016 to December 15, 2017)
Ms. Deepa Gehani	Company Secretary (w.e.f. January 05, 2018)

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

ii) Relative of key management personnel and name of the enterprises having same key management personnel and/or their relatives as the reporting enterprises with whom the company has entered into transactions during the year

Mrs. Shailaja N Mehta	Wife of Director
Mr. Kunthukumar Mehta	Son of Director
Mrs. Kamalbai S Mehta	Wife of Director
Mrs. Sairabai J Mehta	Mother of Director
Mrs. Seema K Mehta	Daughter in law of Director
Mr. Jayesh N Mehta	Son of Director
Mrs. Pratiksha J Mehta	Daughter in law of Director
Sidhartha Corporation Private Limited	Enterprise in which director is having significant influence
Navkar Charitable Trust	Enterprise in which director is having significant influence

Notes:

- 1) The list of related parties above has been limited to entities with which transactions have taken place.
- 2) Related party transactions have been disclosed till the time the relationship existed.

ii) Transactions with Related Parties during the year

Particulars	(₹ in lakhs)	
	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Remuneration and Salary		
Mr. Shantilal J Mehta	80.00	80.00
Mr. Nemichand J Mehta	80.00	80.00
Mr. Jayesh N Mehta	-	55.00
Mr. Dinesh Gautama	50.00	78.00
Mr. Anish Maheshwari	45.00	42.00
Mr. Hitesh Kumar Jain	-	29.69
Ms. Deepa Gehani	10.00	2.39
	265.00	367.08
Sitting Fees and Reimbursement of Conveyance		
Mrs. Sudha Gupta	-	0.53
Mr. Lalit Meghnani	0.50	0.82
Mr. Ashok Kumar Thakur	3.28	2.05
Mrs. Pooja Goyal	3.07	0.51
Mr. Sandeep Kumar Singh	1.00	-
	7.85	3.91
Sale of Services		
Sidhartha Corporation Private Limited	32.62	35.39
	32.62	35.39
Donations and CSR Expenses		
Navkar Charitable Trust	437.10	353.32
	437.10	353.32
Rent Expenses		
Mr. Shantilal J Mehta	1.20	1.80
	1.20	1.80
Interest Expenses on Unsecured Loan		
Mr. Shantilal J Mehta	395.16	351.09
Mr. Nemichand J Mehta	133.66	118.76
Mrs. Shailaja N Mehta	144.32	128.23
Mr. Jayesh N Mehta	150.90	134.07
	824.04	732.15

NOTES TO THE FINANCIAL STATEMENT

for the year ended March 31, 2019

(₹ in lakhs)

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Dividend on Redeemable Preference Share		
Mr. Shantilal J Mehta	63.21	56.24
Mr. Nemichand J Mehta	35.05	31.32
Mrs. Shailaja N Mehta	33.76	30.07
Mr. Jayesh N Mehta	0.94	0.91
Mrs. Kamalbai S Mehta	0.94	0.91
Mr. Kunthukumar S Mehta	4.34	3.92
Mrs. Sairabai J Mehta	0.20	0.18
Mrs. Seema K Mehta	0.94	0.91
Mrs. Pratiksha J Mehta	0.89	0.86
	140.27	125.30

 iii) **Balance with Related Parties :**

(₹ in lakhs)

Particulars	Balances as at March 31, 2019	Balances as at March 31, 2018
Loans Payable		
Mr. Shantilal J Mehta	3,543.60	3,148.45
Mr. Nemichand J Mehta	1,198.63	1,064.95
Mrs. Shailaja N Mehta	1,294.19	1,149.87
Mr. Jayesh N Mehta	1,353.23	1,202.32
	7,389.65	6,565.60
Borrowings - Preference Shares		
Mr. Shantilal J Mehta	572.83	509.62
Mr. Nemichand J Mehta	328.94	293.89
Mrs. Shailaja N Mehta	308.77	274.99
Mr. Jayesh N Mehta	14.40	13.46
Mrs. Kamalbai S Mehta	14.40	13.46
Mr. Kunthukumar S Mehta	44.80	40.47
Mrs. Sairabai J Mehta	1.77	1.58
Mrs. Seema K Mehta	14.40	13.46
Mrs. Pratiksha J Mehta	13.93	13.04
	1,314.24	1,173.97
Remuneration Payable		
Mr. Shantilal J Mehta	7.03	0.76
Mr. Nemichand J Mehta	19.24	27.97
Mr. Jayesh N Mehta	32.34	86.70
Mr. Dinesh Gautama	3.30	4.06
Mr. Anish Maheshwari	3.39	3.48
Ms. Deepa Gehani	0.80	0.81
	66.10	123.78
Trade Receivable		
Sidhartha Corporation Private Limited	0.11	4.00
	0.11	4.00
Security Deposit Payable		
Siddhartha Corporation Private Limited	3.00	3.00
	3.00	3.00
Rent Payable		
Mr. Shantilal J Mehta	1.80	1.80
	1.80	1.80

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2019

Note 48 : Expenditure on Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Company is spending amount for these activities, which are specified in Schedule VII of the Companies Act, 2013.

