

Ref: NCL/CS/2020-21/24

Date: September 06, 2020

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Code: 539332

To,
The Manger
Listing Department
National Stock Exchange of India Limited
Exchange Plaza Plot No. C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
NSE Code: NAVKARCORP

Dear Sirs,

Subject : Annual Report for the Financial Year 2019-2020 and Notice convening the 12th (Twelfth) Annual General Meeting of Navkar Corporation Limited (“the Company”).

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Report for the financial year 2019-2020 along with Notice of the 12th (Twelfth) Annual General Meeting (“AGM”) of the Company scheduled to be held on Monday, 28th September, 2020, at 11.00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

The requirements of sending physical copy of the Annual Report along with Notice of the AGM to the shareholders of the Company have been dispensed with by Ministry of Corporate Affairs vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 and Securities and Exchange Board of India vide its circular dated May 12, 2020 collectively referred to as the (“said circulars”). Therefore, in reference to aforesaid circulars the Company has dispatched Annual Report for the financial year 2019-2020 along with Notice of the 12th (Twelfth) AGM to its shareholders through electronic mode on Saturday, September 05, 2020.

The Annual Report of the Company along with Notice of 12th AGM are also available on the website of the Company www.navkarcfs.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of the CDSL www.evotingindia.com.

We request you to take the above information on record.

Thanking you,

Yours Faithfully,
For Navkar Corporation Limited

Deepa Gehani
Company Secretary
Encl: As above



Annual Report 2019-2020



Navkar Corporation Ltd
Container Freight Stations & Rail Terminals
Inland Container Depot

Corporate

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Transporting transparency and tractability in logistics

We make it possible by expanding the capacities at our infrastructure facilities i.e. Container Freight Station (CFSs), Private Freight Terminals (PFTs), Inland Container Depot (ICD) and Logistics Park, the facilitation for unhindered movement of cargo.

We are amongst India's leading Container Freight Stations (CFSs) operators with a capacity of 535,500 TEUs (Twenty-foot Equivalent Unit) per annum spread across three facilities Ajivali CFS I, Ajivali CFS II and Somathane CFS and Tumb ICD with a capacity of 4,74,000 TEUs.

OUR OFFERINGS

Cargo Handling Service

Variety of cargoes (agro, machinery, heavy lifts, chemicals, foodstuff, grains, steel, project cargoes, hazardous goods etc.) are handled for stuffing into containers, de-stuffing from import containers, clearing cargoes and transporting. Cargoes requiring special focus – surveys, fumigation, testing, approvals, bar-coding, packaging, shrink-wrapping, weighments, and large and over-dimensional cargoes are handled deftly and in a manner which befits that type.



Private Freight Terminal

Our CFSs/ICD are facilitated with Private Freight Terminals (PFTs). This enables storage of cargo in huge quantum in railway wagons for its subsequent transportation from either port to our facilities or from our facilities to port. These PFTs at CFS and ICD are connected to the Indian Railway

Facilities for Hazardous Cargo

Two of the three CFSs and ICD have been duly approved by the Customs Department for storing and handling hazardous cargoes. All categories of hazardous cargoes as classified in the International Maritime Dangerous Goods (IMDG) Code can be handled at those CFS/ICD. Hazardous goods are kept in continuous surveillance of trained personnel with constant monitoring through proper system supported by fire-fighting arrangements for emergencies.





Reefer Containers

All refrigerated containers (reefers) are handled at Navkar CFSs/ICD and are facilitated with 92 plug points. Temperature-controlled cargoes are stored in cold chambers at our CFS/ICD and cleared for exports and imports as required.

Bonded Warehousing Facility

Import shipments occasionally require cargoes to be bonded and thereafter to be cleared in either small parcels or in entirety. These are kept in our bonded warehouses. Importers have the facility of keeping their imported goods without paying customs duty for a period of time as regulated by the Customs Department and clearing them for their use at intervals when deemed fit.



Container's Repair and Maintenance



Navkar carries out repairs to all types of containers. Every container is meticulously inspected and surveyed with strict adherence to the directives issued by the Containers Shipping Lines in that respect. Washing, cleaning and removal of debris, left-overs, old stickers is carried out to get the containers ready for the operations in respect of next cargo.

Empty Container Storage

Navkar has the added facility of an Empty Container Depot that can store a large number of empty containers. All container shipping lines have a requirement for storage of empty containers, which when coupled with a "Maintenance & Repair" set-up assists them for a quick turnaround of their containers.

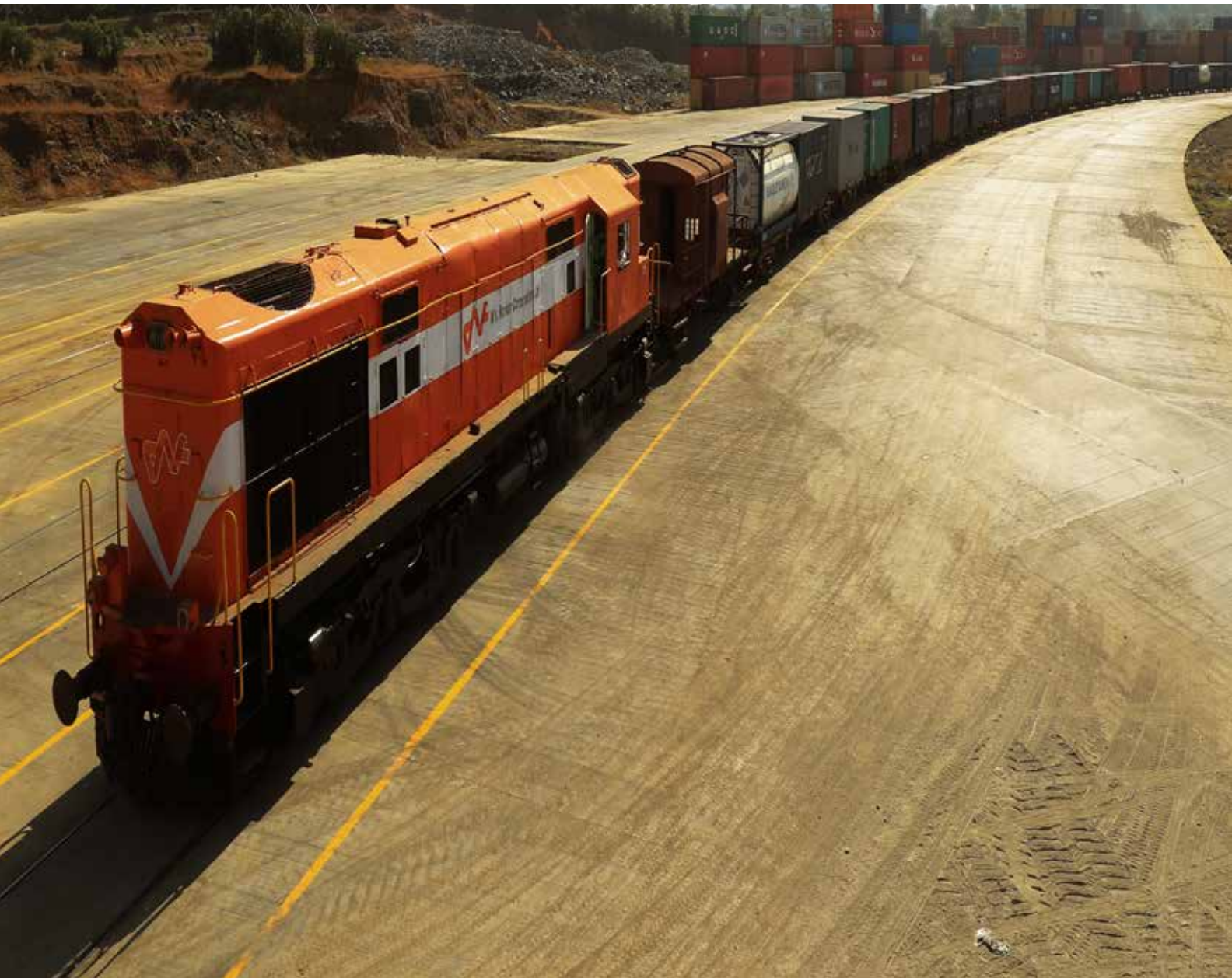


Corporate Overview

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Financial Statements

STRIVE FOR BETTER LOGISTICS SOLUTION



Our Mission

Be the first choice for customers through solutions that address their needs in an ethical, transparent and efficient manner. Enabling globally benchmarked practices and services at our container freight stations to facilitate seamless trading for optimal outcomes that benefit all stakeholders.

Navkar Mantra



Integrity

We are unbiased and consistent in all our dealings - employees, customers or shareholders



Excellence

Focused excellence logistic services.



Customer Focus

Our first priority customer satisfaction.



Hard work

Willing to go the extra mile in everything we do and thoroughly understand customer needs, issues, and organisational delivery model



Bias for action

Urgency in every work

Our Vision

To create an operating environment of excellence in all that we do, pushing the boundaries of possibilities, of imaginative innovation and in the process becoming an acknowledged global leader in multi-modal logistics.

Milestones moments



Appointment of Navkar Corporation Limited as Strategic Alliance Management Operator at Inland Clearance Depot (ICD), Valvada, Gujarat, via tender offered by Central Warehousing Corporation (A Government of India Undertaking)

Awarded during the year

CFS of the Year 2019

CFS of the Year Award at the 4th Edition of the India Maritime Awards organized by Daily Shipping Times at Mumbai on Friday June 21th, 2019 This is awarded for integrated performance by a Container Freight Station serving a major port. It was held by Daily Shipping Times each year.

Warehouse Operator of the Year 2019

This was awarded on December 13th, 2019 (on Angriya Cruise Ship) at the SEVENTH SAMUDRA MANTHAN AWARDS 2019.

This is organized by Bhandarkar Publications.

Hall of Fame Award 2019

The company won "Hall of Fame" title of the year at the 10th Edition of MALA AWARDS (Maritime and Logistics Awards) 2018 held on Friday, September 20th, 2019 in Mumbai. This was for winning CFS of the Year Award for last consecutive 8 years.

Team that Keep us moving

Together, everyone achieves more. Behind every successful reality lies a team that never stops dreaming. And these dreams are not about making things big, they are about working effortlessly and creating more value for every stepping-stone that presents itself.

At Navkar, our Board of Directors, Key Managerial Personal and Senior Management Personnel play a key role in maintaining the growth momentum of the Company. We follow an organised structure to ensure clear communication flow and organisational integration.

Board of Directors

Mr. Shantilal Jayavantraj Mehta
Chairman & Managing Director

Mr. Nemichand Jayavantraj Mehta
Whole-time Director

Capt. Dinesh Gautama
Whole-time Director (Upto August 07, 2020)

Mr. Jayesh Nemichand Mehta
Additional Director (Non Executive and Non Independent)
(from September 02, 2020)

Mr. Ashok Kumar Thakur
Non-Executive Independent Director

Ms. Pooja Hemant Goyal
Non-Executive Independent Director

Mr. Sandeep Kumar Singh
Non-Executive Independent Director

Key Managerial Personnel

Capt. Dinesh Gautama
Chief Executive Officer (Upto August 07, 2020)

Mr. Anish Sewaram Maheshwari
Chief Financial Officer

Ms. Deepa Gehani
Company Secretary

Committees of The Board

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

Statutory Auditors

M/s. Uttam Abuwala Ghosh & Associates

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

Registered Office:

205-206, J.K. Chambers, Sector
– 17, Vashi, Navi Mumbai –
400 705 Maharashtra, India
e-mail: cs@navkarcfs.com
Website: www.navkarcfs.com
CIN No. : L63000MH2008PLC187146

Corporate Office

13th Floor, Goodwill Infinity, Plot No.
E/3A, Sector – 12, Near Utsav Chowk,
Kharghar, Navi Mumbai – 410 210

Disclaimer This document contains statements about expected future events and financial and operating results of Navkar Corporation Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis report of the Navkar Corporation Limited Annual Report 2019-20.

NAVOKAR CORPORATION LIMITED

CIN: L63000MH2008PLC187146

Regd. Office: 205-206, J.K. Chambers, Sector 17, Vashi, Navi Mumbai – 400705, Maharashtra, India

Email Id: cs@navkarcfs.com Website: www.navkarcfs.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 12th (Twelfth) Annual General Meeting (“AGM”) of the Members of **Navkar Corporation Limited** (“the Company”) will be held on Monday, September 28, 2020 at 11 a.m. through video conferencing (“VC”) or other audio visual means (“OAVM”) to transact the following businesses. The venue of the meeting deemed to be the registered office of the Company at 205-206 J K Chambers, Sector 17, Vashi Navi Mumbai – 400705, Maharashtra, India:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. **To appoint Mr. Nemichand Jayavantraj Mehta (DIN: 01131811), who retires by rotation as a Director.**

To consider and thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Nemichand Jayavantraj Mehta (DIN: 01131811), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company .”

SPECIAL BUSINESS:

3. **To appoint Mr. Jayesh Nemichand Mehta (DIN 00510313), as a Non-Executive and Non-Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 ,the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 and Articles of Association of the Company (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Mr. Jayesh Nemichand Mehta (DIN 00510313) who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an additional director of the Company in the

category of Non-Executive and Non Independent Director with effect from September 02, 2020 under section 161(1) of the Companies Act, 2013, and who holds office up to the date of the ensuing Annual General Meeting, and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as a non-executive and non-independent director, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

4. **To re-appoint Mr. Shantilal Jayavantraj Mehta (DIN 00134162), as Chairman and Managing Director of the Company.**

To consider and if thought fit, to pass the following Resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 2(54), 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule V thereof, the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee to Board of Directors, the approval of the members be and is hereby accorded to re-appoint Mr. Shantilal Jayavantraj Mehta as the Chairman and Managing Director of the Company, for a period of 03 (Three) years, with effect from October 01, 2020 to September 30, 2023, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, during the tenure of Mr. Shantilal Jayavantraj Mehta, the payment of salary, perquisites and other allowances be governed by Section II of Part II of the Schedule V of the Companies Act, 2013 or any modifications thereof or if so permitted, by the Board or any Committee thereof.

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

For and on behalf of the Board of Directors
Navkar Corporation Limited

Deepa Gehani
Company Secretary
Membership No. 42579

Place: Navi Mumbai
Date: September 02, 2020

Registered Office: 205-206 J K Chambers, Sector 17,
Vashi Navi Mumbai – 400705, Maharashtra, India

NOTES

- In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Shareholders at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (Hereinafter referred as “Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”), the Company has decided to convene its ensuing 12th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM.
- Explanatory Statement pursuant to Section 102 of the Act relating to Items nos. 3 & 4 of the Notice of the 12th AGM, is annexed hereto. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (“said SEBI Circular”) issued by the Securities and Exchange Board of India (“SEBI”), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below). Such Corporate Shareholders are requested to refer ‘General Guidelines for Shareholders’ provided in the Point No. 11 herein below, for more information.
- The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
- The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 21, 2020 through Email on cs@navkarcs.com. The same will be replied by/on behalf of the Company suitably.
- In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 12th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 12th AGM of the Company will also be available on the website of the Company at www.navkarcs.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com
- Under Section 72 of the Act, Members are requested to make nomination in respect of shares held by them in single name and physical form. Members desirous of making nomination are requested to send their request in Form SH-13 to the Company’s RTA viz. M/s Link Intime India Private Limited at their address: C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083. Members holding shares in demat form may obtain and submit the nomination form to their respective Depository Participants.
- Non-Resident Indian Members are requested to inform RTA, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
11. **Voting through electronic means**

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the Listing Regulations and the said Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Services (India) Limited, who will provide the e-voting facility of casting votes to Shareholders by using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”). Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed September 21, 2020 September, 2020 as the “cut-off date” to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the RTA/depositories as on the cut-off date, i.e. September 21, 2020 shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM. The Board has appointed Ms. Ashwini Inamdar, Partner of Mehta & Mehta, Practicing Company Secretaries, or failing her, Mr. Atul Mehta, Partner of Mehta & Mehta, Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-voting in a fair and transparent manner.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- a) The voting period begins on 09:00 A.M. Thursday, September 24, 2020 and will ends at 05:00 P.M. on Sunday, September 27, 2020 . During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- c) The shareholders should log on to the e-voting website www.evotingindia.com.
- d) Click on “Shareholders” module.
- e) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

- f) Alternatively, if shareholders are registered for CDSL’s EASI/EASIEST e-services, they can log-in at <https://www.cdslindia.com> from HYPERLINK “C:\Users\Secretarial2\Desktop\NOTICE OF AGM\Login - Myeasi”Login - Myeasi using their login credentials. Once successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast vote electronically.
- g) Next enter the Image Verification as displayed and Click on Login.
- h) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- i) If you are a first time user follow the steps given below:

	For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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 (v).

- j) After entering these details appropriately, click on “SUBMIT” tab.
- k) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- l) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- m) Click on the EVSN for the Navkar Corporation Limited on which you choose to vote.
- n) 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.
- o) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- p) 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.
- q) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- r) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- s) 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.
- t) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id cs@navkarcfs.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

u) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz:cs@navkarcfs.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3

To appoint Mr. Jayesh Nemichand Mehta (DIN 00510313), as a Non-Executive and Non-Independent Director of the Company

The Members are informed that consequent to the resignation of Capt. Dinesh Gautama as a Whole-Time Director of the Company with effect from August 07, 2020, the Board comprised of 5 (five) directors.

Considering the requirement of Regulation 17(1) (c) of Listing Regulations and pursuant to provisions of Section 152 of the Companies Act 2013 the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Jayesh Nemichand Mehta (DIN 00510313), as an Additional Director in the category of Non-Executive and Non-Independent Director on the Board of the Company, with effect from September 02, 2020 liable to retire by rotation, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 161 of the Companies Act 2013 read with the applicable rules made thereunder, Mr. Jayesh Nemichand Mehta being an Additional Director, holds office upto the date of the 12th Annual General Meeting of the Company and is eligible to be appointed as a Non-Executive and Non-Independent Director of the Company.

Mr. Jayesh Nemichand Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 read with applicable rules made thereunder and has given his consent to act as a Non-Executive and Non-Independent Director of the Company.

The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Jayesh Nemichand Mehta.

Apart from Mr. Jayesh Nemichand Mehta, being appointee and Mr. Nemichand Jayavantraj Mehta relative of appointee, 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. 3 of the Notice.

Pursuant to provisions of section 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Jayesh Nemichand Mehta will be paid sitting fees as the Board may approve from time to time and subject to such limits prescribed.

A brief profile of Mr. Jayesh Nemichand Mehta and other requisite details, pursuant to Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexure I to this Notice.

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

ITEM No. 4**To re-appoint Mr. Shantilal Jayavantraj Mehta (DIN 00134162), as Chairman and Managing Director of the Company**

The Shareholders of the Company at the 09th Annual General Meeting held on August 24, 2017 had approved the appointment of Mr. Shantilal Jayavantraj Mehta as the Chairman and Managing Director for a period of 03 years effective from 01st October, 2017, His current term of appointment shall expire on September 30, 2020.

Based on the performance evaluation of the Chairman and Managing Director, considering his knowledge of various aspects relating to the Company's affairs and long business experience, given the background and contribution made by him during his tenure and for smooth and efficient running of the business and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continue the association of Mr. Shantilal Jayavantraj Mehta would be beneficial to the Company for a further period of 3 (Three) years with effect from October 01, 2020 to September 30, 2023 subject to the approval of Members of the Company at this Annual General Meeting.

Mr. Shantilal Jayavantraj Mehta will attain the age of 70 years in September 2022. Mr. Shantilal Jayavantraj Mehta has rich and varied experience in the industry and has been involved in the business operations of the Company. It would be in the interest of the Company to continue to avail his considerable expertise. Accordingly, approval of the members is sought for passing a Special Resolution for reappointment of Mr. Shantilal Jayavantraj Mehta as a Chairman and Managing Director as set out under sub-section (3) of Section 196 and read with Part I of Schedule V of the Companies Act 2013.

BROAD PARTICULARS OF THE TERMS OF REAPPOINTMENT AND REMUNERATION PAYABLE TO MR. SHANTILAL JAYAVANTRAJ MEHTA ARE AS UNDER

a) Basic Salary: The Basic Salary of Mr. Shantilal Jayavantraj Mehta shall be Rs. 2,25,000/- per month with the authority to the Board of Directors to increase the Basic Salary within the range of Rs. 2,25,000/- to Rs. 3,37,500/- per month.

b) Perquisites & Allowances: In addition to the Basic Salary payable, Mr. Shantilal Jayavantraj Mehta shall be entitled to perquisites and allowances like:

- i) House Rent Allowance in lieu thereof subject to a maximum of 50% of Basic Salary;
- ii) Other Allowances of Rs.1,60,417/- per month with authority to the Board of Directors to increase the Other Allowances within the range of Rs. 1,60,417/- to Rs. 2,40,417/- per month;

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- iii) Contribution to provident fund, superannuation, leave encashment

The Company's contribution to provident fund, superannuation, leave encashment etc. as per the rules of the Company, shall be in addition to the remuneration under (a and b) above.

(c) Increment in salary /Annual performance bonus/ incentive etc.:

Increment in salary / Annual performance bonus / performance linked incentive etc, payable to Mr. Shantilal Jayavantraj Mehta, as may be determined by the Board and / or the NRC Committee of the Board, shall be subject to above prescribed limit.

(d) Medical reimbursements, Leave Travel Allowance (subject to 20% 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;

(e) Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Chairman and Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

The information as required under Part II of Schedule V of Companies Act 2013 are mentioned below

I. GENERAL INFORMATION

1.	Nature of Industry	The company operates into Container Freight Stations, Inland Container Depot, Rail Terminals and related services.	
2.	Date or expected date of commencement of commercial production	Not applicable, since the Company has already commenced its business.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4.	Financial performance based on given indicators		
		(INR in Lakhs)	
	Particulars	FY 2019-20	FY 2018-19
	Total Revenue	56,793.23	48,382.14
	Total Expenses	49,051.95	41,511.58
	Profit Before Tax	7,741.28	6,870.56
	Profit After Tax	4,531.27	5,281.93
5.	Foreign investments or collaborations, if any.	Nil	

II INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Shantilal Jayavantraj Mehta has been on the Board of the Company since inception of the Company, He has played a crucial role in the business growth of the Company. He holds a bachelor's degree in arts and a bachelor's degree in law, both from Karnatak University. He is responsible for the overall administration of the CFS and ICD Operations. He has been looking after the affairs and operations of the Company under the expert supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company.
Past remuneration	Rs. 80,00,000 per annum
Recognition or Awards	<p>Under the dynamic leadership of Mr. Shantilal Jayavantraj Mehta, the Company has been winning awards year on year. The notable awards won recently are:</p> <ol style="list-style-type: none"> 1. CFS of the Year 2019 – Awarded CFS of the Year Award at the 4th Edition of the India Maritime Awards organized by Daily Shipping Times at Mumbai on Friday June 21, 2019. This is awarded for integrated performance by a Container Freight Station serving a major port. It was held by Daily Shipping Times each year. 2. Hall of Fame Award 2019 – Company was awarded the “Hall of Fame Award of the Year” for having successfully won “CFS of the Year Award” for past 8 years at the 10th Edition of MALA AWARDS (Maritime and Logistics Awards) 2018 held on Friday, 20th Sept 2019 in Mumbai. 3. Warehouse Operator of the Year 2019– This was awarded on 13th Dec 2019 (on Angriya Cruise Ship) at the SEVENTH SAMUDRA MANTHAN AWARDS 2019. This is organized by Bhandarkar Publications.
Job profile and his suitability	Mr. Shantilal Jayavantraj Mehta is responsible for overall growth and development of the Company with the special focus on day to day business operations/growth of the Company. The Company has made enormous progress under the stewardship of Mr. Shantilal Jayavantraj Mehta and his vision is to take the Company from being amongst the most respected Container Freight Stations and Inland Container Depot. As CMD of the Company he is responsible for motivating the team of professionals to implement management policies.
Remuneration proposed	As set out in Item No. 4 of the explanatory statement above.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed of Mr. Shantilal Jayavantraj Mehta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses. Moreover, in his position as Chairman and Managing Director, Mr. Shantilal Jayavantraj Mehta devotes his substantial time in overseeing the operations of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Shantilal Jayavantraj Mehta, being appointee and Mr. Nemichand Jayavantraj Mehta, relative of appointee, may be deemed to be concerned or interested in the aforesaid resolution to the extent of the remuneration that may be received by Mr. Shantilal Jayavantraj Mehta

III OTHER INFORMATION:

1.	Reasons of loss or inadequate profits	Not applicable, the Company has not incurred any losses and the Company has adequate profit to pay remuneration to its Directors. The resolution which is ought to be passed is a precautionary step taken by the Company for compliance purpose in the near future. Accordingly the members approval is required for that event, if any in future, when the company has no profit or its profits are inadequate in any financial year, the Company shall pay remuneration as mentioned in Schedule V of the Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make profits in future.
3.	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve performance and business growth. It has been aggressively pursuing and implementing its strategies to improve performance.