- (a) Gross amount required to be spent by the Company during the year ₹ 228.95 lakhs (previous year ₹ 216.11 lakhs)
(b) Amount spent during the year on:

Particulars	(₹ In lakhs)		
	In cash/ bank	Yet to be paid in cash/ bank	Total
(i) Construction/ acquisition of any asset	-	-	-
	(-)	(-)	(-)
(ii) On purposes other than (i) above	231.95	-	231.95
	(229.26)	(-)	(229.26)
(Figures in brackets represent amount for previous year)			

Note 49 : Qualified Institutional Placement

Pursuant to approval of the shareholders of the Company accorded in the Annual General Meeting of the Company held on August 24, 2017 (In previous year), the Board of Directors, on November 01, 2017, had issued and allotted 79,11,158 Equity Shares of ₹10 each of the Company at an issue price of ₹183/- per Equity Share (including premium of ₹ 173/- per Equity Share) to Qualified Institutional Buyers pursuant to the Qualified Institutions Placement under Chapter VIII of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Section 42 of the Companies Act, 2013 and other applicable provisions and rules made thereunder.

The gross proceeds of QIP issue ₹14,477.42 lakhs had been utilised for the objects stated in the Placement Document dated October 30, 2017 and there has been no deviation in the use of QIP proceeds from the objects stated therein.

Note 50 : Previous Years' Figures

The company has re-grouped, re-classified and/or re-arranged figures for previous year, wherever required to confirm with current year's classification.

The notes referred to above are an integral part of the financial statements.

As per our report of the even date.

For and on behalf of the Board of Directors

For S. K. Patodia & Associates

Chartered Accountants

Firm Registration Number: 112723W

Arun Poddar

Partner

Membership Number: 134572

Shantilal J. Mehta

Chairman & Managing Director

DIN : 00134162

Dinesh Gautama

Whole-time Director &

Chief Executive Officer

DIN: 02384688

Nemichand J. Mehta

Whole-time Director

DIN : 01131811

Anish Maheshwari

Chief Financial Officer

Deepa Gehani

Company Secretary

Place : Navi Mumbai

Date : May 28, 2019

Place : Navi Mumbai

Date : May 28, 2019



Navkar Corporation Ltd
Container Freight Stations & Rail Terminals

Registered Office: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400 703, India
CIN: L63000MH2008PLC187146; E-mail: cs@navkarcs.com; Website: www.navkarcs.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Eleventh Annual General Meeting on Friday, September 27, 2019 at 10.30 a.m.
At Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703.

DP ID No.		Folio No.	
Client ID No.		No. of Shares	
Full name of the member attending the meeting		Signature	
Name of the Proxy holder attending the meeting		Signature	

1. Only Member/Proxyholder can attend the meeting. 2. Member/Proxyholder should bring his/her copy of Annual Report of reference at the Meeting.



Navkar Corporation Ltd
Container Freight Stations & Rail Terminals

Registered Office: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400 703, India
CIN: L63000MH2008PLC187146; E-mail: cs@navkarcs.com; Website: www.navkarcs.com

Form No. MGT-11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s)		e-mail Id:	
Registered Address		Folio No./*Client ID	
		*DP ID	

I / We, being the member(s) holding Shares of Navkar Corporation Limited, hereby appoint:

- | | |
|-----------------------------------|-------------------|
| 1. Name : | E-mail Id : |
| Address :or failing him/her | Signature : |
| 2. Name : | E-mail Id : |
| Address :or failing him/her | Signature : |
| 3. Name : | E-mail Id : |
| Address : | Signature : |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ELEVENTH Annual General Meeting of the Navkar Corporation Limited, to be held on Friday, September 27, 2019 at 10.30 a.m. at Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Nemichand J. Mehta, who retires by rotation.		
3.	Appointment of Uttam Abuwala & Co. Chartered Accountants (FRN: 111184W) as a Statutory Auditors of the Company.		
Special Business			
4.	Appointment of Capt. Dinesh Gautama as a Whole-time Director of the Company w.e.f. March 30, 2019.		

Signed thisday of2019
Signature of Shareholder
Signature of Proxy holder(s).....