Mr. Shantilal Jayavantraj Mehta has given a declaration to the Board that he is not disqualified from becoming a director under the Companies Act, 2013 and has also consented to the proposed appointment as Chairman and Managing Director. The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shantilal Jayavantraj Mehta for the office of Chairman and Managing Director of the Company.

Mr. Shantilal Jayavantraj Mehta, being appointee and Mr. Nemichand Jayavantraj Mehta, relative of appointee, may be deemed to be concerned or interested in the aforesaid resolution to the extent of the remuneration that may be received by Mr. Shantilal Jayavantraj Mehta. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 04.

A brief profile of Mr. Shantilal Jayavantraj Mehta and other requisite details, pursuant to Listing Regulations Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexure I to this Notice.

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

For and on behalf of the Board of Directors
Navkar Corporation Limited

Deepa Gehani
Company Secretary
Membership No. 42579

Place: Navi Mumbai
Date: September 02, 2020

Registered Office: 205-206 J K Chambers, Sector 17,
Vashi Navi Mumbai – 400705, Maharashtra, India

ANNEXURE I

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED:

Name of Director	Mr. Nemichand Jayavantraj Mehta	Mr. Jayesh Nemichand Mehta	Mr. Shantilal Jayavantraj Mehta
Director Identification Number	01131811	00510313	00134162
Category	Whole Time Director	Additional Director (Non-Executive and Non-Independent Director)	Chairman and Managing Director
Date of Birth	April 28, 1963	January 02, 1987	September 03, 1952
Age	57 Years	33 Years	68 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	September 01, 2016 (In current designation - Whole Time Director)	September 02, 2020	September 29, 2008
Relationship with Directors and KMPs	Brother of Mr. Shantilal Mehta, Chairman & Managing Director of the Company. Father of Mr. Jayesh Nemichand Mehta, Additional Director (Non-Executive and Non-Independent Director) of the Company	Son of Mr. Nemichand Mehta, Whole Time Director of the Company	Brother of Mr. Nemichand Mehta, Whole Time Director of the Company
Qualifications	B.COM Bachelor's degree in commerce from Swaran Mukth Shiksha Peeth, Punjab	Bachelor's degree in commerce from University of Mumbai	Bachelor's degree in arts and a Bachelor's degree in law, both from Karnataka University
Expertise in specific functional area	He is Promoter since Inception of the Company, has experience over a decade in the business of Container Freight Station (CFS) and Inland Container Depot (ICD) and allied works. He has played a crucial role in the business growth of the Company.	Mr. Jayesh N. Mehta has decade of experience in the Logistics business. He holds a Bachelor's degree in commerce from University of Mumbai. During his overall work experience of over decade he has handled a wide spectrum of projects related to Container Freight Station and Inland Container Depot.	Mr. Shantilal Jayavantraj Mehta has been on the Board of the Company since inception of the Company, He has played a crucial role in the business growth of the Company. He holds a bachelor's degree in arts and a bachelor's degree in law, both from Karnatak University. He is responsible for the overall administration of the CFS and ICD Operations. He is involved in policy planning, vision and strategy and long term development activities of the Company.
Details of Board Meetings attended by the Directors during the year	04 (Four)	Not Applicable	05 (Five)
Terms and Conditions of Appointment or reappointment along with remuneration	In terms of Section 152(6) of the Companies Act, 2013, Mr. Nemichand Jayavantraj Mehta who was appointed as a Whole-time Director at the Annual General Meeting held on September 27, 2016, is liable to retire by rotation	As set out in explanatory statement item no. 3	As set out in explanatory statement item no. 4
Membership of Committees of Navkar Corporation Limited	Audit Committee – Member Corporate Social Responsibility Committee - Member	Nil	Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee - Member
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Sidhartha Corporation Private Limited Bhagavati Commission Agents Private Limited Arihant Multisales Private Limited Prabhu Mahaveer Exports Private Limited	Sidhartha Corporation Private Limited Bhagavati Commission Agents Private Limited	Arihant Multisales Private Limited
Membership/ Chairmanship of Committees across other Public Companies	Nil	Nil	Nil
Shareholding in Navkar Corporation Limited	19.20%	0.02%	29.95%

BOARD'S REPORT

To,
The Members,
Navkar Corporation Limited ("the Company")

The Board of Directors of your Company are pleased to present the 12th (Twelfth) Annual Report on the Business and Operations of the company along with the Audited Financial Statements for the financial year ended March 31, 2020.

1. FINANCIAL HIGHLIGHTS AND PERFORMANCE OVERVIEW:

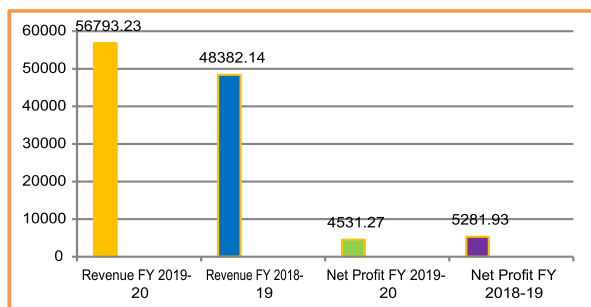
A summary of the financial performance of the Company for the financial year 2019-20 as compared to the previous financial year is given below:

(INR in Lakhs)

Particulars	FY 2019-20	FY 2018-19
Total Revenue	56,793.23	48,382.14
Total Expenses	49,051.95	41,511.58
Profit Before Tax	7,741.28	6,870.56
Tax Expenses		
Current Tax	1,361.72	1,490.00
Earlier Year Tax	(18.63)	Nil
Deferred Tax Expenses	1,866.92	98.63
Profit After Tax (A)	4,531.27	5,281.93
Other Comprehensive Income, net of tax		
Items that will not be reclassified to profit or loss account Re-measurement of net defined benefit obligations (B)	(22.49)	5.86
Total Comprehensive Income for the year (A + B)	4,508.78	5,287.79
Earning per equity shares (face value INR 10/- per share) Basic and Diluted	3.01	3.51

Financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

Key Performance Indicators:



The total revenue of your company stood at INR 56793.23 Lakhs for the financial year ended March 31, 2020 as against INR 48382.14 Lakhs for the previous financial year ended March 31, 2019. The Profit before tax is INR 7741.28 Lakhs for the current year as against INR 6870.56 Lakhs in previous financial year. After making provision for tax, net profit of your company is INR 4531.27 Lakhs as against INR 5281.93 Lakhs in the previous financial year.

2. BUSINESS OVERVIEW AND STATE OF COMPANY'S AFFAIRS:

The company operates into (a) Container Freight Stations (CFS) (b) Inland Container Depot (ICD) and (c) Rail Terminals also referred to as Private Freight Terminals (PFT) by the Indian Railways.

Container Freight Stations

Container Freight Stations serve a gateway port. In our case, our three Container Freight Stations serves the gateway port of Nhava Sheva (also called Jawaharlal Nehru Port Trust). Company has two Container Freight Stations at Ajiwali and one at Somathane – all in Panvel Taluka, Maharashtra, Import containers nominated by container shipping lines or consignees are required to be evacuated from the port premises and transported to our Container Freight Station. After arrival at the CFS, the import laden container is stacked and stored awaiting clearance by the consignee's clearing agent. The process of customs clearance of goods is carried out by the Customs Broker (earlier referred to as Custom House Agent). Similarly CFS provides all the services for Export Cargoes. Our CFS provides all the services that are needed to facilitate the clearance of the cargoes (Exim and Domestic). To service the needs of customs clearance and delivery of the goods or the laden container itself, we are required to have an array of equipment

(both big and small) that include Reach Stackers, Fork Lifts, Cranes, slings, trailers, and other cargo handling equipment. For storage purposes there are warehouses which are marked for the storage of export and import goods. Open areas are marked for stacking and storing import and export containers. As a CFS we provide all the range of services that fall within the guidelines for handling cargoes and containers from the Container Yard (CY) of the port's terminal to the CFS and handover of the goods or the laden container at the CFS. Facilities for parking, container storing and repairs are available here.

Inland Container Depot

Company owns and operates an Inland Container Depot at Tumb village in South Gujarat region. Located just off the Mumbai – Ahmedabad Highway, this ICD at Tumb caters to the industries in entire South Gujarat region. Being a customs facility, it serves both – Hazira port and Nhava Sheva port though most of the cargoes get routed via Nhava Sheva (JNPT) port. The laden import containers of the consignees are picked up at the Container Terminals (CTs) at Nhava Sheva Port and are moved by rail or road to ICD Tumb. At ICD Tumb, the import laden containers are off-loaded from the trailer or the rake and stacked aside for storage. Once the consignee is ready with all his documentation and clears them with the Customs through his Customs Broker (CB), the goods are released to the consignee. In many cases, the nearby consignees are offered a package whereby after they have cleared the goods, the laden container is transported to their nearby factory. At the factory the laden container is destuffed and the empty container transported back to ICD Tumb and arrangements made to return the empty container to the concerned shipping line. Similarly ICD tumb provides all the services for Export Cargoes. This ICD Tumb has all the wherewithal like Reach Stackers, Cranes, Fork lifts, Slings, for handling all types of cargoes and containers. It has a huge area for parking of trailers and a rail siding (Private Freight Terminal or PFT) for handling trains that bring in cargoes and containers. ICD Tumb also has the added facility for container storage and repairs.

ICD Valvada

Central Warehousing Corporation (CWC), a Government of India undertaking operates many Container Freight Stations (CFS) and Inland Container Depots (ICD) throughout India. Some of the above facilities in India are given out to private entities that are referred to as Strategic Alliance Management Operator (SAMO). The SAMO operates the Container Freight Station or the Inland Container Depot based on the terms of the tender on which the SAMO was awarded. On these lines, CWC awarded the SAMO tender of ICD Valvada in Gujarat to the Company and handed over the Property of ICD Valvada with effect from of April 10, 2020 for a period of five years and further extendable for a period of 2 years with mutual consent.

Railway Terminals

Navkar operates two railway terminals referred to as Private Freight Terminals (PFT). These terminals are

at our Somathane (Panvel) and at ICD Tumb. While the PFT at Somathane is served with three railway tracks, ICD Tumb has four railway tracks. The railway terminals are used for handling export rakes of agro products, domestic rakes and container rakes. The PFT handle all types of railway rakes (Exim and domestic) at Somathane and Tumb. All rakes arriving with cargoes are handled as per the guidelines of the Indian railways.

3. COVID-19 :

The Novel Corona Virus that spread rapidly across the globe was named COVID-19 by the World Health Organization and declared as a pandemic. The effects of this were to enforce lockdowns – initially in few areas and then extended to states and even nationally. The lockdown in India began on March 22, 2020 and was continuing when the financial year ended. The lockdown began to have a deleterious effect on the movement of local goods and Exim cargoes thereby impacting the transportation and logistics sector. Despite the ports and port-related activities being designated as essential services, the difficulties for carrying out the functions of transportation and cargo handling were challenging. It was clear that the pandemic would affect everything in its path – industries, services and also the economy.

4. CHANGES IN THE NATURE OF BUSINESS, IF ANY:

The Company continued to provide integrated logistics services to its customers and hence, there was no change in the nature of business or operations of the Company which impacted the financial position of the Company during the year under review.

5. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company, subsequent to close of FY2019-20 till the date of this Report.

6. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under review, no significant and material orders have been passed by any Regulator or Court or Tribunal which would impact going concern status of the Company and its future operations.

7. DIVIDEND:

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, 2020.

8. TRANSFER TO RESERVES:

Details of reserve and surplus are provided in Note No. 19 of the Financial Statement.

9. PUBLIC DEPOSIT:

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 Companies Act 2013 and the Rules framed thereunder.

10. DIRECTOR RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with reference to Directors Responsibility Statement your directors confirm that they have:

- I. Followed the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 in preparation of Annual Financial Statements for the financial year 2019-20 along with proper explanation relating to material departures.
- II. 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, 2020 and of the profit of the Company for the Financial Year 2019-20.
- III. 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.
- IV. Prepared the annual accounts on a going concern basis.
- V. Laid down proper internal financial controls to be followed by the Company and that such financial control are adequate and are operating effectively and
- VI. Devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

11. INTERNAL FINANCIAL CONTROLS:

Your company has in place adequate internal financial controls and believes that the same are commensurate with nature and size of its business. Based on the framework of internal financial controls and the reviews performed by the Management and Audit Committee, the company believes that these systems provide reasonable assurance that Company's Internal Financial Control were adequate and effective during FY 2019-20 for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of the assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial disclosures.

Further, M/s. Uttam Abuwala Ghosh & Associates the statutory auditors, have done an independent evaluation of internal controls as defined under provisions of Section 143 of the Companies Act, 2013 and expressed an unmodified opinion stating that the company has, in all material respects, adequate internal control over financial reporting and such internal controls over

financial reporting were operating effectively as on March 31, 2020.

12. RISK MANAGEMENT:

As a diversified enterprise, your company continues to focus on a system based approach to business risk management. The management of risk is embedded in the Corporate Strategies that match the organization market opportunities, focusing on building distributed leadership, identification of risk associated with business/operations and succession planning process, nurturing specialism and enhancing organizational capabilities. Accordingly Management of the risk has always been an integral part of the strategy.

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

13. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate Internal Control Systems to commensurate with nature of business and size of operations for ensuring:

- 1) Orderly and efficient conduct of Business, including adhering to Company's Policies;
- 2) Safeguarding all our assets against loss from unauthorized use or disposal;
- 3) Prevention and Detection of frauds and errors.
- 4) Accuracy and completeness of accounting records;
- 5) Timely preparation of reliable financial information and
- 6) Compliance with all applicable laws and regulations.

The Policies, procedures and guidelines are in place to ensure that all the transactions are authorized, recorded and reported correctly as well as provide adequate checks & controls.

Adherence to these processes is ensured through frequent internal audits. The internal control system is supplemented by an extensive program of internal audit and reviews by the senior management. To ensure independence, the internal audit function has a reporting line to the Audit Committee of the Board.

The Audit Committee of the Board reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. The Audit Committee of Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken. This system enables us to achieve efficiency and effectiveness of operations, reliability and completeness of financial and management information and compliance with applicable laws and regulations.

14. SHARE CAPITAL:

During the year under review, there is no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company.

As on March 31, 2020 the Authorised Share Capital of the Company is INR 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 INR 10/- (Rupees Ten Only) each, 50,00,000 (Fifty Lakh) 0% Cumulative Redeemable Preference Shares of INR 10/- (Rupees Ten Only) each and 6,00,000 (Six Lakh) 6% Cumulative Redeemable Preference Shares of INR 100/- (Rupees One Hundred Only) each.

As at March 31, 2020 the issued, subscribed and paid up share capital of the Company is INR 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 INR 10/- (Rupees Ten Only) each, 23,00,000 (Twenty Three Lakh) 0% cumulative Redeemable Preference Shares of INR 10/- (Rupees Ten Only) each and 99,790 (Ninety Nine Thousand Seven Hundred Ninety) 6% Cumulative Redeemable Preference Shares of INR 100/- (Rupees One Hundred Only) each. .

15. 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 on June 12, 2020 for its Term Loan and Cash Credit facilities.

Instrument Type	Date of Issuance	Coupon Rate (%)	Maturity Rate	Size of Issue (Million)	Rating/ Outlook	Rating Action
Term Loan	-	-	FY 30	INR2679.9 (reduced from INR3,060)	IND A - / Stable	Downgraded
Cash credit facilities	-	-	-	INR 300	IND A-/Stable/ IND A2+	Downgraded
Non-fund-based limits	-	-	-	INR 100	IND A2+	Assigned
Proposed term loan*	-	-	-	INR 840.1	Provisional IND A-/Stable	Assigned

*The ratings are provisional and shall be confirmed upon the sanction and execution of loan /transaction documents for the above instruments to the satisfaction of Ind-Ra.

16. LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186

During the year under review, the Company has not granted any loans, provided securities guarantees and made investments as mentioned under Section 186 of the Companies Act, 2013.

There are no qualifications, reservations or adverse remarks made by Statutory Auditor of the Company, in their report. Further, pursuant to Section 143(12) of the Companies Act, 2013, the Statutory Auditor of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

17. AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s. Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants, were appointed as the Statutory Auditors for a period of five (5) years by the Members of the Company at the 11th Annual General Meeting (AGM) of the Company held on September 27, 2019, to hold office from the conclusion of the 11th AGM of the Company till the conclusion of the 16th AGM of the Company, in accordance of the Companies Act, 2013.

The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013. Further, as required under the relevant provisions of SEBI Listing Regulations, the Statutory Auditors had also confirmed that they had subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the Peer Review Board of ICAI.

SECRETARIAL AUDITOR

In compliance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. HS Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2020.

There are no qualifications, reservations or adverse remarks made by Secretarial Auditor of the Company, in their report. Further, pursuant to Section 143(12) of the Companies Act, 2013, the Secretarial Auditor of the Company have not reported any instances of frauds committed in the Company by its officers or employees. The Secretarial Audit Report for FY 2019-20 is annexed herewith, as **Annexure I** to the Board's report.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the Financial Year 2019-20 for all applicable compliances as per SEBI Rules, Regulations, Circulars, Notifications, Guidelines etc. issued thereunder. The Annual Secretarial Compliance Audit Report duly issued by Practicing Company Secretaries M/s Mehta & Mehta has been submitted to the Stock Exchanges with in prescribed time.

REQUIREMENTS FOR MAINTENANCE OF COST RECORDS

The Company is not required to maintain the cost records as specified by Central Government under section 148 (1) of the Companies Act, 2013 and rules made thereunder.

18. SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANY

The company does not have any company, which is its subsidiary, associate or joint venture. Hence the details of this clause are not applicable to the Company.

19. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

Composition of Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Independent Directors including Women Independent Director in accordance with the provisions of section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

As on March 31, 2020 the Board of Directors of the Company Comprises 3 (Three) Executive Directors and 3 (Three) Non Executive Independent Directors including one Woman Director.

Appointment of Director

Mr. Jayesh Nemichand Mehta (DIN 00510313) has been appointed by the Board of Directors at the meeting held on September 02, 2020 on the recommendation of Nomination and Remuneration Committee and subject to approval of members at the ensuing Annual General Meeting of the Company as an Additional Director in the category of Non-Executive and Non-Independent Director of the Company.

Reappointment of Chairman and Managing Director

Mr. Shantilal Jayavantraj Mehta (DIN 00134162) will complete his present term as a Chairman and Managing Director on September 30, 2020. The Board of Directors at the meeting held on September 02, 2020 on the recommendation of Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Shantilal Jayavantraj Mehta as Chairman and Managing Director of the Company for a period of 03 Years with effect from October 01, 2020.

Resignation by Director

Capt. Dinesh Gautama (DIN 02384688), Whole time Director & Chief Executive Officer of the Company, who was appointed as a Whole Time Director by the members

at the Annual General Meeting held on September 27, 2019, have tendered his resignation from the post of Directorship & Chief Executive Officer of the Company with effect from August 07, 2020. The Board placed on record appreciation of his valuable contribution during his tenure towards the Company.

Retirement by Rotation

In accordance with the Articles of Association of the Company and provisions of Section 152 of the Companies Act, 2013, Mr. Nemichand Jayavantraj Mehta (DIN 01131811) Whole-Time Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The resolutions for appointment of Directors and their detailed profile have been included in the Notice convening the ensuing Annual General Meeting and details of proposal for appointment are mentioned in the explanatory statement of the said notice.

Composition of Board of Directors and Key Managerial Personnel

The composition of the Board of Directors and Key Managerial Personnel of the Company as on March 31, 2020 are as follows:

Sr. No.	Name of Director and Key Managerial Personnel	DIN / PAN	Designation
1.	Mr. Shantilal Jayavantraj Mehta	00134162	Chairman and Managing Director
2.	Mr. Nemichand Jayavantraj Mehta	01131811	Whole time Director
3.	Capt. Dinesh Gautama	02384688	Whole time Director & Chief Executive Officer
4.	Mr. Ashok Kumar Thakur	07573726	Non-Executive Independent Director
5.	Mr. Sandeep Kumar Singh	02814440	Non-Executive Independent Director
6.	Ms. Pooja Hemant Goyal	07813296	Non-Executive Independent Director
7.	Mr. Anish Sewaram Maheshwari	AKEPM0964B	Chief Financial Officer
8.	Ms. Deepa Gehani	BTHPG0937P	Company Secretary & Compliance Officer

DECLARATION BY INDEPENDENT DIRECTORS

In accordance with provisions of Section 149(7) and Schedule IV of the Companies Act, 2013, Regulation 16 and 25 of Listing Regulations all the Independent Directors have submitted the declaration of independence respectively, confirming that they meet the criteria of independence.

Board, in terms of Regulation 25 of Listing Regulations has examined the veracity of declarations submitted by respective directors. The Board opined that Independent Directors are having requisite integrity, expertise, specialised knowledge, experience and the proficiency. The Independent Directors have complied with the Code applicable for Independent Directors as stipulated under schedule IV of the Companies Act, 2013.

In terms of the recently introduced regulatory requirements, name of every Independent Director should be added in the online database of Independent Directors by Indian Institute of Corporate Affairs, Manesar ("IICA").

Accordingly, the Independent Directors of the Company have registered themselves with the IICA for the said purpose.

DECLARATION FROM DIRECTORS AND PRACTICING PROFESSIONAL

Based on the written representations pursuant to provisions of section 164 of the Companies Act, 2013, received from the Directors of the Company none of the directors of the Company are disqualified to act as a Director as on March 31, 2020.

M/s. HS Associates, Practicing Company Secretaries, also have certified that none of the Directors of the Company have been debarred or disqualified from being appointed or continue as director of the Company by SEBI or Ministry of Corporate Affairs or any such statutory authority. The said certificate is attached in the Corporate Governance Report, which forms part of this Annual Report.

20. PERFORMANCE EVALUATION

With the objective of enhancing the effectiveness of the Board, the Nomination and Remuneration Committee formulated the methodology and criteria to evaluate the performance of the Board, its committees, Chairman of the Company and each director is based on the approved criteria laid down in Performance Evaluation Policy of the Company.

The Independent Directors also held a separate meeting to review the performance of the Executive Directors, the Chairman of the company and overall performance of the Board along with its committees.

The Details of performance evaluation conducted during the Financial Year 2019-20 is provided in "Report on Corporate Governance" forming part of this Annual Report.

21. MEETINGS OF THE BOARD

During the period under review, 5 (Five) Board meetings were duly convened and held. The intervening gap between the said meetings were in accordance with the provisions of Companies Act, 2013 read with relevant Rules made thereunder, Secretarial Standard-I Issued by Institute of Company Secretaries of India and provisions of SEBI Listing Regulations. The dates of Board meetings and details of attendance of each director has been disclosed in the Corporate Governance Report.

Board Committees

The Board Committees constitution is in acquiescence of provisions of the Companies Act, 2013, the relevant rules made thereunder, Listing Regulations and the Articles of Association of the Company. The details of the Board Committees of the Company are disclosed in the Corporate Governance Report.

Mandatory Committees

The Board of Directors has four Mandatory Committees, viz.

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

The details of all the Mandatory Committees along with

their composition, terms of reference and meetings held during the year are provided in Report on Corporate Governance forming part of the Annual Report.

Recommendation of Audit Committee

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.

Non-Mandatory Committee

In addition to the above referred Mandatory Committees, the Board has also formed following Committee of the Board and delegated powers and responsibilities with respect to specific purposes:

Finance and Operation Committee

Details of Non-Mandatory Committee as mentioned above along with its composition and terms of reference are provided in Report on Corporate Governance forming part of the Annual Report.

Meeting of Independent Directors

Your company has conducted one (1) separate meeting of Independent Directors on May 28, 2019 without the presence of Non-Independent Directors and members of Management of the Company.

At the said meeting, the Independent Directors discussed, among other matters, the performance of the Company and the flow of information to the Board and its committees, governance, compliance and performance of Non-Independent Directors, the Board as a whole and of the Chairman.

No sitting fees were paid to the Independent Directors of the Company for participating in the said meeting.

22. RELATED PARTY TRANSACTIONS

All transactions entered by the Company during the Financial Year 2019-20 with related parties were in compliance with the provisions of the Companies Act, 2013 and Listing Regulation. The Company had obtained prior approval of the Audit Committee for all the related party transactions during the Financial Year 2019-20 as envisaged in Regulation 23(2) of the Listing Regulations, and Section 177 of the Companies Act, 2013. Further, the Audit Committee had given prior omnibus approval under Regulation 23(3) of the Listing Regulations and provisions of section 177 of the Companies Act, 2013, for related party transactions that are foreseen and of repetitive nature during the period under review and the required disclosures are made to the committee on 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 II** 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://navkarcs.com/b/download/policies/RPT-Policy.pdf>

23. NOMINATION AND REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

In accordance with the provisions of section 178(3) of the Companies Act, 2013 read with rules made thereunder, Regulation 19 of Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Company has formulated and adopted Nomination and Remuneration Policy for its Directors, Key Managerial Personnel and Senior Management Personnel.

Criteria for appointment of Directors, Key Managerial Personnel and Senior Management Personnel

The proposal for appointment of Directors, Key Managerial Personnel and Senior Management Personnel of the Company is put up to the Nomination and Remuneration Committee along with requisite documents/disclosures received in the prescribed format.

The Nomination and Remuneration Committee carries out the fit and proper assessment after ascertaining the veracity of documents being submitted, experience and qualifications required for the post and if deem fit, recommends the profile for appointment to Board of Directors for their approval.

The Nomination and Remuneration Committee and the Board ensures that the remuneration to be paid to the proposed appointee is in accordance with the Nomination and Remuneration Policy.

The terms of reference of the Nomination and Remuneration Committee, Nomination and Remuneration Policy has been detailed in **Annexure III** forming part of Board's Report. The said policy of the Company has been hosted on the website of the Company at <https://www.navkarcfs.com/b/download/policies/nomination-&-remuneration-policy.pdf?v=1.3>

24. CORPORATE SOCIAL RESPONSIBILITY

In compliance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has a Board level Corporate Social Responsibility (CSR) Committee. It is committed to ensure the social wellbeing of the communities through its Corporate Social Responsibility (CSR) initiatives, in alignment with the Company's key priorities.

On the recommendation of the Corporate Social Responsibility Committee, the Board of Directors have adopted and formulated comprehensive Corporate Social Responsibility policy, which sets out the objective, areas, activities and the manner in which the expenditure on CSR obligation would be carried out by the Company.

The terms of reference of CSR committee has been disclosed in the Corporate Governance Report which forms part of this report and a detailed breakup of expenditure carried out on CSR Report activities has been disclosed in the Corporate Social Responsibility report attached as **Annexure IV** of Board's Report. The policy has also been hosted on the website of the Company at <https://www.navkarcfs.com/b/download/policies/CSR-Policy.pdf>

25. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy and established the necessary Vigil Mechanism, which is in line with the Regulation 22 of the SEBI Listing Regulations and Section 177 of the Act. Pursuant to the Policy, the Whistle Blower can raise concerns relating to Reportable Matters (as defined in the Policy) such as unethical behavior, breach of Code of Conduct Policy, actual or suspected fraud, any other malpractice, impropriety or wrongdoings, illegality, non-compliance of legal and regulatory requirements, retaliation against the Directors & Employees and instances of leakage of/suspected leakage of Unpublished Price Sensitive Information of the Company etc. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee, and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same.

The details of this Policy is explained in the Corporate Governance Report and also posted on the website of the Company at: <https://www.navkarcfs.com/b/download/policies/vigil-mechanism-or-whistle-blower-policy.pdf?v=1.3>

There was no instance of such reporting received during the year under review.

26. DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place, a Policy on Prevention and Redressal against Sexual Harassment, the primary objective of the said policy is to provide all safeguards to women employees from sexual harassment at the workplace. The Company has constituted Internal Complaints Committee in compliance of the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to review, investigate & take suitable actions on complaint and Board of Directors along with Human Resource Department of the Company reviews the decisions taken by Internal Complaints Committee.

During the Financial Year 2019-20, no case in the nature of sexual harassment was reported at any workplace of the Company.

27. MANAGEMENT DISCUSSION & ANALYSIS REPORT AND CORPORATE GOVERNANCE REPORT

The Management Discussion and Analysis report for the Financial Year 2019- 20 and the report of the Directors on Corporate Governance as required under Listing Regulations are given in separate sections forming part of the Annual Report.

A certificate from the Practicing Company Secretaries, M/s. HS Associates, Mumbai confirming compliance with the conditions of Corporate Governance stipulated under Listing Regulations Regulations, 2015 is annexed to the Report on Corporate Governance.

28. BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34 (2) (f) of the Listing Regulations a Business Responsibility Report (BRR) is required to be published by the Top 1000 listed companies based on market capitalization. The BRR describes the initiatives taken by the Company from environmental, social and governance perspective in the format prescribed under SEBI Circular No. CIR/CFD/CMD/10/2015 and the same is forming part of Annual Report and is hosted on the website of the Company at www.navkarcfs.com

29. COMPLIANCE WITH SECRETARIAL STANDARD

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

30. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return as on March 31, 2020, in the prescribed form MGT-9, form part of this report and is set out in **Annexure V**. Further in accordance with the provisions of Companies (Amendment) Act, 2017, read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return, under Section 92 (3) of the Companies Act, 2013, is hosted on the website of the Company at www.navkarcfs.com

31. 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 VI**, forms part of this report.

32. CODE OF CONDUCT FOR DIRECTORS AND KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Board of Directors of the Company adopted the Code of Conduct for the Directors and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the Listing Regulations For FY 2019-20, all Board members and Senior Management personnel of the Company have affirmed the compliance with the code as applicable to them and a declaration to this effect signed by the Chairman and Managing Director and forms part of the Corporate Governance Report. The Company's Code of Conduct for Directors and Senior Management is hosted on the website of the Company at <https://www.navkarcfs.com/b/download/policies/code-of-conduct.pdf>

33. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto, are provided in the Annual Report and is attached as **Annexure VII** and forms an integral part of 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.

34. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. 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;
3. Disclosure with respect to voting rights not exercised directly by the employees in respect of shares to which the ESOP Scheme relates.
4. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

35. ACKNOWLEDGEMENT

The Board of Directors wish to place on record their gratitude to the SEBI, MCA, Government Authorities, Bankers, Clients, Vendors, shareholders, Auditors, Other Statutory Bodies and others for their continued support and faith reposed in the Company. The Directors would also like to thank the BSE Limited, the National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services (India) Limited and the Credit Rating Agencies for their continued co-operation.

The Board also places on record its deep appreciation for the dedication and commitment of the employees at all levels as their hard work, co-operation and support that enabled the Company to achieve consistent growth.

On Behalf of the Board of Directors
Navkar Corporation Limited

Shantilal J Mehta
Chairman and Managing Director
DIN: 00134162

Place: Navi Mumbai
Date : September 02, 2020

Registered Office: 205-206 J K Chambers, Sector 17,
Vashi Navi Mumbai – 400705, Maharashtra, India

Annexure-I

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2020.

[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, 2020, 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 2020, 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;
- 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 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, 2020:

1. The Company has obtained Shareholders approval at their 11th Annual General Meeting held on 27th September, 2019 pursuant to
 - (i) 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) and on the recommendation of Audit Committee to the Board of Directors, for appointment of Uttam Abuwala & Co. Chartered Accountants (FRN: 111184W) as a

Statutory Auditors of the Company for a period of 5 (five) consecutive years till the conclusion of the 16th AGM of the Company to be held in the year 2024.

- (ii) 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) and on the recommendation of Nomination & Remuneration Committee to Board of Directors, for appointment of 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.
2. Siddhartha Corporation Private Limited, a member of the Promoter group of the Company has encumbered, by way of pledge, its entire shareholding of 92,48,347 (Ninety-two lakhs forty-eight thousand three hundred & forty-seven) Equity Shares aggregating to 6.14% of the total paid up capital of the Company with SBI Cap Trustee Company Limited.

**For HS Associates
Company Secretaries
Hemant S. Shetye
Partner**

**Date: September 02, 2020
Place: Mumbai
ICSI UDIN: F002827B000646976**

**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 Service 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.

**For HS Associates
Company Secretaries
Hemant S. Shetye
Partner**

**Date: September 02, 2020
Place: Mumbai
ICSI UDIN: F002827B000646976**

**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.
6. This report is based on the data received from the company through electronic mode as physical verification of the data and corresponding documents could not be accessed during the course of audit due to the ongoing COVID-19 pandemic.

**For HS Associates
Company Secretaries
Hemant S. Shetye
Partner**

**Date: September 02, 2020
Place: Mumbai
ICSI UDIN: F002827B000646976**

**FCS No.: 2827
CP No.: 1483**

Annexure-II

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:

S. No.	Particulars	Details
1.	Name(s) of the related party and nature of relationship	NIL
2.	Nature of contracts/arrangements/transactions	
3.	Duration of the contracts / arrangements / transactions	
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions	
6.	Date(s) of approval by the Board	
7.	Amount paid as advances, if any	
8.	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 Private Limited (Enterprise in which key management personnel or their relative have significant influence)	Sale of Service	One year	At market price	28.05.2019	NIL
2.	Sidhartha Corporation Private Limited (Enterprise in which key management personnel or their relative have significant influence)	Rent Received	3 Years	At market price	28.05.2019	NIL
3.	Sidhartha Corporation Private Limited (Enterprise in which key management personnel or their relative have significant influence)	Purchase of Goods	One year	At market price	28.05.2019	NIL
4.	Mr. Shantilal J. Mehta Chairman and Managing Director of the Company	Rent paid	One year	At market price	28.05.2019	NIL

For and on Behalf of the Board of Directors
Navkar Corporation Limited

Shantilal J Mehta
Chairman and Managing Director
DIN: 00134162

Place: Navi Mumbai
Date: September 02,2020

Annexure III

NOMINATION AND REMUNERATION POLICY

PURPOSE:

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

ACCOUNTABILITIES:

The Board is ultimately responsible for the appointment of Directors, Key Managerial Personnel and Senior Managerial Personnel. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

DEFINITIONS:

- A. **"Act"** means the Companies Act, 2013 and the rules framed thereunder.
- B. **"Board of Directors" or "Board"** in relation to a Company, means the Board of Directors of the Company.
- C. **"Directors"** means Directors of the Company.
- D. **"Independent Director"** means an independent director referred to in sub-section (6) of Section 149 of Companies Act, 2013 and Regulation 16 of Listing Regulations.
- E. **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- F. **"Key Managerial Personnel"** means:
 - i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 - ii) Company Secretary
 - iii) Chief Financial Officer;
 - iv) Such other officer as may be prescribed.
- G. **"Senior Managerial Personnel"** mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the ["chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.].
- H. **"Listing Regulations"** means SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015

OBJECTIVE:

The Key objectives of the Policy are:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, KMPs and Senior Management of the quality required to run the Company successfully.
- b) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- c) To formulate criteria for evaluation of annual performance of the Board of Directors and Members of other Committees of the Board, KMPs and Senior Management and recommend remuneration payable to them to the Board.
- d) To formulate criteria for evaluation of Chairman, Independent Director, Board as a whole and the Committees of the Board.
- e) To formulate the criteria for determining qualifications positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- f) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- g) To assist the Board in fulfilling responsibilities.
- h) To retain, motivate and promote talent and to ensure their sustainability and create competitive advantage.

INTERPRETATION:

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Act, Listing Regulations and/or any other regulations as may be amended from time to time.

APPLICABILITY OF THE POLICY:

This Policy is applicable to:

- a) Directors
- b) Key Managerial Personnel
- c) Senior Management.

NOMINATION AND REMUNERATION COMMITTEE

- a) The Board of Directors of the Company shall constitute the Committee to be known as the Nomination and Remuneration Committee consisting of at least three non-executive directors and at least fifty percent of the directors shall be independent directors. The Chairperson of the committee is an Independent Director. The Chairperson of the Company (whether executive or non-executive) may be appointed as member of the Nomination and Remuneration Committee but shall not chair such Committee.

- b) The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.
- c) The Nomination and Remuneration Committee shall meet at least once in a year.

APPOINTMENT AND REMOVAL OF DIRECTORS/ KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Nomination Criteria for Directors: In identifying and recommending the candidature for appointment as Director, the Committee will consider any or all of the following criteria:

1. Ethical standards of integrity and probity, maturity and balance of mind to perform the designated role, ability to bring exercise of independent judgment and judicious thinking, qualification, expertise as strategist, eminence in his field of expertise.
2. Possessing appropriate skills, experience and knowledge in one or more fields of Business including International Business, Strategy and Expansion, finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to preferably the company's business.
3. Non-disqualified under the applicable provisions of Act rules made thereunder, Listing Regulations or any other enactment for the time being in force, as the case may be;
4. Ensure that the proposed Director consents to act as Director and can devote his time and energies towards the overall development and betterment of the Company's business.
5. Ensure that the proposed Director discloses his interest and Company's shareholding, if any and Interest held in other companies, firm and body corporate and the Committee confirm that such interest will not affect in discharging his duties towards the Company in pursuance of the said appointment.
6. Ensure that the candidature of the Director will be in line with and promote the objectives enshrined in Company's policy on Board Diversity.

Additional Criteria for Appointment of Independent Directors: The Committee will consider whether the Director meets the criteria of Independence as well as other attributes as mentioned under the provisions of the Companies Act, 2013 read with applicable rules and Schedules made thereunder and Listing Regulations, including any amendments made thereof from time to time.

Nomination Criteria for KMPs / Senior Management personnel: The committee will consider:

1. Ethical standards of integrity and probity, maturity and balance of mind to perform the designated role, qualification, expertise and experience.
2. Possessing adequate qualification, expertise and experience as prescribed by the Company for the position he / she is considered for appointment. The Committee for this purpose, if required, will avail the assistance of other top executives of the Company but however, has

discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

3. Ensure that the person discloses his interest and the Committee confirm that such interest will not affect in discharging his duties towards the Company in pursuance of the said appointment.
4. Ensure that the Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager or Director who is below the age of Twenty- one years or has attained the age of seventy years without the approval of shareholders by passing a special resolution with proper justification.

Additional Responsibility of the Board: It is further to be noticed that it is the responsibility of the Board to obtain other relevant and applicable approvals and procedures as laid down under the provisions of the Act, rules made thereunder, Listing Regulations or any other enactment for the time being in force and applicable as the case may be.

Term / Tenure, Continuity and Renewal:

The Term / Tenure of the Directors, Key Managerial Personnel and Senior Managerial Personnel shall be governed as per provisions of the Act, and rules made thereunder as amended from time to time. As regards the continuity or renewal of their appointment ; resignation and removal, the Committee will make its recommendations to the Board, based on the periodical evaluation process to be done under this document from time to time as well as subject to observation of provisions as contemplated under the Act, and other applicable laws including listing regulations relating to disqualifications, resignation, removal and retirement. Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company respectively. The Board will have the discretion power to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, duly complying with applicable provisions of the Companies Act, 2013 and other competent regulatory

REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL.

1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, shall be governed as per provisions of the Act, and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) Managing Director / Whole-time Director also entitle to remuneration for services rendered by them in other capacity if,
 - (i) the services rendered are of a professional nature; and
 - (ii) in the opinion of the Nomination and Remuneration Committee, said director possesses the requisite qualification for the practice of the profession.

- c) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
- The Services are rendered by such Director in his/her capacity as the professional; and
 - In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

MATTERS PERTAINING TO EVALUATION:

The Company conducts its operations under the overall direction of the Board of Directors within the framework laid down by various statutes, more particularly by the Act, the Articles of Association, listing regulations internal code of

conduct and policies formulated by the Company for its internal execution. Therefore it is necessary for the company to carry out the evaluation of all the directors on an annual basis. As regards the evaluation process; Act, and Listing Regulations contain broad provisions on Board Evaluation i.e. evaluation of the performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board. The provisions also specify responsibilities of various persons / committees for conduct of such evaluation and certain disclosure requirements as a part of the listed entity's corporate governance obligations.

As Companies Act, 2013 and Listing Regulations lays down following criteria for evaluation of independent directors and board as a whole.

Evaluation of independent directors: The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Disclosure requirements:

- A statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors shall be included in the report by Board of Directors placed in the general meeting.
- The performance evaluation criteria for independent directors shall be disclosed in the section on the corporate governance of the annual report.

Subject of Evaluation

As required under Listing Regulations and Companies Act 2013, the evaluation of the Board involves multiple levels:

- Board as a whole
- Committees of the Board
- Individual Directors and Chairperson (including Chairperson, CEO, Independent Directors, Non-independent directors, etc.)

The Nomination and Remuneration Committee shall formulate the criteria for Evaluation of Independent Directors and Board as a Whole on the basis of this NRC Policy and as per Companies Act, 2013 and SEBI Rules & Regulations.

REVIEW AND AMENDMENT

- The NRC or the Board may review the Policy as and when it deems necessary;
- The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary;
- This Policy may be amended or substituted by the NRC or by the Board as and when required;

DESSIMINATION:

The details of the Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Boards report therein.

Annexure-IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN AND A REFERENCE TO THE WEB-LINK TO THE CSR POLICY AND PROJECTS OR PROGRAMS

An Organisation is successful in its true sense if it ensures the progress of the society along the milestone achieved in the corporate world. Navkar Corporation Limited believes that as a Corporate it is our duty to give back to the society. Our focus areas of Corporate Social Responsibility (CSR) activities are enhancing environmental and natural capital; supporting rural development; promoting education including skill development providing preventive healthcare, employment enhancing vocation skills especially among children, women, elderly, differently abled, livelihood enhancement projects, providing sanitation and drinking water; creating livelihoods for people, especially those from disadvantaged sections of society, Eradicating hunger, poverty, malnutrition, 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.

The activities undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and programs undertaken by the Company are available on the Company's website: www.navkarcsf.com

2. COMPOSITION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE AS ON MARCH 31, 2020

In compliance of applicable provisions of section 135 of the Companies Act, 2013 and rules made thereunder, the Company has in place a CSR Committee consisting of the following members for advising on the CSR programmes & initiatives:

- Ms. Pooja H Goyal (Non-Executive Independent Director) - Chairperson
- Mr. Shantilal J Mehta (Chairman & Managing Director) - Member
- Mr. Nemichand J Mehta (Whole-Time Director) - Member

3. **AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS** INR 95,39,36,548/- (Indian Rupees: Ninety Five Crore Thirty Nine Lakhs Thirty Six Thousand Five Hundred and Forty Eight Only)

4. **PRESCRIBED CSR EXPENDITURE (2% OF THE AMOUNT AS IN ITEM 3 ABOVE)** INR 1,90,78,731/- (Indian Rupees: One Crore Ninety Lakhs Seventy Eight Thousand Seven Hundred Thirty One Only)

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR

Particulars	Amount
Total amount to be spent for the financial year	INR 1,90,78,731/- (Indian Rupees: One Crore Ninety Lakhs Seventy Eight Thousand Seven Hundred Thirty One Only)
Amount unspent, if any	Nil
Manner in which the amount spent during the financial year	As per Schedule I

6. FAILURE TO SPENT THE AMOUNT SPECIFIED UNDER SECTION 135 OF THE COMPANIES ACT, 2013

The Company has spent more than the statutory requirement as given under above Serial. No. 4 for the purpose of CSR activities.

7. A RESPONSIBILITY STATEMENT OF THE CSR COMMITTEE THAT THE IMPLEMENTATION AND MONITORING OF CSR POLICY IS IN COMPLIANCE WITH THE CSR OBJECTIVES AND POLICY OF THE COMPANY

The CSR Committee of the Company hereby confirms that the implementation and monitoring of the CSR Policy is in compliance with its CSR Objectives and Policy.

For and on behalf of the Board of Directors
Navkar Corporation Limited

Date: September 02, 2020
Place: Navi Mumbai

Shantilal J Mehta
Member- CSR Committee
Chairman & Managing Director
(DIN: 00134162)

Pooja H Goyal
Chairperson – CSR Committee
Independent Director
(DIN: 07813296)

Schedule I

Sr. 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.	Promoting Education	Covered under Schedule VII items (ii) Promoting Education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	District Dhule in the State of Maharashtra	1,92,47,000/-	1,92,47,000/-	1,92,47,000/-	Through implementing agency Shirpur Education Society*
	Total			1,92,47,000/-	1,92,47,000/-	1,92,47,000/-	

* Shirpur Education Society is an esteemed Charitable Educational Institution situated at Shirpur, District Dhule in the State of Maharashtra. Its major focus is to promote, encourage, support, assist educational, research, medical activities etc. to the most of the population belongs to tribal and backward class.

For and on behalf of the Board of Directors
Navkar Corporation Limited

Date: September 02, 2020
 Place: Navi Mumbai

Shantilal J Mehta
Member- CSR Committee
Chairman & Managing Director
 (DIN: 00134162)

Pooja H Goyal
Chairperson – CSR Committee
 Independent Director
 (DIN: 07813296)

Annexure-V

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2020.

[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:

i)	CIN	L63000MH2008PLC187146
ii)	Registration Date	September 29, 2008
iii)	Name of the Company	Navkar Corporation Limited
iv)	Category / Sub-Category of the Company	Public Company limited by shares, Indian Non-Government Company
v)	Address of the Registered office and contact details	205-206, J K Chambers, Sector 17, Vashi, Navi Mumbai – 400705. E-mail: cs@navkarcofs.com Website: www.navkarcofs.com Contact No:022-38006500
vi)	Whether listed Company	Yes a). BSE Limited b). National Stock Exchange of India Limited
vii)	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

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
i)	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	Corporate Identity Number (CIN)/ Global Location Number (GLN)	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN:

i) Category-wise Share Holding

Sr.No.	Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the End of the year - 2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	9,46,50,000	0	9,46,50,000	62.8824	9,46,50,000	0	9,46,50,000	62.8824	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000

(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	92,48,347	0	92,48,347	6.1443	92,48,347	0	92,48,347	6.1443	0.0000
	Sub Total (A)(1)	10,38,98,347	0	10,38,98,347	69.0266	10,38,98,347	0	10,38,98,347	69.0266	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	10,38,98,347	0	10,38,98,347	69.0266	10,38,98,347	0	10,38,98,347	69.0266	0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	1,64,38,124	0	1,64,38,124	10.9209	1,15,48,562	0	1,15,48,562	7.6725	-3.2484
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	11,16,264	0	11,16,264	0.7416	2,34,071	0	2,34,071	0.1555	-0.5861
(f)	Financial Institutions / Banks	3,93,841	0	3,93,841	0.2617	1,68,481	0	1,68,481	0.1119	-0.1498
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	1,79,48,229	0	1,79,48,229	11.9242	1,19,51,114	0	1,19,51,114	7.9399	-3.9843
[2]	Central Government / State Government(s) / President of India	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	1,20,09,891	2	1,20,09,893	7.9790	1,38,15,441	2	1,38,15,443	9.1785	1.1995
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	56,77,693	0	56,77,693	3.7721	1,57,07,505	0	1,57,07,505	10.4356	6.6635
(b)	NBFCs registered with RBI	10,13,340	0	10,13,340	0.6732	2,400	0	2,400	0.0016	-0.6716
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Trusts	500	0	500	0.0003	0	0	0	0.0000	-0.0003
	Hindu Undivided Family	12,55,935	0	12,55,935	0.8344	11,08,895	0	11,08,895	0.7367	-0.0977
	Non Resident Indians (Non Repat)	1,28,829	0	1,28,829	0.0856	1,75,489	0	1,75,489	0.1166	0.0310
	Non Resident Indians (Repat)	5,76,456	0	5,76,456	0.3830	8,18,820	0	8,18,820	0.5440	0.1610

	Foreign Portfolio Investor (Individual)	200	0	200	0.0001	200	0	200	0.0001	0.0000
	Clearing Member	22,53,537	0	22,53,537	1.4972	2,27,654	0	2,27,654	0.1512	-1.3460
	Bodies Corporate	57,56,222	0	57,56,222	3.8242	28,13,314	0	28,13,314	1.8691	-1.9551
	Sub Total (B)(3)	2,86,72,603	2	2,86,72,605	19.0491	3,46,69,718	2	3,46,69,720	23.0334	3.9843
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	4,66,20,832	2	4,66,20,834	30.9734	4,66,20,832	2	4,66,20,834	30.9734	0.0000
	Total (A)+(B)	15,05,19,179	2	15,05,19,181	100.0000	15,05,19,179	2	15,05,19,181	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian /DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	15,05,19,179	2	15,05,19,181	100.0000	15,05,19,179	2	15,05,19,181	100.0000	0.0000

ii) Shareholding of Promoters and Promoter Group

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the End of the year - 2020			% change in shareholding during the year
		No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged / encumbered to total shares	
1	Shantilal J. Mehta	4,50,75,000	29.95	0	4,50,75,000	29.95	0	0
2	Nemichand J. Mehta	2,89,00,000	19.20	0	2,89,00,000	19.20	0	0
3	Shailaja N. Mehta	1,83,65,000	12.20	0	1,83,65,000	12.20	0	0
4	Sidhartha Corporation Private Limited	92,48,347	6.14	0	92,48,347	6.14	6.14	0
5	Kunthukumar S. Mehta	21,00,000	1.40	0	21,00,000	1.40	0	0
6	Sairabai J. Mehta	1,20,000	0.08	0	1,20,000	0.08	0	0
7	Jayesh N. Mehta	30,000	0.02	0	30,000	0.02	0	0
8	Kamalbai S. Mehta	30,000	0.02	0	30,000	0.02	0	0
9	Seema K. Mehta	30,000	0.02	0	30,000	0.02	0	0
	Total	10,38,98,347	69.03	0	10,38,98,347	69.03	6.14	0