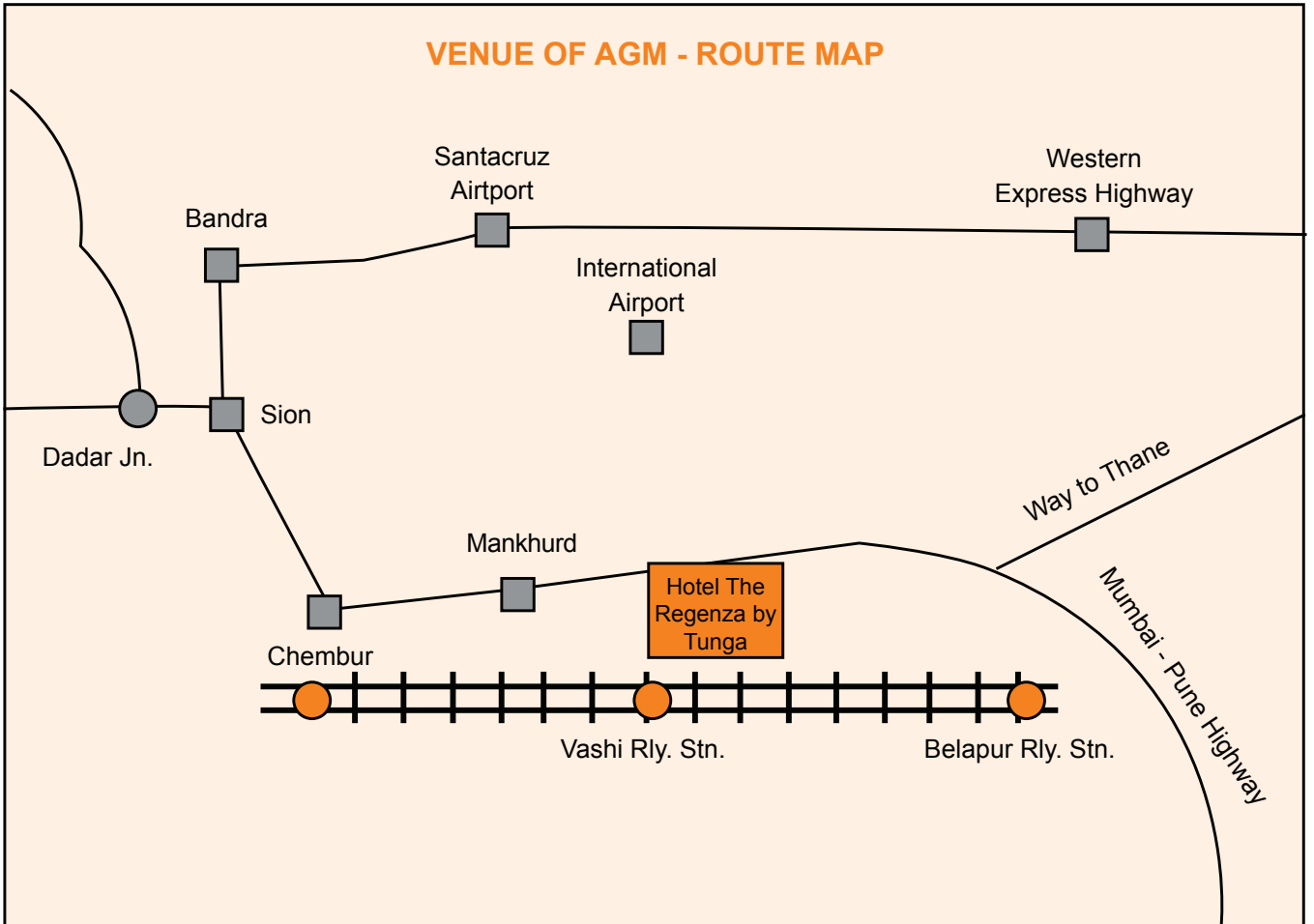
Affix
Revenue
Stamp
Of Rs.1/-

- Note:
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - Please complete all details including details of members(s) in above box before submission.
 - In case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

NAVKAR CORPORATION LIMITED

ELEVENTH ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 27, 2019, AT 10.30 A.M.

At Hotel The Regenza by Tunga, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai - 400703





Navkar Corporation Ltd

*Container Freight Stations & Rail Terminals
Inland Container Depot*

Registered Office : 205-206, J.K. Chambers, Sector – 17, Vashi, Navi Mumbai – 400 703 Maharashtra, India.

Corporate Office : 4th Floor, Goodwill Infinity Plot No. E/3A, Sector – 12, Near Utsav Chowk, Kharghar,
Navi Mumbai – 410 210 Maharashtra, India. Tel. No.- 022 - 3800 6500

e-mail: cs@navkarcfs.com Website: www.navkarcfs.com CIN: L63000MH2008PLC187146