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

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		No of Shares Held	% of total shares of the Company	Date of transaction	No of Shares Held	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 - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		No of Shares Held	% of total shares of the Company	Date of transaction	No of Shares Held	No of Shares Held	% of total shares of the Company
1	Reliance Capital Trustee Co Ltd-A/C Nippon India Small Cap Fund	9839108	6.5368			9839108	6.5368
	Transfer			19 Apr 2019	100000	9939108	6.6032
	Transfer			26 Apr 2019	425000	10364108	6.8856
	Transfer			10 May 2019	(264927)	10099181	6.7096
	Transfer			20 Sep 2019	50000	10149181	6.7428
	Transfer			27 Dec 2019	(135099)	10014082	6.6530
	Transfer			31 Dec 2019	(436291)	9577791	6.3632
	Transfer			03 Jan 2020	(37220)	9540571	6.3384
	At the end of the Year					9540571	6.3384
2	Mukul Mahavir Agrawal	0	0.0000			0	0.0000
	Transfer			24 May 2019	1000000	1000000	0.6644
	Transfer			31 May 2019	(200000)	800000	0.5315
	Transfer			16 Aug 2019	500000	1300000	0.8637
	Transfer			06 Sep 2019	424707	1724707	1.1458
	Transfer			27 Sep 2019	611474	2336181	1.5521
	Transfer			21 Feb 2020	63172	2399353	1.5941
	At the end of the Year					2399353	1.5941
3	IDFC Infrastructure Fund	2007991	1.3340			2007991	1.3340
	At the end of the Year					2007991	1.3340
4	Kushal Jayesh Khandwala	238931	0.1587			238931	0.1587
	Transfer			12 Apr 2019	10000	248931	0.1654
	Transfer			24 May 2019	(126352)	122579	0.0814
	Transfer			31 May 2019	6920	129499	0.0860
	Transfer			07 Jun 2019	128000	257499	0.1711
	Transfer			14 Jun 2019	55000	312499	0.2076
	Transfer			21 Jun 2019	126352	438851	0.2916
	Transfer			02 Aug 2019	211427	650278	0.4320
	Transfer			16 Aug 2019	37226	687504	0.4568
	Transfer			23 Aug 2019	1	687505	0.4568
	Transfer			30 Aug 2019	11702	699207	0.4645
	Transfer			20 Sep 2019	9000	708207	0.4705
	Transfer			04 Oct 2019	95000	803207	0.5336
	Transfer			25 Oct 2019	6000	809207	0.5376
	Transfer			15 Nov 2019	16978	826185	0.5489
	Transfer			20 Mar 2020	474159	1300344	0.8639
	Transfer			27 Mar 2020	278185	1578529	1.0487
	Transfer			31 Mar 2020	53584	1632113	1.0843
	At the end of the Year					1632113	1.0843
5	Sachin Kasera	0	0.0000			0	0.0000
	Transfer			05 Jul 2019	405654	405654	0.2695
	Transfer			30 Aug 2019	200846	606500	0.4029
	Transfer			13 Sep 2019	393500	1000000	0.6644
	Transfer			04 Oct 2019	200000	1200000	0.7972
	Transfer			21 Feb 2020	200000	1400000	0.9301
	Transfer			20 Mar 2020	(300000)	1100000	0.7308
	At the end of the Year					1100000	0.7308
6	Sankaranarayanan Sangameswaran	453165	0.3011			453165	0.3011
	Transfer			13 Sep 2019	84000	537165	0.3569
	Transfer			20 Sep 2019	100000	637165	0.4233
	Transfer			27 Sep 2019	50000	687165	0.4565
	At the end of the Year					687165	0.4565

7	Priya Daga	35000	0.0233			35000	0.0233
	Transfer			05 Apr 2019	170000	205000	0.1362
	Transfer			12 Apr 2019	130000	335000	0.2226
	Transfer			19 Apr 2019	20000	355000	0.2359
	Transfer			26 Apr 2019	170000	525000	0.3488
	At the end of the Year					525000	0.3488
8	Viral Amal Parikh	0	0.0000			0	0.0000
	Transfer			31 May 2019	400000	400000	0.2657
	Transfer			07 Jun 2019	50000	450000	0.2990
	At the end of the Year					450000	0.2990
9	Ventura Securities Limited	22171	0.0147			22171	0.0147
	Transfer			05 Apr 2019	24304	46475	0.0309
	Transfer			12 Apr 2019	(37210)	9265	0.0062
	Transfer			19 Apr 2019	(3765)	5500	0.0037
	Transfer			26 Apr 2019	6566	12066	0.0080
	Transfer			03 May 2019	14776	26842	0.0178
	Transfer			10 May 2019	42510	69352	0.0461
	Transfer			17 May 2019	(59123)	10229	0.0068
	Transfer			24 May 2019	23819	34048	0.0226
	Transfer			31 May 2019	(29911)	4137	0.0027
	Transfer			07 Jun 2019	(478)	3659	0.0024
	Transfer			14 Jun 2019	995	4654	0.0031
	Transfer			21 Jun 2019	1308	5962	0.0040
	Transfer			29 Jun 2019	(2995)	2967	0.0020
	Transfer			05 Jul 2019	2474	5441	0.0036
	Transfer			12 Jul 2019	5635	11076	0.0074
	Transfer			19 Jul 2019	57234	68310	0.0454
	Transfer			26 Jul 2019	150360	218670	0.1453
	Transfer			02 Aug 2019	(198076)	20594	0.0137
	Transfer			09 Aug 2019	20911	41505	0.0276
	Transfer			16 Aug 2019	(36816)	4689	0.0031
	Transfer			23 Aug 2019	270	4959	0.0033
	Transfer			30 Aug 2019	5157	10116	0.0067
	Transfer			06 Sep 2019	5538	15654	0.0104
	Transfer			13 Sep 2019	(3015)	12639	0.0084
	Transfer			20 Sep 2019	325	12964	0.0086
	Transfer			27 Sep 2019	(6233)	6731	0.0045
	Transfer			30 Sep 2019	60273	67004	0.0445
	Transfer			04 Oct 2019	(64512)	2492	0.0017
	Transfer			11 Oct 2019	(1117)	1375	0.0009
	Transfer			18 Oct 2019	4170	5545	0.0037
	Transfer			25 Oct 2019	509	6054	0.0040
	Transfer			01 Nov 2019	(1780)	4274	0.0028
	Transfer			08 Nov 2019	(1233)	3041	0.0020
	Transfer			15 Nov 2019	(2837)	204	0.0001
	Transfer			22 Nov 2019	1278	1482	0.0010
	Transfer			29 Nov 2019	(559)	923	0.0006
	Transfer			06 Dec 2019	(128)	795	0.0005
	Transfer			13 Dec 2019	1409	2204	0.0015
	Transfer			20 Dec 2019	(1583)	621	0.0004
	Transfer			27 Dec 2019	3483	4104	0.0027
	Transfer			31 Dec 2019	2300	6404	0.0043
	Transfer			03 Jan 2020	(5458)	946	0.0006
	Transfer			10 Jan 2020	(546)	400	0.0003
	Transfer			17 Jan 2020	(95)	305	0.0002
	Transfer			24 Jan 2020	433	738	0.0005
	Transfer			31 Jan 2020	3479	4217	0.0028
	Transfer			07 Feb 2020	(2896)	1321	0.0009
	Transfer			14 Feb 2020	4949	6270	0.0042
	Transfer			21 Feb 2020	(473)	5797	0.0039

	Transfer			28 Feb 2020	100369	106166	0.0705
	Transfer			06 Mar 2020	134629	240795	0.1600
	Transfer			13 Mar 2020	133008	373803	0.2483
	Transfer			20 Mar 2020	4788	378591	0.2515
	Transfer			27 Mar 2020	(6494)	372097	0.2472
	Transfer			31 Mar 2020	(921)	371176	0.2466
	At the end of the Year					371176	0.2466
10	Kamal Visaria	155000	0.1030			155000	0.1030
	Transfer			12 Apr 2019	192106	347106	0.2306
	Transfer			10 May 2019	50000	397106	0.2638
	Transfer			17 May 2019	25000	422106	0.2804
	Transfer			31 May 2019	(75000)	347106	0.2306
	Transfer			14 Jun 2019	7107	354213	0.2353
	Transfer			21 Jun 2019	25000	379213	0.2519
	Transfer			20 Sep 2019	(50000)	329213	0.2187
	At the end of the Year					329213	0.2187

v) Shareholding of Directors and Key Managerial Personnel:

A. Directors

Sr. No	Name of the Directors	Shareholding at the beginning of the year - 2019		Transaction during the year		Cumulative Shareholding at the end of the year - 2020	
		No. Of Shares Held	% of total shares of the Company	Date of transaction	No. Of Shares Held	No. Of Shares Held	% of total shares of the Company
1	Mr. Shantilal J Mehta	4,50,75,000	29.95	NIL	NIL	4,50,75,000	29.95
2	Mr. Nemichand J Mehta	2,89,00,000	19.20	NIL	NIL	2,89,00,000	19.20
3	Capt. Dinesh Gautama	NIL	NIL	NIL	NIL	NIL	NIL
4	Mr. Ashok K Thakur	NIL	NIL	NIL	NIL	NIL	NIL
5	Mr. Sandeep K Singh	NIL	NIL	NIL	NIL	NIL	NIL
6	Ms. Pooja H Goyal	NIL	NIL	NIL	NIL	NIL	NIL

B. Key Managerial Personnel (Other than Directors)

Sr No	Name of Key Managerial Personnel	Shareholding at the beginning of the year - 2019		Transaction during the year		Cumulative Shareholding at the end of the year - 2020	
1	Mr. Anish Maheshwari	NIL	NIL	NIL	NIL	NIL	NIL
2	Ms. Deepa Gehani	NIL	NIL	NIL	NIL	NIL	NIL

V) INDEBTEDNESS

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

Amount in INR

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,217,866,825	738,964,437		4,956,831,262
ii) Interest due but not paid				-
iii) Interest accrued but not due	3,075,781			3,075,781
Total (i+ii+iii)	4,220,942,606	738,964,437	-	4,959,907,043
Change in Indebtedness during the financial year				-
• Addition	416,683,101	92,746,547		509,429,648
• Reduction				-
Net Change	416,683,101	92,746,547	-	509,429,648
Indebtedness at the end of the financial year				
i) Principal Amount	4,634,549,926	831,710,984	-	5,466,260,910
ii) Interest due but not paid	-	-	-	-
INR	2,976,156	-	-	2,976,156
Total (i+ii+iii)	4,637,526,082	831,710,984	-	5,469,237,066

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

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total (Amount in INR)
		Mr. Shantilal J Mehta	Mr. Nemichand J Mehta	Capt. Dinesh Gautama	
1	Gross salary				
	(a) Salary as per provisions contained in u/s 17(1) of the Income-tax Act, 1961	80,00,000/-	80,00,000/-	30,00,000/-	1,90,00,000/-
	(b) Value of perquisites u/s 17(2) Incometax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	80,00,000/-	80,00,000/-	30,00,000/-	1,90,00,000/-
	Ceiling as per the Act	Remuneration paid to above Managerial Personnel is within the limit prescribed under the Companies Act, 2013.			

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors			Total (Amount in INR)
		Mr. Ashok K Thakur	Mr. Sandeep S Singh	Ms. Pooja H Goyal	
1	Independent Directors				
	Fee for attending Board / Committee meetings	3,40,000/-	3,40,000/-	3,40,000/-	10,20,000/-
	Commission	NIL	NIL	NIL	NIL
	Others, please specify				
	Reimbursement	27,440/-	580/-	7,000/-	35,020/-
	Total (1)	3,67,440/-	3,40,580/-	3,47,000/-	10,55,020/-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	3,67,440/-	3,40,580/-	3,47,000/-	10,55,020/-
	Overall Ceiling as per the Act	In terms of provisions of the Companies Act, 2013, the remuneration payable to Directors other than Executive Directors shall not exceed 1% of the net profit of the Company. The remuneration paid to Directors was within prescribed limits during the year.			

C. Remuneration To Key Managerial Personnel Other Than Manager / WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel		Total (Amount in ₹)
		Anish Maheshwari (Chief Financial Officer)	Ms. Deepa Gehani (Company Secretary)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961	45,00,000/-	12,00,000/-	57,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission			
	- as % of profit	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	45,00,000/-	12,00,000/-	57,00,000/-

VII. PENALTIES/ PUNISHMENT/ COMPUNDING 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.

For and on Behalf of the Board of Directors
Navkar Corporation Limited

Shantilal J Mehta
Chairman and Managing Director
 DIN: 00134162

Place: Navi Mumbai
 Date: September 02, 2020

Annexure-VI

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

[Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]

As a responsible corporate citizen, your Company ensures that optimum utilisation of resources is carried out to conserve the energy and absorption of technology.

(A) CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy.

Your Company is a responsible organisation and strongly committed for the conservation of energy in carrying out its business operations or impact It has taken several initiatives by using the technology innovation, upgradation with opportunities available with IT development in the Logistics sector. The Company's IT ecosystems is designed, maintained and administered by upholding the best practices of "Energy Conservation", be it either maximizing the use of day-light inside the office premises or emphasising the organization-wide usage of energy-efficient LED lights, covering all the offices of company including CFSs and ICD. The air conditioners being used are also energy-efficient as per their ratings for Energy resulting in saving a lot of electricity.

The IT hardware's and Operation equipment's that is being used to run the Company meets all the Power safety norms for minimal electricity usage. This also includes workstations, equipment's and Rubber-Tyred Gantry Crane (RTG) etc. Furthermore, your company usually employs machines with multi-core processors which increase the machine's digesting output without an exorbitant consumption of energy, thereby, resulting in increased efficiency & cost savings.

(ii) Steps taken by the Company for utilizing alternate source of energy:

Your company has implemented all adequate measures to conserve energy with the focus on uses of the conventional and exploring other sources of energy

(iii) The capital investment on energy conservation equipment:

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

(B) THE EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION AND THE BENEFITS DERIVED LIKE PRODUCT IMPROVEMENT, COST REDUCTION, PRODUCT DEVELOPMENT OR IMPORT SUBSTITUTION

Your Company is rapidly adopting technology to digitise its business operations and product offerings. It has witnessed a strong growth in the adoption of Web-based package software for all the locations of its business for smooth and paperless working, GPS tracking, FASTag. The Company's products and processes are directed towards digitisation of our logistics services in a customer friendly manner, less paperwork, time saving manner.

HRMS Implementation

Your Company has moved towards digitisation and facilitate its employees for use of a new web based platform to meet the local requirements of business. This tool can be accessed on mobile phone for managing the core HR task. All employees successfully using Performance Management System, Talent Management, On Boarding and E-learning platform across all locations which also forms part of the new system.

(i) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

The Company has not imported any technology during the period of last three years.

(ii) The expenditure incurred on Research and Development

The Company being an integrated logistics service provider, there is no expenditure incurred on research and development during the year 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
Navkar Corporation Limited

Shantilal J Mehta
Chairman & Managing Director
(DIN: 00134162)

Date: September 02, 2020
Place: Navi Mumbai

Annexure: VII

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 MARCH 31, 2020

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 2019-20:

Name of the Directors and Key Managerial Personnel	Remuneration of Director/ KMP for FY 2019-20 (In Lakhs)	% increase in remuneration in FY 2019-20	Ratio of remuneration of each Director to median remuneration of employees
*Non-Executive Independent Directors			
Ms. Pooja Hemant Goyal	3.47	-	1.07
Mr. Sandeep Kumar Singh	3.40	-	1.05
Mr. Ashok Kumar Thakur	3.67	-	1.13
Executive directors			
Mr. Shantilal Jayavantraj Mehta	80	-	24.62
Mr. Nemichand Jayavantraj Mehta	80	-	24.62
Capt. Dinesh Gautama	30	-66.67%	9.23
Key Managerial Personnel other than Executive Directors			
Mr. Anish Sewaram Maheshwari (CFO)	45	-	13.85
Ms. Deepa Gehani (CS)	12	20%	3.69

*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: 2019-20 is **15%**

The number of permanent employees on the rolls of Company:499

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 2019-20, the average annual increase in salaries of employees other than the managerial personnel was **15%**. During the financial year 2019-20, the annual increase in the managerial remuneration was **20%**. There are no exceptional circumstances for increase in the managerial remuneration during the financial year 2019-20.

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
Navkar Corporation Limited

Shantilal Mehta
 Chairman and Managing Director
 DIN: 00134162

Place: Navi Mumbai
 Date: September 02, 2020

CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the report contains the details of Corporate Governance systems and processes at Navkar Corporation Limited ("Company").

1. PHILOSOPHY ON CORPORATE GOVERNANCE:

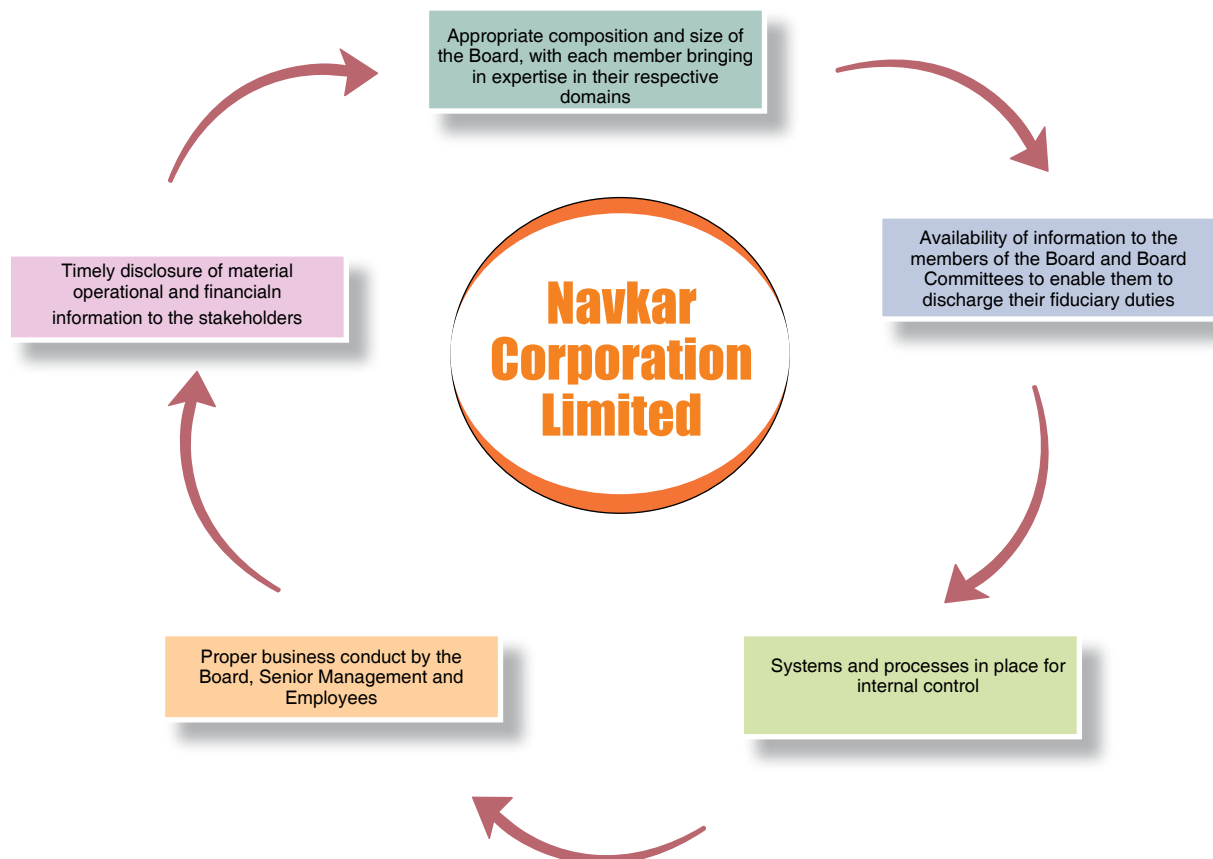
The Company is committed towards achieving the highest standards of Corporate Governance by maintaining the right balance between economic, social, individual and community goals. The Company focuses on implementing the robust, resilient and best corporate practices in every facet of its operations for maximizing the shareholder's value.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles ('the Code') is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business

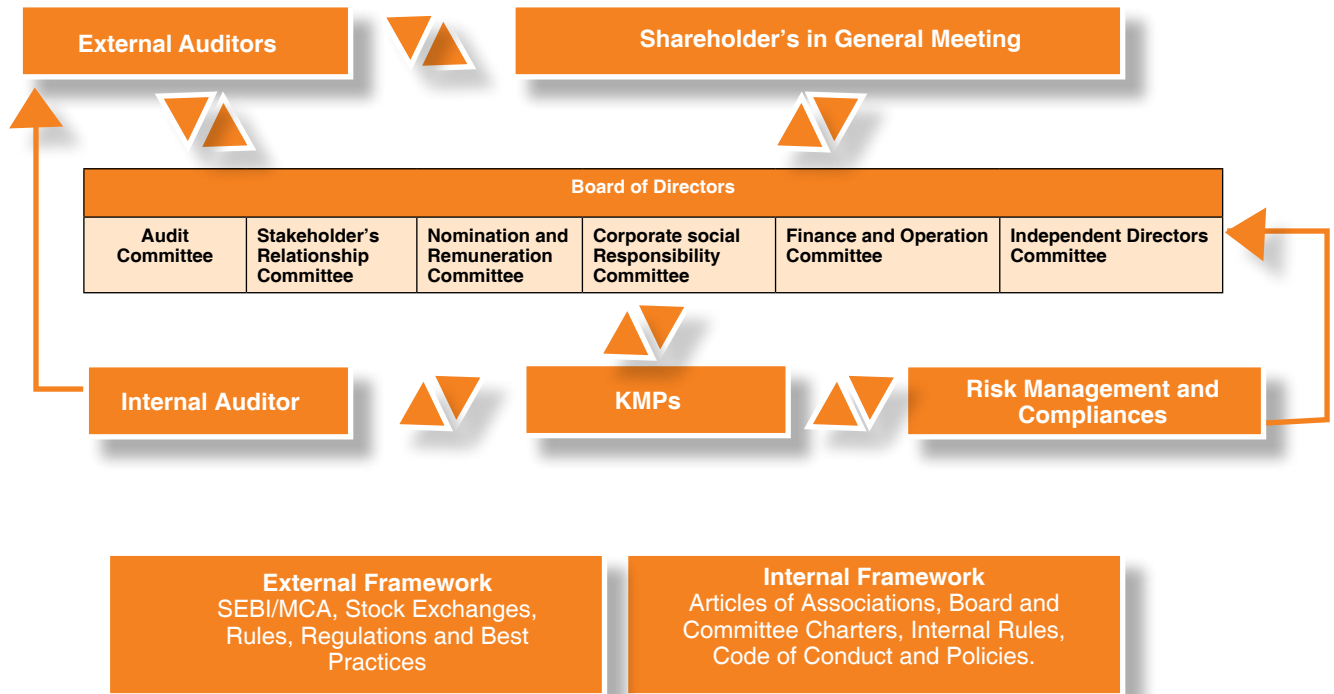
activities with integrity. Our Code inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors ('the Board') are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe. The Company's governance framework is based on the following principles:



NAVKAR 'S GOVERNANCE STRUCTURE



2. BOARD OF DIRECTORS

a) Composition of Board of Directors:

The Company recognizes and embraces the importance of a diverse Board in its success and it believes that a truly diverse Board would leverage differences in thought, perspective, knowledge, skill and industry experience, which will enrich Board discussions and enable effective decision making. The Board has an optimal mix of Executive and Non-Executive Independent Directors who have considerable expertise in their respective fields including competencies required in context of Company's businesses. The Board effectively separates the functions of governance and management.

The composition and size of the Board is reviewed periodically to ensure that the Board is a wholesome blend of Directors with complementary skill-sets. The

Board periodically evaluates the need for change in its size and composition.

As on the March 31, 2020 the Board consists of six Directors comprising one Executive Chairman, three Independent Directors including one Women Independent Director and two Executive Directors. The composition of the Board is in conformity with the requirements of Listing Regulations as well as the Companies Act, 2013 read with the Rules issued thereunder.

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

The details of attendance of Directors at Board Meetings during the financial year 2019-20 and at the Annual General Meeting (AGM) of the Company are as reproduced below:

Name of the Director(s), Director Identification Number (DIN) , Designation and Category	Board Meeting Dates					AGM held on September 27, 2019
	28.05.2019	07.08.2019	19.08.2019	14.11.2019	12.02.2020	
Mr. Shantilal J Mehta (DIN:00134162) Chairman & Managing Director (Promoter)	√	√	√	√	√	√
Mr. Nemichand J Mehta (DIN:01131811) Whole-Time Director (Promoter)	√	×	√	√	√	√
Capt. Dinesh Gautama (DIN:02384688) Whole-Time Director	√	√	√	√	√	√
Mrs. Pooja Hemant Goyal (DIN: 07813296) Non - Executive, Independent Woman Director	√	√	√	√	√	√
Mr. Ashok Kumar Thakur (DIN: 07573726) Non - Executive, Independent Director	√	√	√	√	√	√
Mr. Sandeep Kumar Singh (DIN: 02814440) Non - Executive, Independent Director	√	√	√	√	√	×

*(√ Present ×Absent)

Notes:

- For updates on the composition, terms, 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 (DIN 02384688), Whole time Director & Chief Executive Officer of the Company, who was appointed as a Whole Time Director by the members at the Annual General Meeting held on September 27, 2019, have tendered his resignation from the post of Directorship & Chief Executive Officer of the Company with effect from August 07, 2020 due to his well advanced age, he has decided to reduce his commitments. The Board placed on record appreciation of his valuable contribution during his tenure towards 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 ²	No. of Other Committee Membership in other Companies ¹	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	2
5.	Mrs. Pooja Hemant Goyal	1	Nil	Nil
6.	Mr. Sandeep Kumar Singh	3	3	Nil

- The Committees Considered are the Audit Committees and Stakeholders Relationship Committee only.
- We have herein considered the Directorship held in Listed, Unlisted Public & Private Companies.

d) 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 Director
1.	Mr. Shantilal J Mehta	Nil	NA
2.	Mr. Nemichand J Mehta	Nil	NA
3.	Capt. Dinesh Gautama	Nil	NA
4.	Mr. Ashok Kumar Thakur	H.G. Infra Engineering Limited Choice International Limited	Non - Executive, Independent Director
5.	Mrs. Pooja Hemant Goyal	H.G. Infra Engineering Limited	Non - Executive, Independent Director
6.	Mr. Sandeep Kumar Singh	The Byke Hospitality Limited Solid Containers Limited Bhageria Industries Limited	Non - Executive, Independent Director

e) Board Procedure & Related Disclosures:

The Board of Directors meet at least once in each, quarter inter alia to review quarterly and annually operating and capital expenditure plans and budgets, Financial Results, Compliance report(s) of all laws applicable to the Company, Minutes of the Board and Committee Meetings, oversight of the performance of the business, review of the functioning of the Committees, other strategic, transactional and governance matters as required under the Act, Listing Regulations and other applicable legislations.

i) Number of meetings of the board of directors held and dates on which held:

Five (5) meetings of the Board of Directors were held during the financial year 2019-20 on May 28, 2019, August 07, 2019, August 19, 2019, November 14, 2019 and February 12, 2020 .

The necessary quorum was present for all the Meetings and the gap between two Meetings did not exceed one hundred and twenty days as mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the Listing Regulations

ii) During the Financial Year 2019-20, information as mentioned in Schedule II Part A of the Listing Regulations, has been placed before the Board for its consideration.

f) Disclosure of Relationships between Directors Inter-se:

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

g) 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	NA
2.	Mrs. Pooja Hemant Goyal	Nil	NA
3.	Mr. Sandeep Kumar Singh	Nil	NA

h) Details of Familiarization Programme imparted to Independent Directors for FY 2019-20:

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 programmes for Directors are available on the Company's website, viz. <http://www.navkarcofs.com/b/download/familiarisationprogrammesforindependentdirectors.pdf?v=1.2>

i) **Matrix setting out the core skills/ expertise/competence of the Board of Directors**

A chart/ matrix setting out the core skills/ expertise/ competencies identified by the Board of Directors in the context of the Company's businesses and sectors as required for it to function effectively and those actually available with the Board along with the names of Directors who have such skills/expertise/competence, are given below:



S. No.	Board Parameters	Name of Directors					
		SJM	NJM	DG	AKT	PG	SS
1.	Business Acumen / Leadership	√	√	√	√	√	√
2.	Risk Management/ Strategic Planning	√	√	√	√	√	√
3.	Corporate governance Sustainable Development	√	√	√	√	√	√
4.	Amalgamation/Merger/Financial Planning	√	√	√	√	√	
5.	Sales/Marketing/ Business Development	√	√	√			√
6.	Finance and Accounting Experience	√	√	√	√	√	

SJM: Shantilal J Mehta, NJM: Nemichand J Mehta, DG: Dinesh Gautama, AKT: Ashok Kumar Thakur, PG: Pooja Goyal
SS: Sandeep Singh,

j) **Confirmation from the Board of Directors as per Schedule V Part C (2) (i) and Provisions of Section 149(7) of the Companies Act, 2013:**

Pursuant to the provisions of the Listing Regulations read with Schedule V Part C (2) (i) the Board of Directors, of the Company hereby confirm that the Independent Directors fulfill the conditions specified under Regulation 16 (1) (b) of the Listing Regulations and provisions of Section 149(7) of the Companies Act, 2013 are independent of the management.

k) **Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided.**

Nil during the Financial Year 2019-20.

3. BOARD COMMITTEES:

The Board has constituted various Committees with their specific terms of reference and scope to take informed decisions in the best interests of the Company in accordance with the Companies Act, 2013, Listing Regulations.

The role and the composition of Board Committees constituted by the Board as on March 31, 2020 are as follows:

Sr. No.	Name of Committee	Terms of Reference	Composition of the Committee as on March 31, 2020
1.	Audit Committee The Company has a qualified and independent Audit Committee. The Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.	<p>Regulatory Reference:</p> <ul style="list-style-type: none"> ➤ Section 177 of the Companies Act 2013 ➤ Regulation 18 of Listing Regulations ➤ Board Approved Charter of the Audit Committee. <p>Dates of Meetings:</p> <p>The Committee met 5 times during the year under review on:</p> <ul style="list-style-type: none"> ➤ 28.05.2019 ➤ 07.08.2019 ➤ 19.08.2019 ➤ 14.11.2019 ➤ 12.02.2020 <p>The time gap between any two meetings were less than 120 days.</p> <p>The Chairman of the Audit Committee was present in Annual General Meeting to answer the queries to the shareholders.</p>	<ul style="list-style-type: none"> ➤ Mr. Ashok Kumar Thakur (Chairman) ➤ Mrs. Pooja Hemant Goyal (Member) ➤ Mr. Nemichand J Mehta (Member)

		<ul style="list-style-type: none"> ➤ 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; ➤ 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; <ul style="list-style-type: none"> a) Management discussion and analysis of financial condition and results of operations; b) Statement of significant related party transactions submitted (as defined by the audit committee), by management; c) Management letters / letters of internal control weaknesses issued by the statutory auditors; d) Internal audit reports relating to internal control weaknesses; and e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee. f) Statement of deviations: 	
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		i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).																			
	Attendance of Members	<table border="1"> <thead> <tr> <th rowspan="2">Sr.No.</th> <th rowspan="2">Name</th> <th colspan="2">No. of Meetings</th> </tr> <tr> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Ashok Kumar Thakur</td> <td>5</td> <td>5</td> </tr> <tr> <td>2</td> <td>Mrs. Pooja Hemant Goyal</td> <td>5</td> <td>5</td> </tr> <tr> <td>3</td> <td>Mr. Nemichand J Mehta</td> <td>5</td> <td>4</td> </tr> </tbody> </table>	Sr.No.	Name	No. of Meetings		Held	Attended	1	Mr. Ashok Kumar Thakur	5	5	2	Mrs. Pooja Hemant Goyal	5	5	3	Mr. Nemichand J Mehta	5	4	
Sr.No.	Name	No. of Meetings																			
		Held	Attended																		
1	Mr. Ashok Kumar Thakur	5	5																		
2	Mrs. Pooja Hemant Goyal	5	5																		
3	Mr. Nemichand J Mehta	5	4																		
	In Attendance	<p>Ms. Deepa Gehani Company Secretary & Compliance officer of the Company acts as the Secretary to the Audit Committee for all the five meetings. The Statutory Auditor, Internal Auditor, Chief Financial officer and Chief Executive officer were invited to attend the Audit Committee Meetings to point out any observations they may have with regards to finance, accounting, operations and other allied matters. The Internal Auditor reports directly to the Audit Committee.</p>																			
2	Nomination & Remuneration Committee The purpose of the Nomination and Remuneration Committee is to assist the Board in ensuring that the Board and Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the Company. The Committee assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of remuneration arrangements to enable the recruitment, motivation and retention of senior management																				
	Regulatory Reference: ➤ Section 178 of the Companies Act, 2013 ➤ Regulation 19 of Listing Regulations ➤ Board Approved Charter of the NRC. Date of Meeting: 28.05.2019	➤ 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; ➤ Formulation of criteria for evaluation of performance of independent directors and the board of directors; ➤ Devising a policy on diversity of board of directors; ➤ 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. ➤ 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. ➤ Recommend to the board, all remuneration, in whatever form, payable to senior management.	➤ Mrs. Pooja Hemant Goyal (Chairperson) ➤ Mr. Ashok Kumar Thakur (Member) ➤ Mr. Sandeep Kumar Singh (Member)																		
	Attendance of Members	<table border="1"> <thead> <tr> <th rowspan="2">Sr.No.</th> <th rowspan="2">Name</th> <th colspan="2">No. of Meeting</th> </tr> <tr> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Ashok Kumar Thakur</td> <td>1</td> <td>1</td> </tr> <tr> <td>2</td> <td>Mrs. Pooja Hemant Goyal</td> <td>1</td> <td>1</td> </tr> <tr> <td>3</td> <td>Mr. Sandeep Kumar Singh</td> <td>1</td> <td>1</td> </tr> </tbody> </table>	Sr.No.	Name	No. of Meeting		Held	Attended	1	Mr. Ashok Kumar Thakur	1	1	2	Mrs. Pooja Hemant Goyal	1	1	3	Mr. Sandeep Kumar Singh	1	1	
Sr.No.	Name	No. of Meeting																			
		Held	Attended																		
1	Mr. Ashok Kumar Thakur	1	1																		
2	Mrs. Pooja Hemant Goyal	1	1																		
3	Mr. Sandeep Kumar Singh	1	1																		

3.	Stakeholders Relationship Committee The object of establishing Stakeholders Relationship Committee is to assist the Board in understanding and addressing the needs of various stakeholders in a time bound manner. The Stakeholders Relationship Committee considers various aspect of interest of the shareholders and other stakeholders.																					
	Regulatory Reference: ➤ Section 178(5) of the Companies Act 2013 ➤ Regulation 20 of Listing Regulations ➤ Board Approved Charter of the SRC Dates of Meetings: The Committee met 4 times during the year under review on: ➤ 28.05.2019 ➤ 07.08.2019 ➤ 14.11.2019 ➤ 12.02.2020 The time gap between any two meetings were less than 120 days. The Chairman of the Stakeholders Relationship Committee was present in Annual General Meeting to answer the queries to the shareholders.	➤ 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. ➤ Review of measures taken for effective exercise of voting rights by shareholders. ➤ Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent. ➤ 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.	➤ Mr. Ashok Kumar Thakur (Chairman) ➤ Mrs. Pooja Hemant Goyal (Member) ➤ Mr. Shantilal J Mehta (Member)																			
	Attendance of Members	<table border="1"> <thead> <tr> <th rowspan="2">Sr.No.</th> <th rowspan="2">Name</th> <th colspan="2">No. of Meeting</th> </tr> <tr> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Ashok Kumar Thakur</td> <td>4</td> <td>4</td> </tr> <tr> <td>2</td> <td>Mrs. Pooja Hemant Goyal</td> <td>4</td> <td>4</td> </tr> <tr> <td>3</td> <td>Mr. Nemichand J Mehta</td> <td>4</td> <td>4</td> </tr> </tbody> </table>			Sr.No.	Name	No. of Meeting		Held	Attended	1	Mr. Ashok Kumar Thakur	4	4	2	Mrs. Pooja Hemant Goyal	4	4	3	Mr. Nemichand J Mehta	4	4
Sr.No.	Name	No. of Meeting																				
		Held	Attended																			
1	Mr. Ashok Kumar Thakur	4	4																			
2	Mrs. Pooja Hemant Goyal	4	4																			
3	Mr. Nemichand J Mehta	4	4																			
	Compliance Officer	Ms. Deepa Gehani Company Secretary is the Compliance Officer of the Company in accordance with Regulation 6 of Listing Regulations.																				
	Complaints Received during the Financial Year 2019-20																					
	<table border="1"> <thead> <tr> <th>Complaints Pending as on April 01st, 2019</th> <th>Complaints Received during the Year</th> <th>Complaints Dissolved during the</th> <th>Complaints Unresolved as on 31st March, 2020</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>1 (One)</td> <td>1 (One)</td> <td>Nil</td> </tr> </tbody> </table>	Complaints Pending as on April 01st, 2019	Complaints Received during the Year	Complaints Dissolved during the	Complaints Unresolved as on 31st March, 2020	Nil	1 (One)	1 (One)	Nil													
Complaints Pending as on April 01st, 2019	Complaints Received during the Year	Complaints Dissolved during the	Complaints Unresolved as on 31st March, 2020																			
Nil	1 (One)	1 (One)	Nil																			
4	Corporate Social Responsibility Committee A Corporate Social Responsibility Committee of the Board is constituted to actively initiate projects and/ or participate in projects to improve the life of people, to provide enhancing environmental and natural capital, promoting education including skill development providing preventive healthcare, Eradicating hunger, poverty, malnutrition, in rural and urban India and such other activities for the well-being of the society.																					
	Regulatory Reference: ➤ Section 135 of the Companies Act 2013 ➤ Board Approved Charter of the CSR Committee Date of Meeting 28.05.2019	➤ Formulating and recommending to the Board, CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013; ➤ Making recommendation on the amount of expenditure to be incurred on CSR activities; ➤ Instituting a transparent monitoring mechanism for implementation of the CSR activities to be undertaken by the Company.	➤ Mrs. Pooja Hemant Goyal (Chairperson) ➤ Mr. Shantilal J Mehta (Member) ➤ Mr. Nemichand J Mehta (Member)																			

	<ul style="list-style-type: none"> ➤ Other activities/ functions as provided under the applicable provisions of the Companies Act, 2013 and rules made thereunder. The terms of reference and powers of the Corporate Social Responsibility Committee also include all items listed under Section 135 of the Companies Act, 2013 and rules made thereunder. 																			
Attendance of Members	<table border="1"> <thead> <tr> <th rowspan="2">Sr.No.</th> <th rowspan="2">Name</th> <th colspan="2">No. of Meeting</th> </tr> <tr> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mrs. Pooja Hemant Goyal</td> <td>1</td> <td>1</td> </tr> <tr> <td>2</td> <td>Mr. Nemichand J Mehta</td> <td>1</td> <td>1</td> </tr> <tr> <td>3</td> <td>Mr. Shantilal J Mehta</td> <td>1</td> <td>1</td> </tr> </tbody> </table>		Sr.No.	Name	No. of Meeting		Held	Attended	1	Mrs. Pooja Hemant Goyal	1	1	2	Mr. Nemichand J Mehta	1	1	3	Mr. Shantilal J Mehta	1	1
	Sr.No.	Name			No. of Meeting															
			Held	Attended																
	1	Mrs. Pooja Hemant Goyal	1	1																
2	Mr. Nemichand J Mehta	1	1																	
3	Mr. Shantilal J Mehta	1	1																	
5 Finance Committee & Operation Committee Finance Committee & Operation Committee has been constituted in accordance with the provisions of the Act, inter- alia to meet the day to day operational and borrowing requirements of the Company other than the businesses which are specifically required to be considered in the Board meeting																				
Regulatory Reference: <ul style="list-style-type: none"> ➤ Section 179 of the Companies Act, 2013 read with other applicable provisions of the Act and rules made thereto ➤ Board Approved Charter of the Finance Committee & Operation Committee Dates of Meetings: The Committee met 22 time during the year under review on: 08.04.2019, 11.04.2019, 30.04.2019, 13.05.2019, 22.05.2019, 02.07.2019, 10.07.2019, 29.07.2019, 19.08.2019, 20.09.2019, 25.10.2019, 04.11.2019, 18.11.2019, 04.12.2019, 21.12.2019, 29.12.2019, 15.01.2020, 30.01.2020, 14.02.2020, 02.03.2020, 11.03.2020, 19.03.2020.	<ul style="list-style-type: none"> ➤ Authority to approve day to day operational/ Business transactions. ➤ Authority to approve borrowing of the Company within the prescribed limit. 	<ul style="list-style-type: none"> ➤ Capt. Dinesh Gautama (Chairman) ➤ Mr. Shantilal J Mehta (Member) ➤ Mr. Nemichand J Mehta (Member) 																		
Attendance of Member	<table border="1"> <thead> <tr> <th rowspan="2">Sr.No.</th> <th rowspan="2">Name</th> <th colspan="2">No. of Meetings</th> </tr> <tr> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Capt. Dinesh Gautama</td> <td>22</td> <td>22</td> </tr> <tr> <td>2</td> <td>Mr. Shantilal J Mehta</td> <td>22</td> <td>22</td> </tr> <tr> <td>3</td> <td>Mr. Nemichand J Mehta</td> <td>22</td> <td>22</td> </tr> </tbody> </table>		Sr.No.	Name	No. of Meetings		Held	Attended	1	Capt. Dinesh Gautama	22	22	2	Mr. Shantilal J Mehta	22	22	3	Mr. Nemichand J Mehta	22	22
	Sr.No.	Name			No. of Meetings															
			Held	Attended																
	1	Capt. Dinesh Gautama	22	22																
2	Mr. Shantilal J Mehta	22	22																	
3	Mr. Nemichand J Mehta	22	22																	
Ms. Deepa Gehani Company Secretary & Compliance officer of the Company acts as the Secretary to the Finance Committee & Operation Committee for all the meetings.																				

MEETING OF INDEPENDENT DIRECTORS:

Pursuant to Section 149 read with Schedule IV of Companies Act 2013 and Regulation 25 of Listing Regulations a meeting of the Independent Directors of the Company is required to be held once in a year in absence of non-independent directors.

During the period under review, the meeting of Independent Directors was held on May 28, 2019 chaired by Mrs. Pooja Hemant Goyal and attended by all the Independent Directors of the Company. No sitting fees was paid to the Independent Directors of the Company for the above said meeting.

4. PERFORMANCE EVALUATION OF BOARD, COMMITTEES OF THE BOARD

One of the key responsibilities of the Board and the Nomination & Remuneration Committee includes establishment of a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Chairman. During the year under review, surveys were undertaken for evaluation of performance of Directors, Board as a whole and Committees of the Board.

The Nomination & Remuneration Committee has determined a process for evaluating the performance of every Director, Committees of the Board and the Board on an annual basis.

Board of Directors

The parameters of the performance evaluation process for the Board, inter alia, considers work done by the Board around long term strategy, rating the composition & mix of Board members, discharging its governance & fiduciary duties, handling critical and dissenting suggestions, etc. The parameters of the performance evaluation process for Directors includes, effective participation in meetings of the Board, domain knowledge, vision, strategy, attendance of Director(s), etc. Independent Directors were evaluated by the entire Board with respect to fulfillment of independence criteria as specified in the Listing Regulations and their Independence from the Management.

Criteria for Performance Evaluation of Independent Directors

The key evaluation criteria for performance evaluation of Independent Directors of the Company are given below:

- ✓ Participation and contribution by a Director;
- ✓ Effective deployment of knowledge and expertise;
- ✓ Independence of behavior and judgment.
- ✓ Maintenance of confidentiality of critical issue
- ✓ Fulfills the independence criteria as specified in the Companies Act, 2013 and Listing Regulations and their independence from the management.
- ✓ Development and monitoring of leadership teams, Compliance focus and insistence on ethical business practices
- ✓ Assistance in implementing best governance practices and monitors the same
- ✓ Exercises independent judgement in the best interest of Company

Committees of the Board

The performance evaluation of committee's was carried out based on the degree of fulfillment of key responsibilities as outlined by the charter, adequacy of committee composition, effectiveness of meetings, quality of deliberations at the meetings and information provided to the Committees. The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

5. REMUNERATION TO DIRECTORS:**a) Pecuniary relationship or transactions of the Non-Executive Independent Directors:**

During the Year, the Non-Executive Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending Meetings of the Company.

b) Criteria of making payments to Non-Executive Independent Directors:

The Board of Directors has devised Nomination and Remuneration Policy in accordance with Section 178 of the Companies Act, 2013 which Consists criteria of making payments to Non-Executive Independent Directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under Listing Regulations. 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: <https://www.navkarcfs.com/b/download/policies/nomination-&-remuneration-policy.pdf?v=1.3>

c) Disclosures with respect to remuneration:
Non-Executive Independent Directors

Non-Executive Independent Directors are entitled for the sitting fees for attending the meetings of the Board and Committees. The sitting fees payable to the Non-Executive Independent Directors was increased from INR 50,000 to INR 60,000 with effect from August 07, 2019. The remuneration paid to non-executive independent directors during the Financial Year 2019-20 are as under:

S. No.	Name of Director	Sitting fees /Reimbursement for the Board/ Committee Meetings paid for the Financial Year 2019-20
1	Mr. Ashok Kumar Thakur	3,67,440
2	Mrs. Pooja Hemant Goyal	3,47,000
3	Mr. Sandeep Kumar Singh	3,40,580
Total		10,55,020

Executive Directors

The remuneration of the Chairman & Managing Director and Whole-time Director(s) is recommended by the Nomination and Remuneration Committee which is subsequently approved by Board of Directors and Shareholders.

The details of remuneration paid to the Chairman and Managing Director and Whole-time Directors during the Financial Year 2019-20 are as under:

S. No.	Particulars	Name of Directors		
		Mr. Shantilal J Mehta	Mr. Nemichand J Mehta	Capt. Dinesh Gautama
1	Remuneration (Salary, Allowance, Perquisites etc.)	80,00,000	80,00,000	30,00,000
	Total (A)	80,00,000	80,00,000	30,00,000
2	Value of Stock Options	NA	NA	NA
3	Others (Retirals)	NA	NA	NA
	Total (B)	-	-	-
	Total (A+B)	80,00,000	80,00,000	30,00,000

Service Contracts, Notice Period, Severance Fees

None of the Directors have Services Contracts, apart from agreements made towards their appointment as Whole-time Directors/ Managing Director. All the executive directors are required to serve the Notice Period as mandated in the HR Policy of the Company. The terms related to severance fees are also captured in the HR Policy of the Company.

6. GENERAL BODY MEETINGS:
A. Location and time of last three Annual General Meetings and number of special resolutions passed thereat:

Sr. No.	Year	Particulars of Meeting	Date & Time	Location	Special Resolution passed, if any
1.	2018-19	11 th AGM	Friday , September 27, 2019 at 10:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	Yes (One) 1. Approval for appointment of Capt. Dinesh Gautama as a Whole-time Director of the Company
2.	2017-18	10 th AGM	Wednesday , September 26, 2018 at 11:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	No

3.	2016-17	09 th AGM	Thursday, August 24, 2017 at 11:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	Yes (Two) 1. Approval for 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.
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B. Postal Ballot during the FY 2019-20

During the financial year 2019-20, no resolutions have been passed through postal ballot.

C. Extraordinary General Meetings:

During the financial year 2019-20, no Extraordinary General Meeting(s) were conducted by the Company.

7. MEANS OF COMMUNICATION :

Sr. No.	Particulars	Description
1.	Quarterly/Half yearly/ Nine months and Year ended results	The Quarterly/Half yearly/Nine months and Year ended financial results of the Company, as approved and authenticated by the Board of Directors of the Company were communicated to exchanges within 30 minutes of the end of the relevant Board Meeting and are uploaded on the websites of the Exchanges .
2.	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.
3.	Company's Website:	www.navkarcofs.com ; In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors Relations' 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.
4.	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.
5.	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.

8. GENERAL SHAREHOLDER INFORMATION:

Sr No	Particulars	Description
1	AGM Date	September 28, 2020
2	AGM Day	Monday
3	Time	11 a.m
4	Venue	In accordance with the General Circular issued by the MCA on May 5, 2020, the AGM will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") The deemed venue for the AGM: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400705
5	Registered Office	205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400705.
6	Corporate Office	13th Floor, Goodwill Infinity, Plot No. E/3A, Sector – 12, Kharghar, Navi Mumbai - 410210

7	Plant Location	<p>1) Ajivali CFS I: Survey No. 137/1A/1 at Ajivali Village, Old Mumbai Pune NH – 4, Panvel, Maharashtra – 410206.</p> <p>2) Ajivali CFS II: Survey No. 137/1A/1 at Ajivali Village, Old Mumbai Pune NH – 4, Panvel, Maharashtra – 410206.</p> <p>3) Somathane CFS: Survey No. 89/93/95/97, Somathane Village, Kon-Savla Road, Taluka Panvel, Maharashtra - 410206.</p> <p>4) Tumb ICD: Survey No. 44/1, 44/1/1, 44/1/2, Tumb Village, Taluka Umbergaon, Dist Valsad, Gujarat, Pin 396150.</p> <p>5) ICD Valvada: Near Mohangaon Crossing N.H. No. 8 Tal. Umbergaon, Dist Vapi-Valsad, Gujarat, Pin 396150. (with effect from April 10th, 2020)</p>
8	Financial Year	The Company's financial year begins on April 1st and ends on March 31st every year.
9	Book Closure Date	September 22, 2020 to September 28, 2020 (both days inclusive)
10	Dividend	No dividend has been declared by the Company; as such, the same is not applicable.
11	Listing of Stock Exchange	BSE Limited (“BSE”) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 National Stock Exchange of India Limited (“NSE”) Exchange Plaza , C-1, Block - G, Bandra Kurla Complex, Bandra E Mumbai– 400051
12	Stock code:	NSE: NAVKARCORP BSE: 539332
13	ISIN No.	ISIN: INE278M01019
14	Registrar to the issue and Share Transfer Agents	Link Intime India Private Limited C 101, 247 Park, LBS Road, Vikhroli West, Mumbai, Maharashtra 400083, India Tel: 022-49186000 Fax: 022-49186060 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in
15	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 Private 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 Company Secretary and Compliance Officer Navkar Corporation Limited Registered Office: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400705. Corporate Office: 13 th Floor, Goodwill Infinity, Plot No. E/3A, Sector -12, Kharghar, Navi Mumbai - 410210; Tel: 022-38006500; E-mail: cs@navkarcfs.com

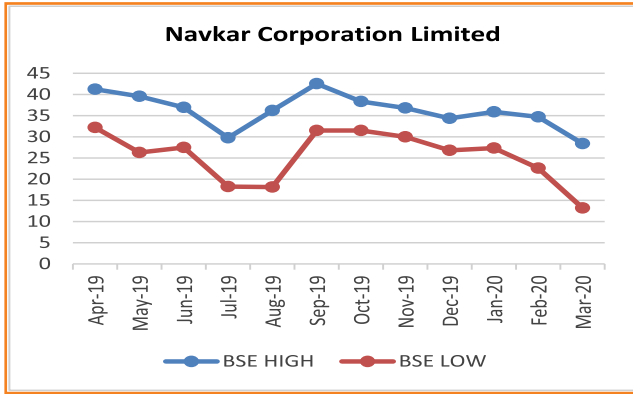
16 Listing fees have been paid to BSE Limited and National Stock Exchange of India Ltd., for the Financial Year 2020-21

17 Market Price Data:

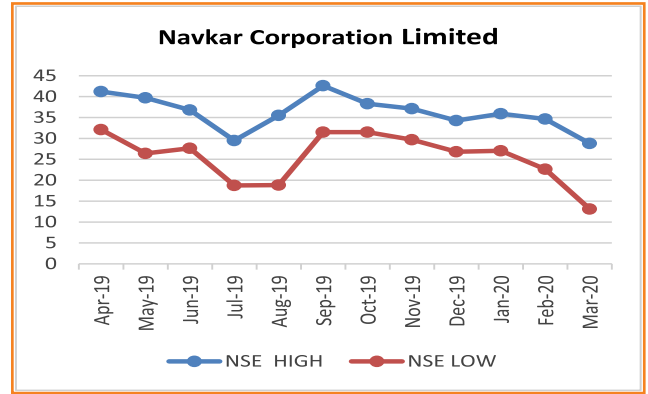
The Monthly high and low prices of your Company's share at BSE and NSE during the financial year 2019-20:

MONTH	BSE HIGH	BSE LOW	NSE HIGH	NSE LOW
Apr-19	41.25	32.2	41.2	32.1
May-19	39.55	26.3	39.7	26.4
Jun-19	36.95	27.5	36.8	27.65
Jul-19	29.75	18.25	29.5	18.75
Aug-19	36.2	18.15	35.5	18.85
Sep-19	42.55	31.5	42.6	31.5
Oct-19	38.35	31.5	38.3	31.5
Nov-19	36.8	30	37.1	29.7
Dec-19	34.35	26.8	34.25	26.8
Jan-20	35.9	27.35	35.9	27.05
Feb-20	34.7	22.6	34.65	22.65
Mar-20	28.4	13.2	28.8	13.1

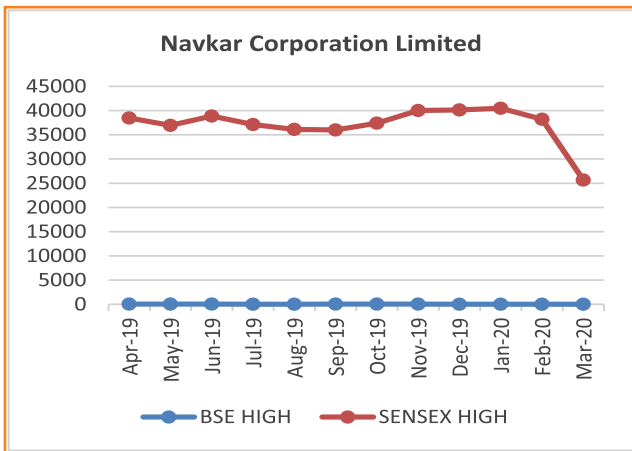
BSE High - Low Share Price



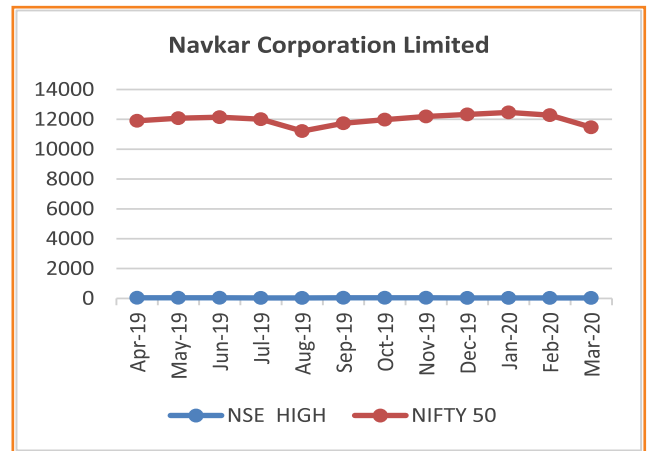
NSE High - Low Share Price



Navkar relative to BSE SENSEX



Navkar relative to NSE NIFTY-50



18 Share Transfer System:

The Company's shares are traded under compulsory dematerialised mode, freely tradeable and the entire share transfer process is monitored by the Registrar and Share Transfer Agent of the Company.

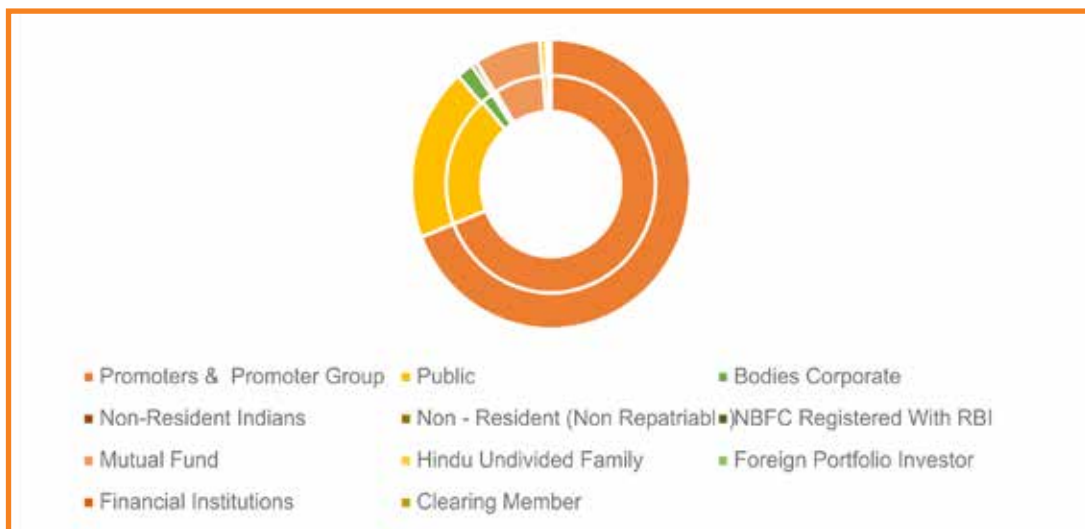
A half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations is obtained from a Company Secretary in Practice and a copy of the certificate is filed with the Stock Exchanges within the prescribed time.

19 Distribution of Shareholding as on March 31, 2020

Shareholding of Shares	No. of Share Holders	% of total Shareholders	No. of Shares Held	% of Total Share Capital
1-500	31890	83.45%	4162656	2.76
501 - 1000	2804	7.33%	2272909	1.51
1001 - 2000	1604	4.19%	2466524	1.64
2001 - 3000	613	1.60%	1573904	1.05
3001-4000	284	0.74%	1023679	0.68
4001-5000	243	0.64%	1153555	0.77
5001-10000	412	1.08%	3132381	2.08
10000 & above	366	0.96%	134733573	89.51
Total	38216	100%	150519181	100

20 Category of Shareholders as on March 31, 2020

Category of Shareholders	No. of Shares	Percentage
Promoters & Promoter Group	103898347	69.03
Public	29522948	19.40
Bodies Corporate	2813314	1.96
Non-Resident Indians	818820	0.54
Non - Resident (Non Repatriable)	175489	0.11
NBFC Registered With RBI	2400	0.00
Mutual Fund	11548562	7.67
Hindu Undivided Family	1108895	0.73
Foreign Portfolio Investor	234271	0.16
Financial Institutions	168481	0.11
Clearing Member	227654	0.29
TOTAL	150519181	100.00



21 Bifurcation of shares held in physical and demat form as on 31st March, 2020

Particulars	No. of Shares	Percentage (%)
Physical Segment		
Physical Shares	2	0.00%
Demat Segment		
NSDL (A)	54051955	35.91%
CDSL (B)	96467224	64.09%
Total (A+B)	150519179	100%
Total	150519181	100%

22 Dematerialization of Shares

As on March 31, 2020, 99.99% of the paid-up Equity Share Capital of the Company was held in dematerialised form and available for trading in the dematerialised form under both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The requisite fees were duly paid to the depositories.

The Company has also appointed Link Intime India Private Limited as the connectivity agent to provide electronic connectivity interface with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for securities of the Company.

There are no shares in demat suspense account or unclaimed suspense account as on March 31, 2020.

23 Outstanding Global Depository Receipts or American Depository Receipts or warrants or any Convertible instruments, conversion date and likely impact on equity

During the year under review, the Company does not have any outstanding GDRs/ADRs warrants that were

due for conversion or any other Convertible instruments having an impact on the equity of the Company.

24 Disclosure of commodity price risks and commodity hedging activities

During the financial year 2019-20 Company is not involved into any activity relating to Commodity Price Risk, commodity hedging activities.

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

During the financial year 2019-20 Company has not raised money through Preferential Allotment or Qualified Institutions, however there is no amount unspent as per Regulation 32 (7A) of SEBI (LODR) 2015.

26 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 on June 12, 2020 following credit ratings for its Term Loan and Cash Credit facilities.

Instrument Type	Date of Issuance	Coupon Rate (%)	Maturity Rate	Size of Issue (Million)	Rating/Outlook	Rating Action
Term Loan	-	-	FY 30	INR2679.9 (reduced from INR3,060)	IND A - / Stable	Downgraded
Cash credit facilities	-	-	-	INR 300	IND A-/Stable/IND A2+	Downgraded
Non-fund-based limits	-	-	-	INR 100	IND A2+	Assigned
Proposed term loan*	-	-	-	INR 840.1	Provisional IND A-/ Stable	Assigned

*The ratings are provisional and shall be confirmed upon the sanction and execution of loan /transaction documents for the above instruments to the satisfaction of Ind-Ra.

9. OTHER DISCLOSURES:

a) Code of Conduct

The Company has laid down Code of Conduct for the Directors, Senior Management personnel and other employees. The Code is hosted on the website of the company at www.navkararfs.com

Annual declaration confirming compliance of the code is obtained from every Director and Senior Management Personnel and in this regard a certificate is issued by the Chairman and Managing Director as annexed with this report stipulating that Directors and KMPs have adhered with said code of conduct.

b) Code of Conduct for Prohibition of Insider Trading

The Board has adopted a Code for the Prohibition of Insider Trading to regulate, monitor and report trading by Designated Person(s) in securities of the Company. The code inter alia requires pre-clearance for dealing in the securities and prohibits the purchase/sale/dealing in securities while in possession of unpublished price sensitive information and during the period when the trading window is closed.

The Company periodically reviews the efficacy of its systems, controls and processes to ensure that access to unpublished price sensitive information relating to its financial results or that of its securities is on a need to know basis. The Code is hosted on the website of the Company at www.navkararfs.com

c) Related party transactions

In line with the requirements of the Companies Act, 2013 and Listing Regulations your Company has in place Policy on Related Party Transactions & Materiality:

- Related Party Transactions are placed before the Audit Committee for review and approval. Annual omnibus approval is obtained for transactions which are of repetitive nature and / or entered in the ordinary course of business.
- All the related party transactions entered into by the Company, during the financial year, were in its ordinary course of business and on an arm's length basis. Further, there are no material related party transaction entered by the Company.
- The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. The Policy on Related Party Transactions & Materiality is hosted on the website of the Company at <https://www.navkararfs.com/b/download/policies/RPT-Policy.pdf?v=1.3>

d) Details of Non-Compliance

No penalties, strictures have been imposed on the Company by the Stock Exchange(s)/SEBI or any other statutory authorities on matters relating to capital market during the last three years.

e) Whistle Blower Policy & Vigil Mechanism

The Company has adopted a Whistle Blower Policy and established the necessary Vigil Mechanism, which is in line with the Regulation 22 of the SEBI Listing Regulations and Section 177 of the Act. Pursuant to the Policy, the Whistle Blower can raise concerns relating to Reportable Matters (as defined in the Policy) such as unethical behavior, breach of Code of Conduct Policy, actual or suspected fraud, any other malpractice, impropriety or wrongdoings, illegality, non-compliance of legal and regulatory requirements, retaliation against the Directors & Employees and instances of leakage of/suspected leakage of Unpublished Price Sensitive Information of the Company etc. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee, and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same.

f) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein:

Adoption of Non-mandatory requirement:

The Company has fairly complied with the non-mandatory requirements specified in Part E of Schedule II of the Listing Regulations.

g) Web Link:

Sr. No.	Requirement	Website Link
1	Policy for determining "material" subsidiaries	The company does not have any subsidiary hence formation of material subsidiary policy is not applicable to the company.
2	Policy on dealing with related party transactions	https://www.navkararfs.com/b/download/policies/RPT-Policy.pdf?v=1.3

h) 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 SEBI /Ministry of Corporate Affairs or any such statutory authority.

The Company has received a certificate from HS Associates Practising Company Secretaries, Mumbai that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such authority. The certificate is annexed herewith this Annual Report.

i) Annual Secretarial Compliance Report

The Company has undertaken an audit for the financial year 2019-20 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by Mehta & Mehta Practising Company Secretaries has been submitted to the stock exchanges.

j) Recommendations of the Committees

No instances have been observed where the Board has not accepted recommendations of any of the Board Committee(s).

k) Fees paid to Uttam Abuwala Ghosh & Associates, Statutory Auditors

The total fees paid by the Company to Uttam Abuwala Ghosh & Associates, Statutory Auditors of the Company is ₹ 30,00,000/- (Thirty Lakhs Only).

l) Details in relation to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a Prevention and Redressal of Sexual Harassment Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder.

During the financial year 2019-20, the Company has

not received any complaint of Sexual Harassment.

m) Details of Non-Compliance of Corporate Governance Report

The Company has complied with all the conditions as specified in paras (2) to (10) of the Schedule V of the Listing Regulations.

n) 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

i) The Board: Chairman of the Company is an Executive Director.

ii) Shareholder Rights: The Company's quarterly, half-yearly and yearly results are furnished to the Stock Exchanges and are also published in the newspapers and on the website of the Company.

iii) Modified opinion(s) in Audit Report: For the Financial Year ended March 31, 2020, the Independent Auditors have given unmodified opinion on the Company's Financial Statements. The Company continues to adopt best practices to ensure the regime of unmodified Financial Statements.

iv) Reporting of Internal Auditor: The Internal Auditor of the Company directly reports to the Audit Committee of the Company.

o) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and Regulation 46 of SEBI Listing Regulations:

Sr. No.	Regulation and Particulars	Compliance observed during the Financial Year 2019-20	Compliance Status Yes/No/N.A.
1	Regulation 17 Board of Directors	<ul style="list-style-type: none"> ✓ Board Composition ✓ No. of Board Meetings ✓ Review of compliance reports ✓ Plans for orderly succession for appointments ✓ Code of Conduct ✓ Settings Fees to Non-Executive Independent Directors ✓ Minimum information to be placed before the Board ✓ Compliance Certificate ✓ Risk Assessment & Management ✓ Performance Evaluation of Independent Directors ✓ Other matters provided in Regulation 17 of the Listing Regulations, to the extent applicable to the Company. 	Yes
2	Regulation 17A Maximum number of directorships.	<ul style="list-style-type: none"> ✓ maximum number of directorships 	Yes
3	Regulation 18 Audit Committee	<ul style="list-style-type: none"> ✓ Composition of Audit Committee ✓ Meeting of Audit Committee ✓ Role of Audit Committee and review of information by the Committee 	Yes

4	Regulation 19 Nomination and Remuneration Committee	<ul style="list-style-type: none"> ✓ Composition of Nomination and Remuneration Committee ✓ Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting ✓ Role of the Committee ✓ Other matters provided in Regulation 19 of the Listing Regulations, to the extent applicable to the Company 	Yes
5	Regulation 20 Stakeholders Relationship Committee	<ul style="list-style-type: none"> ✓ Composition of Stakeholders Relationship Committee ✓ Meetings of the Stakeholders Relationship Committee ✓ Role of the Committee and review of information by the Committee ✓ Other matters provided in Regulation 20 of the Listing Regulations, to the extent applicable to the Company ✓ Presence of Chairman at AGM 	Yes
6	Regulation 21 Risk Management Committee	The Company is not in the list of top 100/500 listed entities by market capitalization. Hence the provision of Regulation 21 of the Listing Regulations is not applicable to the Company.	Not Applicable
7	Regulation 22 Vigil Mechanism	<ul style="list-style-type: none"> ✓ Formulation of Vigil Mechanism Provision for safeguarding and protection of Employees and directors against victimization who avails the mechanism ✓ Direct access to Chairperson of Audit Committee ✓ Other matters provided in Regulation 22 of the Listing Regulations, to the extent applicable to the Company 	Yes
8	Regulation 23 Related Party Transactions	<ul style="list-style-type: none"> ✓ Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions ✓ Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee (Omnibus) and Board of Directors ✓ Review of Related Part Transactions ✓ Approval of Audit Committee of all the related party transactions. ✓ Other matters provided in Regulation 23 of the Listing Regulations, to the extent applicable to the Company. 	Yes
9	Regulation 24 Corporate Governance requirements with respect to subsidiary of listed entity	<ul style="list-style-type: none"> ✓ During the Financial Year 2019-20, your Company does not have any subsidiary company. Hence the provision of Regulation 24 of the Listing Regulations is not applicable to the Company. 	Not Applicable
10	Regulation 24A Secretarial Audit.	✓ Your company has received a Secretarial Audit Report, from Mehta & Mehta Practising Company Secretaries for the financial year 2019-20.	Yes
11	Regulation 25 Obligations with respect to Independent Directors	<ul style="list-style-type: none"> ✓ Maximum Directorship and Tenure ✓ Meeting of Independent Directors ✓ Familiarization Program of Independent Directors ✓ Other matters provided in Regulation 25 of the Listing Regulations, to the extent applicable to the Company. 	Yes

12	Regulation 26 Obligations with respect to employees including Senior Management, Key Managerial Persons, Directors and promoters	<ul style="list-style-type: none"> ✓ Membership(s)/ Chairmanship(s) in the Committee(s) ✓ Affirmation with compliance to Code of Conduct from Directors and senior management ✓ Disclosure of shareholding by Non- Executive Independent Directors ✓ Other matters provided in Regulation 26 of the Listing Regulations, to the extent applicable to the Company. 	Yes
13	Regulation 27 Other Corporate Governance requirements	<ul style="list-style-type: none"> ✓ Compliance with discretionary requirements ✓ Filing of quarterly compliance report on Corporate Governance ✓ Other matters provided in Regulation 27 of the Listing Regulations, to the extent applicable to the Company. 	Yes
	Regulation 46 Website	<ul style="list-style-type: none"> ✓ Details of Business ✓ Terms and conditions of appointment of Independent Directors ✓ Composition of various Committees of Board of Directors ✓ Code of Conduct for Directors and Senior Management Personnel ✓ Details of establishment of Vigil Mechanism/Whistle Blower Policy ✓ Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions ✓ Policy for determining material subsidiaries ✓ Details of familiarization program imparted to Independent Directors ✓ Other matters provided in Regulation 46 (2), to the extent applicable to the Company. 	Yes

p) 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 application moneys received and due for refund.

q) Certificate on Corporate Governance Report

A certificate from the Practicing Company Secretaries, M/s. HS Associates, Mumbai confirming compliance with the conditions of Corporate Governance stipulated under Listing Regulations is annexed to the Report on Corporate Governance.

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the 'Code of Conduct' for financial year 2019-20.

For and on Behalf of the Board of Directors
Navkar Corporation Limited

Shantilal J Mehta
Chairman and Managing Director
DIN: 00134162

Place: Navi Mumbai
Date: September 02, 2020

CERTIFICATE FROM THE CHAIRMAN & MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To
The Board of Directors
Navkar Corporation Limited

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and we certify 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. There are, 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 accept responsibility 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 and there have been no deficiencies in the design or operation of such internal controls of which we are aware.
- D. We have indicated to the auditors and the Audit Committee that there were:
- i. no significant change in internal control over financial reporting during the year;
 - ii. no significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on Behalf of the Board of Directors
For Navkar Corporation Limited

Shantilal J Mehta
Chairman and Managing Director

Anish Maheshwari
Chief Financial Officer

Date: September 02, 2020
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 400705

We have reviewed the implementation of Corporate Governance procedures by the Company during the year ended March 31, 2020, 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 and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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.

This report is based on the data received from the company through electronic mode as physical verification of the data and corresponding documents could not be accessed during the course of audit due to the ongoing COVID-19 pandemic. 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: September 02, 2020
PLACE: MUMBAI

ICSI UDIN: F002827B000646998

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 400705 IN (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, 2020 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**

Date: September02, 2020

Place: Mumbai
ICSI UDIN: F002827B000647011

**Hemant Shetye
Partner
FCS: 2827
COP: 1483**

BUSINESS RESPONSIBILITY REPORT

(As per Regulation 34(2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company	L63000MH2008PLC187146
2.	Name of the Company	Navkar Corporation Limited
3.	Registered Address	205-206, J K Chambers, Sector 17, Vashi, Navi Mumbai – 400705. Maharashtra, India
4.	Website	www.navkarcfs.com
5.	E-mail id	cs@navkarcfs.com
6.	Financial Year Reported	2019 - 2020
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Container Freight Stations and Inland Container Depot (NIC 521 & 522) (National Industrial Classification, 2008 (NIC)
8.	List three key products / services that the Company Manufactures / provides (as mentioned in the balance sheet)	1. Cargo Handling; 2. Storage / Warehousing; 3. Transportation via road, rail and allied services.
9.	Total number of locations where business activity is undertaken by the Company a. Number of International Locations b. Number of National Locations	Nil 4 (Four) However, Company has been awarded for Strategic Alliance Management Contract at Inland Clearance Depot (ICD), Valvada, Gujarat, via tender offered by Central Warehousing Corporation (A Government of India Undertaking) and CWC has handed over the Property of ICD Valvada to Company with effect from of April 10, 2020 for a period of five years and further extendable for a period of 2 years with mutual consent.
10.	Markets served by the Company	Local, Maharashtra and Gujarat

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital	Rs. 15381.71 Lakh (Inclusive preference share capital of Rs.329.79 Lakh)
2.	Total Turnover	Rs. 56709.82 Lakh
3.	Total profit after taxes	Rs. 4531.27 Lakh
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Rs. 192.47 Lakh During the F.Y. 2019-20, Company spent more than the statutory requirement towards CSR activities.
5.	List of activities in which expenditure in above has been incurred	Promoting Education

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies	No
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

SECTION D: BR INFORMATION

1. Details of Director / Directors responsible for BR

(a) Details of the Director / Directors responsible for implementation of the BR policy / policies:

DIN Number	00134162	01131811	02384688
Name	Mr. Shantilal J Mehta	Mr. Nemichand J Mehta	Capt. Dinesh Gautama*
Designation	Chairman and Managing Director	Whole time Director	Whole time Director & Chief Executive Officer

* Resigned with effect from August 07, 2020.

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number	00134162
2	Name	Mr. Shantilal J Mehta
3	Designation	Chairman and Managing Director
4	Telephone number	022-38006500
5	e-mail id	cs@navkarcfs.com

Principles covered under the Business Responsibility Report

Sr. No.	Description
P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Business should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of Compliance (Reply in Y / N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy / policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / International standards? If yes, specify? (50 words*)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director? **	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified Committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	www.navkarcfs.com								
7	Has the policy been formally communicated to all Relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to Implement the policy / npolicies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out Independent audit / evaluation of the working of this policy by an internal or external agency? r ***	Y	Y	Y	Y	Y	Y	Y	Y	Y

*All policies of the Company have been formulated in compliance with applicable regulatory requirements prescribed by MCA, SEBI & other regulators, business requirements and in line with the industry best practices.

**The policies are being put up to the Board of Directors for signature and approval.

*** The implementation of policies are done by interdependent internal auditor who in turn issues report to Board and Audit Committee.

Principle	Applicable Policies	Principle	Applicable Policies	Link for Policies
P1	Whistle Blower Policy and Code of Conduct	P6	Environment, Health and Safety Policy	www.navkarcs.com
P2	Environment, Health and Safety Policy	P7	Code of Conduct	
P3	Code of Conduct Internal HR policies	P8	CSR Policy	
P4	CSR Policy	P9	Code of Conduct	
P5	Code of Conduct			

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options): Not Applicable.

Sr. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3	The company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

2) Governance related to BR

(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The Board constituted CSR Committee meets at least once in a year. BR performance of the Company is assessed annually by Board of Directors.
(b)	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, Company publishes its BR Report annually at http://www.navkarcs.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principal No.	Description	Response
Principle 1 – Business should conduct and govern themselves with Ethics, Transparency and Accountability		
1.1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	No, The policy for this principle is applicable on all stakeholders including vendors, employees, and directors. The Company believes that a strong and robust foundation of ethics and responsibility is absolutely necessary to sustain economic value. With its legacy of fair, transparent and ethical governance practices, the Company's Code of Business Conduct reinforces its commitment to operate with the highest degree of integrity. It lays a framework for expected standards of ethical conduct and behaviour, extending to employees and other individuals working with the Company. It outlines principles against discrimination, anti-competitive practices, insider trading and prohibits bribes, kickbacks and improper payments. To avoid any conflict of interest, the Company has placed necessary safeguards as part of its corporate governance structure and the Code of Conduct.
1.2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	During the F.Y. 2019-2020, Company received 01 (One) Investor Compliant, which is resolved within time. Apart from above, there was no complaint reported by any Director or Employee of the Company under Vigil Mechanism / Whistle Blower Policy.

Principle 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

2.1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.	<p>We are engaged in providing logistics solutions and allied services, none of our business operations have any inherent design capable of adversely impacting society or environment. In fact we are proactive and continuously strive to implement energy efficient equipment's.</p> <ul style="list-style-type: none"> - The Company's emphasis on Railway for Transportation offers lower Carbon emissions. - The Company's fully-integrated rail-linked container terminal and logistic park at Vapi, Gujarat, will enable to offer end-to-end logistics solutions to both importers as well as exporters at potentially 30-40% lower cost making exports competitive. - Fuel efficient Rubber Tyred Gantry cranes and Reach Stackers machines; - Use of LEDs at all the offices to the extent possible to save electricity
2.2	<p>For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):</p> <p>a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?</p> <p>(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?</p>	<p>Not applicable</p> <p>Not applicable</p>
2.3	<p>Does the company have procedures in place for sustainable sourcing (including transportation)?</p> <p>If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.</p>	<p>We use the rail infrastructure, the use of this modes of transportation leads to reduction in pollution.</p>
2.4	<p>Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?</p> <p>If yes, what steps have been taken to improve their capacity and capability of local and small vendors?</p>	<p>Yes, the Company procurement procedures covers quality assurance review of the vendors while procuring/ordering goods and services, wherein small and local vendors are given preference for procurement of daily use items and services such as stationary, food and beverages, taxi etc.</p>
2.5	<p>Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.</p>	<p>Yes, we have a mechanism for recycling of parts of vehicles and equipment's for their reuse to the extent, it is safe and environment friendly, being less than 10%.</p>

Principle 3 - Businesses should promote the well-being of all employees

3.1	Please indicate the total number of employees	499
3.2	Please indicate the total number of employees hired on contractual / casual basis	305
3.3	Please indicate the total Number of permanent women employees.	27
3.4	Please indicate the number of permanent employees with disabilities	01
3.5	Do you have an employee association that is recognized by management?	No

3.6	What percentage of your permanent employees is members of this recognized employee association?	NA
3.7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	There were no instances of any child labor, forced labour involuntary labor, Sexual Harassment during the F.Y. 2019-20.
3.8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? Learning and Development (L&D) (a) Permanent Employees (b) Permanent Women Employees (c) Casual / Temporary / Contractual Employees (d) Employees with Disabilities	(a) Permanent Employees – 100% (b) Permanent Women Employees – 100% (c) Casual / Temporary / Contractual Employees – 75% (d) Employees with Disabilities – 0.01%
Principle 4 - Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized		
4.1	Has the company mapped its internal and external stakeholders? Yes / No	Yes, The Company has mapped its internal and external stakeholders. It uses both formal and informal mechanisms to engage with various stakeholders to understand their concerns and expectations. Individual departments within the organization have roles and responsibilities identified and defined to engage with various stakeholders.
4.2	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders	The Company has well defined process for identifying the key communities and their needs.
4.3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.	The Company is committed to make differences in the lives of under privileged and economically challenged citizens. In line with the Company's CSR philosophy and policy, it takes various initiatives in the area of Eradicating hunger, poverty, malnutrition, promoting health care including preventive health care, environmental sustainability, animal welfare , Promoting Education including special education and employment enhancing vocation skills especially among children, women etc. for betterment of such stakeholders.
Principle 5 - Businesses should respect and promote human rights		
5.1	Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	It extends to internal and external stakeholders. One of the values of the Company mandates respect for the Individual. In addition, human rights are the key ingredient in Company which creates bonding in the organization.
5.2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	We were not in receipt of any complaints which can be covered under the ambit of human rights violation during F.Y. 2019-20.
Principle 6 - Business should respect, protect and make efforts to restore the environment		
6.1	Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.	It extends to internal and external stakeholders. Our environment policy which covers aspects related to environmental impact pertaining to our operations.

6.2	Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	The Company on continuous basis conducts its operation on most environment friendly and compliant manners. The Company is conscious of the importance of environmentally clean and safe operations. 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.
6.3	Does the company identify and assess potential environmental risks? Y/N	The Company's Environmental policy guides the effort to manage the environmental impact and continuously improve its environmental performance.
6.4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?	No
6.5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	LED lights are installed for conservation of energy.
6.6	Are the Emissions / Waste generated by the company within the permissible limits given by CPCB / SPCB for the financial year being reported?	The Company is in compliance with the norms set by the Control Boards or relevant authorities.
6.7	Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	During the year the Company did not receive any such notice.
Principle 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner		
7.1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	Container Freight Station Association of India
7.2	Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	We have participated in the various forums of the above organizations and actively take up matters which we consider as industry grievances.
Principle 8 – Businesses should support inclusive growth and equitable development		
8.1	Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes, the Company undertakes activities to support inclusive growth and equitable development with the objects of Eradicating hunger, poverty, malnutrition, Promoting health care including preventive health care, Environmental sustainability, animal welfare.
8.2	Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?	The programmes / projects undertaken through external organisations.

8.3	Have you done any impact assessment of your initiative?	Yes, Company has done impact assessment internally.
8.4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?	During F.Y. 2019-20 our Company has spent an amount of Rs. 192.47 lakhs towards its CSR initiatives. For more details, please refer "Corporate Social Responsibility" section of Director's Report
8.5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	The activities and its impact are properly monitored for successfully adoption by the community.
Principle 9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner		
9.1	What percentage of customer complaints / consumer cases are pending as on the end of financial year.	Nil
9.2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)	N.A.
9.3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	Nil
9.4	Did your company carry out any consumer survey / consumer satisfaction trends	The Company undertakes regular customer satisfaction surveys to assess the customer satisfaction level

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

The growth of trade, both domestic and international, is key to the development of the shipping and logistics industry. It is a well-known fact that India is presently known as one of the most important players in the global economic landscape. Its trade policies, Government reforms and inherent economic strengths are all attributed to its standing as one of the most sought-after destination for foreign investments in the world. Also, technological, and infrastructural development being carried out across the country augurs well for the trade and economic sector in the years to come. Ports are important for development of merchandise trade and it was this factor that the Government spear-headed 'port-led development' through its programmes so as to bring out the importance of shipping and its large coastline. Cargo handling at the ports is again an important factor that pushes economic growth. Capacities of ports have been increasing – both in the bulk and container segments – and which improves trade volumes and brings out the requirement for ancillary set-ups. Container Freight Stations (CFSs) and Inland Container Depots (ICDs) play an important role in this infrastructure. Decades ago, all cargo handling relating to containers was carried out inside the port area itself resulting in ports getting congested and constricting the growth of ports due to available areas inside ports being taken up for stuffing and destuffing of containers. With the start and growth of Container Freight Stations and Inland Container Depots all such and ancillary functions were taken over. Container Freight Stations (CFS) are currently a major infrastructural component in this framework, primarily contributing towards the decongestion of ports and enhancement of handling capacity at the terminals.

The importance of Container Freight Stations was a known fact. It was and 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 export-import value chain.

It is clearly evident that the container sector in India is playing an important part in trade and commerce. It is penetrating deeper and deeper into the country and remote areas. Movement of goods using containers has many benefits. It makes transshipment of cargoes easier, protects the cargo from nature's adversities and ensures safety of movement

of cargo. And also integration with different modes of transportation can ensure further efficiency of transportation. Containerization in the world is proceeding at a fast pace. And it should not be forgotten that a sound transport system helps both domestic and international business to grow in a country. With each passing year, container penetration in both domestic and international traffic, is increasing.

The dynamics in the container business will continue to transform as the requirement to embrace advanced infrastructure, digitization, innovative business practices, process automation and transparency etc grows. Additionally, implementation of advanced technology, enhancements in soft and hard infrastructure are also playing a key role for these transformational changes in the industry. The growth of the Indian container installed capacity and throughput has both grown. 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.

Impact of Covid-19 Pandemic on Indian Logistic Industry

Logistic Industry are playing an important role in supply chain of essential and non-essential goods. COVID – 19 has impacted both supply and demand side. As many export factories have closed this has brought down the movement of exports through our facilities. At the same time importers have not been able to come and clear their goods resulting in containers piling up inside the container yard. Due to this pile-up of imports, additional operations are required to be done for container yard for extracting containers for delivery to importers.

India is facing several challenges amid its own country-wide lockdown: labor shortages, cargo capacity challenges, order delays and stuck shipments, and demand and supply shocks. India's real gross domestic product (GDP) is at its lowest in 6 years because of the COVID-19 standstill adversely affecting consumption and investment in the Indian economy. The manufacturing halt has reduced demand for logistics services, which likely will result in downward pressure on prices across warehousing, freight, and logistics. With countries around the world imposing lockdowns, minimal export-import movements have amplified the crisis in the Logistics space.

Restriction of air travel and international flights globally has contributed to the slowdown in the movement of goods, and India's lockdown brought first- and last-mile transportation

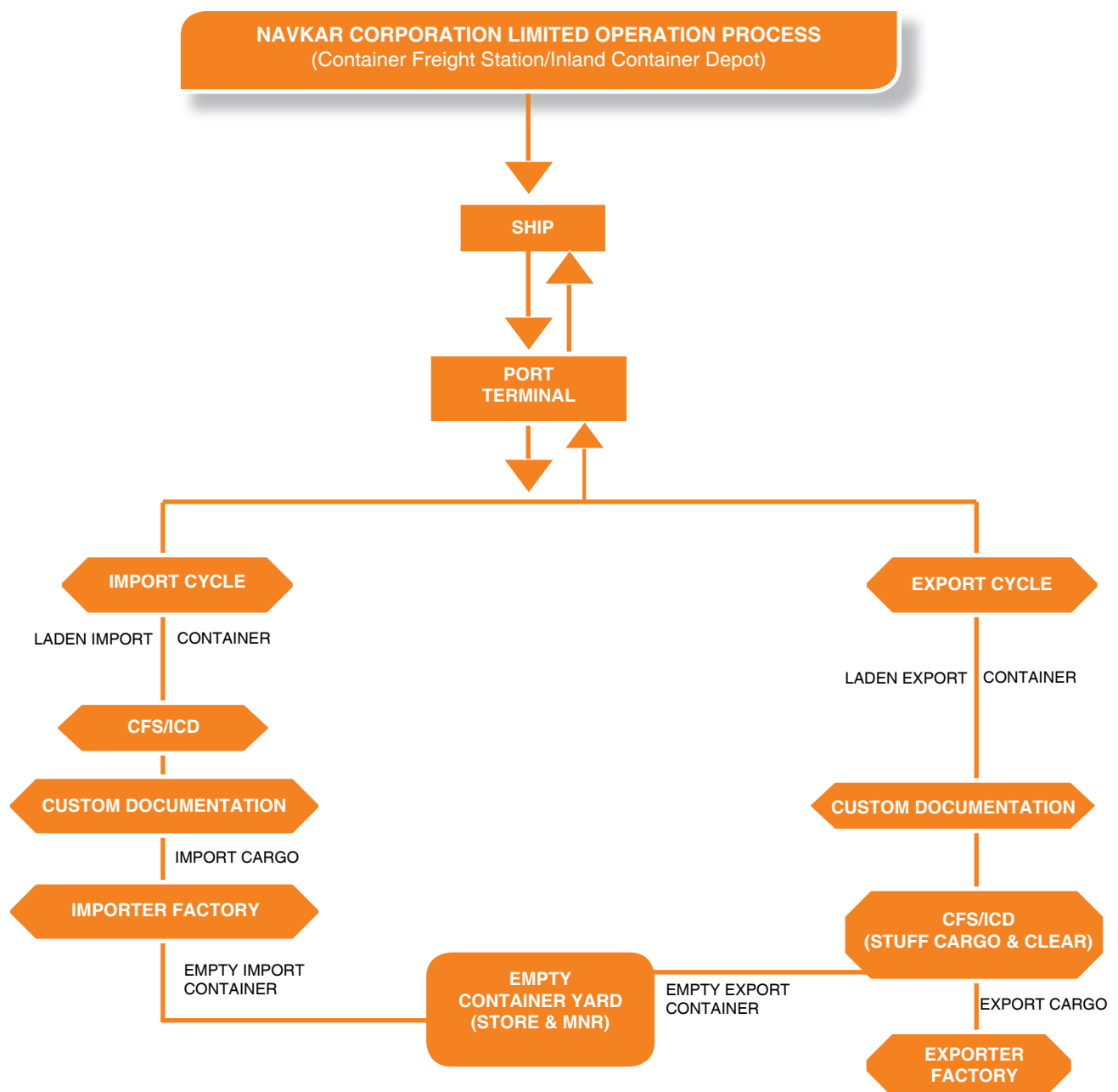
and intermodal movement of goods to a standstill.

About Navkar

The Company has three Container Freight Stations (CFS), two at Ajivali and one at Somathane in Panvel with aggregate installed capacity of over 5,35,000 TEUs per annum. The Company has a Private Freight Terminal (PFT) 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 exim containers to Nhava Sheva port and other destinations. Our company also handles rakes that transport domestic cargo to and from inland destinations on the Indian Rail Network. The Company has started ICD operations at Tumb (Gujarat) in the last year with an aggregate installed capacity of 5,00,000 TEUs per annum. Our Tumb Terminal volumes are growing fast.

Navkar received final approval from the Indian Railways for operating a Private Freight Terminal at Tumb. The approval is favourable to both the railways and Navkar as the distance between Nhava Sheva port and our facility at Tumb is around 175 km which is conducive to the trade that emanates from South Gujarat region. Commencement of rail operation at Tumb 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 5,000 TEUs per month through this terminal. The ramp-up in volumes will result in significant margin expansion as it will enjoy high operating leverage.

Navkar was awarded the contract to operate and manage Central Warehousing Corporation's Inland Container Depot at Valvada, South Gujarat as a "Strategic Alliance Management Operator" (SAMO),



SEGMENT-WISE PERFORMANCE

The Company is engaged in the business of providing services of Container freight station, Inland Container Depot and other related services. There is no other reportable segment.

OUTLOOK

This financial year (2019-20) ended with lockdown due to the global COVID-19 pandemic. This pandemic has struck at the very heart of logistics as it requires actual and physical involvement of men and materials to handle and move goods. The last ten days of the financial year were ominous for the future.

As per Indian container market trend over the last few years, installed capacities and handled volume have been growing proportionately which were a positive sign for the industry. Year over year growth of Indian container installed capacity and throughput were rising. 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.

SWOT ANALYSIS

STRENGTHS	<p>Our capabilities and resources that enable us to grow and sustain in the competitive Logistic Sector</p> <ul style="list-style-type: none"> All the three CFSs are strategically located close to NH4 (Old Mumbai-Pune Highway) and NH17 (Mumbai-Pune Express highway) and in close proximity to Nhava Sheva Port, providing good connectivity to interior parts of the country. ICD is located at Tumb, in South Gujarat region and in close proximity to the Industrial belt. Warehousing Capabilities to Service Varying Requirements of Client. CFSs and ICD also handle temperature-controlled Hazardous, Non-Hazardous cargoes through its reefer plug points at CFSs CFSs and ICD are approved 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 allows storage and handling of IMO (hazardous) cargoes (chemicals, liquid, etc.). There is Plant and Quarantine Unit for inspection and approval of agricultural cargo. 	OPPORTUNITY
	<p>We are consistently identifying potential areas where we can grow and enhance market and brand prominence</p> <ul style="list-style-type: none"> Leveraging technology, along with Third Party logistics Services. For the Indian economy, the logistics sector plays an important role. The large Indian populace is a sector for consumption of goods that are procured locally or imported. This consumption partly drives the economy and the logistics services. Outstanding Logistics Infrastructure. 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. 	
WEAKNESSES	<p>Aspects of the business that can be improved to minimise risks in our business</p> <ul style="list-style-type: none"> Large number of unorganized players in the market . Dependent on global market. 	THREATS.
	<p>We are identifying potential threats to our business, owing to evolving macroeconomic factors and consumer perceptions</p> <p>Growing competition from other Logistics Sectors. COVID-19 situation and related lockdown is an unprecedented situation and poses a threat to growth if situation becomes worse than expected.</p> <p>Government Initiative share of DPD containers is increasing every month. Amongst these DPD containers, there are many that head straight for factories and some that head for CFSs for interim storage or for completing the customs processes prior clearance.</p>	

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has adequate Internal Control Systems to commensurate with nature of business and size of operations for ensuring:

- 1) Orderly and efficient conduct of Business, including adhering to Company's Policies;
- 2) Safeguarding assets of company against loss from unauthorized use or disposal;
- 3) Prevention and Detention of frauds and errors.
- 4) Accuracy and completeness of accounting records;
- 5) Timely preparation of reliable financial information and
- 6) Compliance with all applicable laws and regulations.

The Policies, procedures and guidelines are in place to ensure that all the transactions are authorized, recorded and reported correctly as well as provide adequate checks & controls.

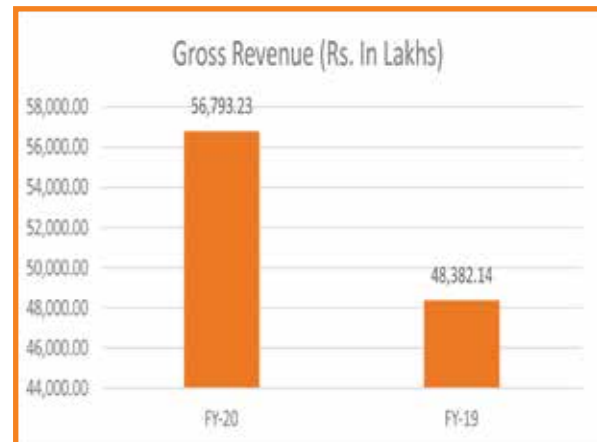
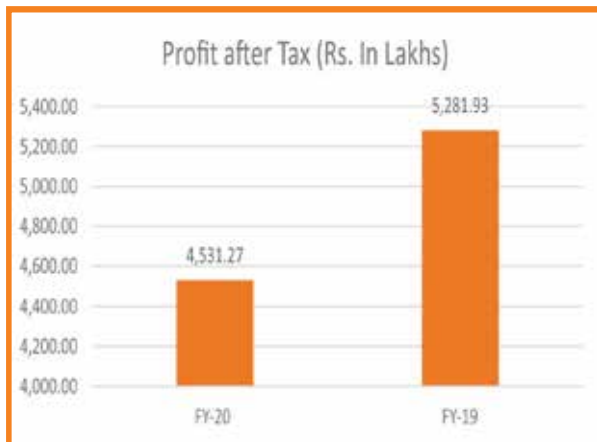
Adherence to these processes is ensured through frequent internal audits. The internal control system is supplemented by an extensive program of internal audit and reviews by the senior management. To ensure independence, the internal audit function has a reporting line to the Audit Committee of

the Board.

The Audit Committee of the Board reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. The Audit Committee of Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken. This system enables us to achieve efficiency and effectiveness of operations, reliability and completeness of financial and management information and compliance with applicable laws and regulations.

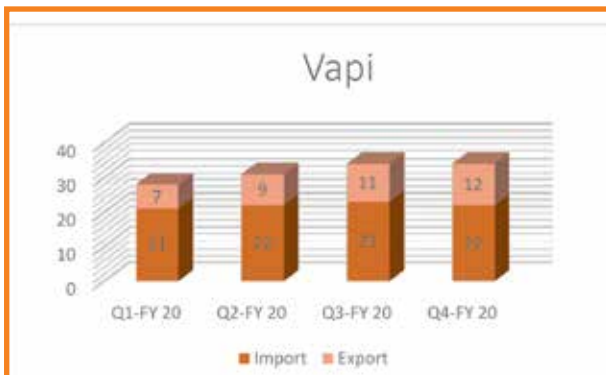
FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The total revenue of your company stood at INR 56793.23 Lakhs for the financial year ended 31st March, 2020 as against INR 48382.14 Lakhs for the previous financial year. The Profit before tax is INR 7741.28 Lakhs for the current year as against INR 6870.56 Lakhs in previous financial year. After making provision for tax, net profit of your company is INR 4531.27 Lakhs as against INR 5281.93 Lakhs in the previous financial year.



OPERATION VOLUMES CFS AND ICD

(Nos. of TEUs in '000)





OPERATION VOLUMES CFS AND ICD

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

Ratios	Unit	FY 2019-20	FY 2018-19	Change (%)	Reason
Return on Network	%	2.54	3.06	-17.08%	Variance is due to increase in operating expenses and administrative expenses.
Interest Coverage Ratio	Times	2.63	2.52	4.09%	The change is insignificant and within the limit of 10%
Current Ratio	Times	0.77	0.87	-11.77%	Variance is due to increase in working capital loans.
Debt/Equity Ratio	Times	0.27	0.26	3.31%	The change is insignificant and within the limit of 10%
Operating Profit	%	47.67	51.32	-7.11%	The change is insignificant and within the limit of 10%
Net Profit Margin	%	7.98	10.92	-26.92%	Variance is due to increase in operating expenses and administrative expenses. Further, the increase in revenue in the current year owes to increase in volume of domestic cargoes handled, the profit margin of which is not as high as in case of volume of export import cargoes. This results to decline in net profit margin on overall basis.

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, 2020, the Company had a workforce of 499 people on rolls.

FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of NAVKAR CORPORATION LIMITED,
 Report on the Audit of Ind AS Financial Statements – 31
 MARCH 2020

Opinion

We have audited the Ind AS financial statements of NAVKAR CORPORATION LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the 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, ("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, 2020, its profit (including other comprehensive income), 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 Act. 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Impact for outbreak of Coronavirus (COVID-19)

We draw attention to Note no. 49 of the Ind AS financial statements, which describes the management's assessment of the impact of the uncertainties related to outbreak of COVID-19 on the business operations of the company. Our opinion is not modified in respect of this matter.

Due to the COVID-19 related lockdown with reference to Note no. 49 to the Ind AS financial statements, we were unable to observe physical verification of inventory at Vapi (Gujrat) & Navi Mumbai (Maharashtra). We have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence - Specific Considerations for Selected Items", which includes inspection of supporting documentation relating to purchases, inspection of documentation of the subsequent use of specific inventory items, results of cyclical count performed by the Management through the year and such other third party evidences where applicable, and have obtained sufficient appropriate audit evidence.

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, 2020. 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. In addition to the matter described in the Emphasis of Matter Para above, 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
Revenue from contracts with customers (described in Note 2 (K) of the Ind AS financial statements)	
Assessment of Revenue from contracts with customers as a basis of accounting: 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. 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.	Our procedures included the following : We assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates. We performed sample tests of individual sales transaction and traced to related documents, considering the terms of performance. We tested cut-off procedures with respect to year-end sales transactions made. We also performed monthly analytical procedures of revenue by streams to identify any unusual trends.

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.

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.

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 Ind AS financial statements.

Conclusion

Based on our combination of procedures involving enquiry, observation, 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.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director Report but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 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 (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder. 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 Board of Directors 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 is 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 Act we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Ind AS financial statements 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 current period 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.

Other Matters

Comparative financial information and opening balance sheet audited by us

The comparative financial information of the Company for the year ended March 31, 2019 included in these Ind AS financial statements, are based on the previously issued statutory Ind AS financial statements prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and audited by previous auditors whose report for the year ended March 31, 2019 dated May 28, 2019 expressed an unmodified opinion on those financial statements. Our opinion is not modified in respect of this matter.

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 Section 143(11) of the Act, we give in the "Annexure A" 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 (including other comprehensive income), the statement of changes in equity 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 Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder;
- e) On the basis of the written representations received from the directors as on March 31, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act;
- h) 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, 2020 on its financial position in its Ind AS financial statements - Refer to Note 42 on Contingent Liabilities 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, 2020;
 - 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, 2020;

For Uttam Abuwala Ghosh & Associates

Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajaysingh Chauhan,

Partner

Membership No: 137918

UDIN: 20137918AAAAAQ6919

Place: Navi Mumbai.

Date: June 29, 2020

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of NAVKAR CORPORATION LIMITED

- i. In respect of the Company's property, plant and equipment.
 - (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 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. Pursuant to the Programme, a portion of the property, plant and equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment 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, as applicable.
- v. In our opinion and according to the information and explanations given to us, 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. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. To the best of our knowledge and as explained, maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for or the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) According to information and explanation 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 and goods and service tax, as there has been a slight delay in a few cases and is regular in depositing other undisputed statutory dues, including provident fund, employees' state insurance, duty of customs, cess and other material statutory dues, as applicable with appropriate authorities.
 - (b) According to the information and explanations given to us and records of the Company examined by us, there are no dues of income-tax, duty of customs, goods and service- tax, which have not been deposited on account of any dispute. The particulars of dues of service tax as on March 31, 2020 which have not been deposited on account of disputes are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service Tax	104.20	October 2011 to March 2012	The Appellate Tribunal, Central Excise, Customs and Service Tax
The Finance Act, 1994	Service Tax	433.79	April 2013 to March 2017	The Commissioner, GST and Central Excise
The Finance Act, 1994	Service Tax	133.95	April 2013 to March 2017	The Joint Commissioner, CGST & CX.

- 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. In our opinion, during the current year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Further, monies raised by way of 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. According to the information and explanations given to us, 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. In our opinion 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. According to the information and explanation given to us, 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 Ind AS 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. Accordingly, the provisions of clause 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, 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 Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajaysingh Chauhan,
Partner
Membership No: 137918
UDIN: 20137918AAAAAQ6919

Place: Navi Mumbai.
Date: June 29, 2020

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section 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 Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Ind AS financial statements of NAVKAR CORPORATION LIMITED ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Director's is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Ind AS financial statements 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 (the "Guidance Note") 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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the 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 Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

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 Ind AS 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 Ind AS 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 Ind AS financial statements, whether due to fraud or error.

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 Ind AS financial statements.

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

A company's internal financial control over financial reporting with reference to these Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

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

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS 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 Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting with reference to Ind AS financial statements

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 ICAI.

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajaysingh Chauhan,
Partner
Membership No: 137918
UDIN: 20137918AAAAAQ6919

Place: Navi Mumbai
Date: June 29, 2020

BALANCE SHEET as at March 31, 2020

(INR in lakhs)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
I ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	3	209,891.19	190,697.88
(b) Capital work-in-progress	3	4,604.13	12,154.33
(c) Investment Property	4	4,916.12	4,916.12
(d) Intangible Assets	5	1,145.19	202.75
(e) Financial Assets			
(i) Others	6	593.45	609.97
(f) Income Tax Assets (Net)	7	127.40	262.04
(g) Deferred Tax Assets (Net)	8	3,814.01	5,662.94
(h) Other Non-Current Assets	9	1,332.76	942.77
		226,424.25	215,448.80
2. Current Assets			
(a) Inventories	10	966.28	934.26
(b) Financial Assets			
(i) Trade Receivables	11	8,003.27	6,946.83
(ii) Cash and Cash Equivalents	12	237.09	619.65
(iii) Other Bank Balances other than (ii) above	13	1.91	431.45
(iv) Loans	14	49.06	66.85
(v) Others	15	577.87	440.14
(c) Current Tax Assets (Net)	16	-	8.24
(d) Other Current Assets	17	6,452.68	4,434.77
		16,288.16	13,882.19
Total Assets		242,712.41	229,330.99
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	18	15,051.92	15,051.92
(b) Other Equity	19	164,872.60	160,363.82
		179,924.52	175,415.74
Liabilities			
1. Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	41,041.80	37,356.03
(b) Provisions	21	572.30	636.98
		41,614.10	37,993.01
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	6,701.04	4,307.58
(ii) Trade Payables	23		
(a) total outstanding dues of micro enterprises and small enterprises		283.29	260.11
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		3,078.83	1,595.94
(iii) Others	24	9,761.64	9,020.23
(b) Other Current Liabilities	25	1,106.33	684.55
(c) Provisions	26	51.23	53.83
(d) Current Tax Liabilities (Net)	27	191.43	-
		21,173.79	15,922.24
Total Equity and Liabilities		242,712.41	229,330.99
Summary significant accounting policies	2		

The accompanying significant accounting policies and notes form an integral part of the Financial Statements
As per our report of the even date

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W

For and on behalf of the Board of Directors

Ajaysingh Chauhan
Partner
Membership Number: 137918

Shantilal Mehta
Chairman and Managing Director
DIN : 00134162

Nemichand Mehta
Whole-time Director
DIN : 01131811

Dinesh Gautama
Whole-time Director and
CEO
DIN : 02384688

Place : Navi Mumbai
Date : June 29,2020

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

Place : Navi Mumbai
Date : June 29,2020

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2020

(INR in lakhs)

Particulars	Note No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
I Revenue			
Revenue from Operations	28	56,709.82	48,258.39
Other Income	29	83.41	123.75
Total Income		56,793.23	48,382.14
II Expenses			
Cost of Services	30	29,678.81	23,494.55
Employee Benefits Expenses	31	3,558.62	3,663.92
Finance Costs	32	4,761.37	4,512.25
Depreciation and Amortisation Expenses	33	4,209.99	4,001.26
Other Expenses	34	6,843.16	5,839.60
Total Expenses		49,051.95	41,511.58
III Profit Before tax (I- II)		7,741.28	6,870.56
IV Less: Tax Expense:	16, 27		
Current Tax		1,361.72	1,490.00
Earlier year tax		(18.63)	-
Deferred Tax		1,866.92	98.63
Total Tax Expense		3,210.01	1,588.63
V Profit for the Year (III-IV)		4,531.27	5,281.93
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		(34.57)	9.00
Tax Effect on above		12.08	(3.15)
Other Comprehensive Income for the year, net of tax		(22.49)	5.86
VII Total Comprehensive Income for the year (V+VI)		4,508.78	5,287.79
(Comprising Profit and Other Comprehensive Income for the year)			
VIII Earnings Per Equity Share (Face Value INR 10 Per Share):	35		
Basic and Diluted (INR)		3.01	3.51
Summary significant accounting policies	2		

The accompanying significant accounting policies and notes form an integral part of the Financial Statements
 As per our report of the even date

For Uttam Abuwala Ghosh & Associates
 Chartered Accountants
 ICAI Firm Registration Number: 111184W

For and on behalf of the Board of Directors

Ajaysingh Chauhan
 Partner
 Membership Number: 137918

Shantilal Mehta
 Chairman and Managing Director
 DIN : 00134162

Nemichand Mehta
 Whole-time Director
 DIN : 01131811

Dinesh Gautama
 Whole-time Director and
 CEO
 DIN : 02384688

Place : Navi Mumbai
 Date : June 29,2020

Anish Maheshwari
 Chief Financial Officer

Deepa Gehani
 Company Secretary

Place : Navi Mumbai
 Date : June 29,2020

CASH FLOW STATEMENT

for the year ended March 31, 2020

(INR in lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
A. Cash Flow from Operating Activities		
Net Profit Before Tax	7,741.28	6,870.56
Adjustments:		
Depreciation and Amortization of Property, Plant and Equipment	4,123.38	3,928.09
Amortisation and Impairment of Intangible Assets	86.61	73.17
Loss/ (Profit) on sale of property, plant and equipment (net)	38.06	21.02
Unrealised Foreign Exchange (Gain)/ Loss	198.27	676.27
Finance Income (including fair value change in Financial Instruments)	(9.44)	(56.13)
Provision/ (Reversal of Provision) for Loss Allowance on Trade Receivables	6.65	2.32
Finance Costs (Including fair value change in Financial Instruments)	4,761.37	4,512.25
Operating cash flows before working capital changes	16,946.19	16,027.55
Adjustments for changes in Working Capital		
Decrease/ (Increase) in Inventories	(32.02)	(230.53)
Decrease/ (Increase) in Trade Receivables	(1,063.09)	(1,812.24)
Decrease/ (Increase) in Current Loans	17.79	22.48
Decrease/ (Increase) in Non-Current Financial Assets - Others	16.52	(3.07)
Decrease/ (Increase) in Financial Assets - Other	(137.73)	180.09
Decrease/ (Increase) in Other Current Assets	(2,017.91)	635.81
Decrease/ (Increase) in Other Non Current Assets	209.28	(69.61)
Increase/ (Decrease) in Trade Payables	1,506.06	(283.34)
Increase/ (Decrease) in Current Financial Liabilities - Other	1,727.34	163.33
Increase/ (Decrease) in Other Current Liabilities	421.78	163.58
Increase/ (Decrease) in Non-Current Provisions	(99.25)	151.73
Increase/ (Decrease) in Current Provisions	(2.60)	2.33
Cash generated from operations	17,492.36	14,948.11
Income taxes paid	(1,014.69)	(2,138.26)
Net cash flow from operating activities (A)	16,477.67	12,809.85
B. Cash Flow from Investing Activities		
Purchase or construction of property, plant and equipment (including capital work-in-progress and capital advances)	(17,600.91)	(18,610.08)
Proceeds from/ (Investment in) fixed deposits (net)	429.54	466.00
Proceeds from/ (Investment in) Other Bank Balances	-	(0.14)
Proceeds from sale of property, plant and equipment	168.04	27.65

Purchase or construction of Investment Properties	-	-
Interest Received	9.44	56.13
Net cash used in investing activities (B)	(16,993.89)	(18,060.44)
C. Cash Flow from Financing Activities		
Proceeds from public issue of shares	-	-
Proceeds from securities premium (net of QIP expenses)	-	-
Proceeds from/ (Repayment of) Non-Current Borrowings (net)	1,575.10	5,792.10
Proceeds from/ (Repayment of) Current Borrowings	2,393.46	2,807.05
Finance Costs	(3,834.90)	(3,688.21)
Net cash generated from financing activities (C)	133.66	4,910.94
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(382.56)	(339.65)
Cash and cash equivalents at the beginning of the year (Refer Note 12)	619.65	959.30
Cash and cash equivalents at the end of the year (Refer Note 12)	237.09	619.65
Net increase/(decrease) in cash and cash equivalents	(382.56)	(339.65)

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'

The accompanying notes are an integral part of these financial statements
 As per our report of even date.

For Uttam Abuwala Ghosh & Associates
 Chartered Accountants
 ICAI Firm Registration Number: 111184W

For and on behalf of the Board of Directors

Ajaysingh Chauhan
 Partner
 Membership Number: 137918

Shantilal Mehta
 Chairman and Managing Director
 DIN : 00134162

Nemichand Mehta
 Whole-time Director
 DIN : 01131811

Dinesh Gautama
 Whole-time Director and
 CEO
 DIN : 02384688

Place : Navi Mumbai
 Date : June 29,2020

Anish Maheshwari
 Chief Financial Officer

Deepa Gehani
 Company Secretary

Place : Navi Mumbai
 Date : June 29,2020

STATEMENT OF CHANGES IN EQUITY

 for the year ended March 31, 2020

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

(INR in lakhs)

Particulars	Note No.	Numbers in lakhs	Amount
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
Changes in equity share capital during the year 2019-2020		-	-
Balance at the March 31, 2020	18	1,505.19	15,051.92

B. Other Equity

(INR in lakhs)

Particulars	Note No.	Reserve and Surplus				Retained Earnings	Total Other Equity
		Capital Reserve on Amalgamation	Securities Premium	Capital Redemption Reserve	Capital Contribution by Shareholders		
Balance as at March 31, 2018	19	4,896.50	91,271.20	1,030.22	8,216.74	49,661.37	155,076.03
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	160,363.82
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	4,531.27	4,531.27
Other Comprehensive Income		-	-	-	-	(22.49)	(22.49)
Issue of share capital		-	-	-	-	-	-
Share Issue Expenses		-	-	-	-	-	-
Transfer to Capital Redemption Reserve		-	-	241.84	-	(241.84)	-
Balance as at March 31, 2020	19	4,896.50	91,271.20	1,463.73	8,216.74	59,024.43	164,872.60

The accompanying notes are an integral part of these financial statements
As per our report of the even date

For Uttam Abuwala Ghosh & Associates
Chartered Accountants
ICAI Firm Registration Number: 111184W

For and on behalf of the Board of Directors

Ajaysingh Chauhan
Partner
Membership Number: 137918

Shantilal Mehta
Chairman and Managing Director
DIN : 00134162

Nemichand Mehta
Whole-time Director
DIN : 01131811

Dinesh Gautama
Whole-time Director and
CEO
DIN : 02384688

Place : Navi Mumbai
Date : June 29,2020

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

Place : Navi Mumbai
Date : June 29,2020

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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, - 400 705. 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 June 29, 2020.

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

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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 45.

(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 historical cost 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 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

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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 Rs. 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.

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.

Intangible assets in case of licenses are amortised on straight-line basis over period based on terms of licenses. The amortization period is 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

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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, 2020

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, 2020

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:

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

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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.

J. Inventories

Inventories are valued at total cost attributable to it 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.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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, 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.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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

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

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

- 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 INR and accordingly, the financial statements are presented in INR.

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 Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Company As a Lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

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

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.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

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.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

Note 3 : Property, Plant and Equipment

Particulars	(INR in lakhs)											
	Land and Land Developments	Building	Plant and Machinery	Furniture and Fixtures	Computer Equipments	Motor Vehicles	Office Equipments	Railway Sidings	Electrical Installation	Roads	Total	Capital Work-in Progress
Gross Carrying Amount as at April 1, 2018	113,462.18	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	198,574.71	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	115,689.64	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	206,173.03	12,154.33
Additions / Transfer	13,719.82	640.24	3,885.54	41.30	25.95	2,678.06	35.80	2,496.10	-	-	23,522.81	13,613.51
Disposals	-	(133.55)	(33.55)	(38.34)	-	(69.16)	-	-	-	-	(274.60)	(21,163.71)
Gross Carrying Amount as at March 31, 2020	129,409.46	30,110.33	17,713.85	1,235.84	1,235.74	19,230.65	767.51	28,062.60	176.18	1,479.07	229,421.24	4,604.13
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	89.82	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	-
Depreciation charge during the year	-	746.51	686.68	108.18	71.01	883.98	91.19	1,378.07	16.77	141.00	4,123.40	-
Accumulated depreciation on deletions	-	(5.91)	(15.29)	(10.15)	-	(37.15)	-	-	-	-	(68.50)	-
Accumulated depreciation as at March 31, 2020	-	2,612.08	3,549.01	476.05	1,060.53	4,726.75	551.19	6,218.57	33.99	301.88	19,530.05	-
Net carrying amount as at March 31, 2020	129,409.46	27,498.26	14,164.84	759.79	175.21	14,503.90	216.32	21,844.03	142.19	1,177.19	209,891.19	4,604.13
Net carrying amount as at March 31, 2019	115,689.64	27,732.17	10,984.24	854.86	220.27	12,741.84	271.71	20,726.00	158.96	1,318.19	190,697.88	12,154.33
Net carrying amount as at March 31, 2018	113,462.18	28,500.68	9,990.72	936.36	245.11	9,796.17	320.62	22,101.10	172.24	1,466.10	186,991.28	1,302.80

1. Capitalised Borrowing Costs

The amount of borrowing costs capitalised during the year ended March 31, 2020 was INR 518.74 lakhs (March 31, 2019: INR 358.39 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 15.72% which is the effective interest rate of the specific borrowing.

2. Asset under construction

Capital Work-in Progress as at March 31, 2020 comprises expenditure for expansion of company's projects.

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

Property, Plant and Equipment having a gross block value of INR 78794.15 lakhs (March 31, 2019 : INR 62,972.47 lakhs) are pledged as security for availing loans are subject to first charge/ collateral to secure those loans taken by the Company.

4. The Gross carrying amount of any fully depreciated property, plant and equipment is INR 1135.60 lakhs (March 31, 2019: INR 1135.85 lakhs) that is still in use.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2020

Note 4 : Investment Property

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Gross Carrying Amount		
Opening gross carrying amount	4,916.12	4,916.12
Additions	-	-
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:

- The Investment Property consist of Land and Land Developments.
- 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) Disclosure for Fair Value

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Investment Property	11,779.06	11,779.06

- Description of valuation techniques used and key inputs to valuation on investment properties**
As at March 31, 2020 and March 31, 2019, the fair values of the properties are INR 11,779.06 lakhs and INR 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.

Note 5 : Intangible Assets

(INR in lakhs)

Particulars	Software*	Licences**	Total
As at March 31, 2018	186.09	-	186.09
Additions	131.30	-	131.30
Disposals	-	-	-
As at March 31, 2019	317.39	-	317.39
Additions	29.05	1,000.00	1,029.05
Disposals	-	-	-
As at March 31, 2020	346.44	1,000.00	1,346.44
Accumulated amortisation and impairment			
As at March 31, 2018	41.47	-	41.47
Amortisation charge during the year	73.17	-	73.17
Disposals	-	-	-
As at March 31, 2019	114.64	-	114.64
Amortisation charge during the year	82.37	4.24	86.61
Disposals	-	-	-
As at March 31, 2020	197.01	4.24	201.25
Net carrying amount as at March 31, 2020	149.43	995.76	1,145.19
Net carrying amount as at March 31, 2019	202.75	-	202.75
Net carrying amount as at March 31, 2018	144.62	-	144.62

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.
- ** Intangible assets in case of Railway licences are amortised on straight-line basis over a period of 20 years based on useful life as per the terms of licences. The amortisation method are reviewed at the end of each financial year.

Note 6 : Non-Current Financial Assets - Others

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Carried at amortised cost		
Security Deposits	500.92	515.70
VAT and CST Deposit	-	1.15
Fixed Deposits with Banks with a maturity period more than 12 months*	92.53	93.12
[*under lien against bank guarantee and loans from banks]		
Total	593.45	609.97

Note 7 : Income Tax Assets (Net)

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Income Tax assets	4,437.40	7,772.09
Less: Provision for Tax	(4,310.00)	(7,510.05)
Total	127.40	262.04

Note 8 : Deferred Tax Assets (Net)

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

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred Tax (Liabilities) / Assets arising on account of timing differences in:		
Property, Plant and Equipment including Intangible Assets - Depreciation	(8,515.14)	(7,200.22)
Gratuity & Leave Entitlement	217.89	241.40
Financial Instruments - Borrowings	199.41	143.35
Allowances for credit losses - Trade Receivables	13.63	11.31
Unused tax credits - MAT Credit Entitlement	11,551.50	12,002.86
Others	346.73	464.25
Deferred Tax Assets (net)	3,814.01	5,662.94

Movement in Deferred Tax (Liabilities) / Assets

(INR in lakhs)

Particular	Depreciation	Gratuity & Leave Entitlement	Borrowings	Unused tax credits	Others (Including Allowance for credit losses)	Total
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
Charged/ (Credited):						
To Profit or Loss	(1,314.92)	(11.43)	56.06	(451.36)	(115.20)	(1,836.85)
To Other Comprehensive Income	-	(12.08)	-	-	-	(12.08)
As at March 31, 2020	(8,515.14)	217.89	199.41	11,551.50	360.36	3,814.01

Note 9 : Other Non-Current Assets

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Advances	1,291.89	692.62
Prepaid Expenses	40.87	250.15
Total	1,332.76	942.77

Note 10 : Inventories

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Stock of Spare Parts and Consumables	966.28	934.26
Total	966.28	934.26

Note 11 : Current Financial Assets - Trade Receivables

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	8,003.27	6,946.83
Trade Receivables which have significant increase in Credit Risk	39.00	25.33
Less : Allowance for credit losses	(39.00)	(25.33)
Trade Receivables - credit impaired	-	-
Total	8,003.27	6,946.83

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

Note 12 : Current Financial Assets - Cash and Cash Equivalents

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Bank Balances		
- In current accounts	219.38	323.07
- In fixed deposits with maturity of less than 3 months [under lien against bank guarantee and loan arrangements]	-	279.96
Cash on Hand	17.71	16.62
Total	237.09	619.65

Note 13 : Current Financial Assets - Other Bank Balances

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance in IPO Application Money Refund Account	1.91	1.91
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
Total	1.91	431.45

Note 14 : Current Financial Assets - Loans

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Advances to Employees	49.06	66.85
Total	49.06	66.85

Note 15 : Current Financial Assets - Others

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Security Deposits	468.49	385.59
Others	109.38	54.55
Total	577.87	440.14

Note 16 : Current Tax Assets (Net)

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Income Tax	-	(1,490.00)
Less: Income Tax Assets	-	1,498.24
Total	-	8.24

Note 17 : Other Current Assets

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Accrued Income	4,641.48	3,343.91
Advances other than capital advances:		
Advance payment to vendors	1,328.73	767.55
Balance with government authorities:		
- Service Tax	7.82	8.61
Prepaid expenses	474.65	314.70
Total	6,452.68	4,434.77

Note 18 : Equity Share Capital

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Authorised Capital		
21,50,00,000 (March 31, 2019: 21,50,00,000) Equity Shares of INR 10 each	21,500.00	21,500.00
50,00,000 (March 31, 2019 : 50,00,000) 0% Cumulative Redeemable Preference Shares of INR 10 each	500.00	500.00
6,00,000 (March 31, 2019 : 6,00,000) 6% Cumulative Redeemable Preference Shares of INR 100 each	600.00	600.00
	22,600.00	22,600.00
Issued, Subscribed and Paid up Capital		
15,05,19,181 (March 31, 2019:15,05,19,181) Equity Shares of INR 10 each fully paid up	15,051.92	15,051.92
Total	15,051.92	15,051.92

(a) Terms / rights attached to:
Equity Shares

The Company has one class of equity shares having a par value of INR 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, 2020		Year Ended March 31, 2019	
	Number of shares (in lakhs)	Amount (INR in lakhs)	Number of shares (in lakhs)	Amount (INR in lakhs)
Balance as at the Beginning of the year	1,505.19	15,051.92	1,505.19	15,051.92
Add: Shares issued during the year	-	-	-	-
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, 2020		As at March 31, 2019	
	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 Nippon India Small Cap Fund	95.41	6.34%	98.39	6.54%

- (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 Rs.10 each of the Company at an issue price of Rs.183/- per Equity Share (including premium of Rs.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 Rs.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, 2020):**

91,420,665 Equity Shares of INR 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.

Note 19 : Other Equity

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Reserve on Amalgamation	4,896.50	4,896.50
Capital Redemption Reserve	1,463.73	1,221.89
Securities Premium	91,271.20	91,271.20
Capital Contribution by Shareholders	8,216.74	8,216.74
Retained Earnings	59,024.43	54,757.49
Total	164,872.60	160,363.82

(i) Capital Reserve on Amalgamation

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
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:

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance as at the beginning of the year	1,221.89	1,030.22
Add : Additions during the year	241.84	191.67
Balance as at the end of the year	1,463.73	1,221.89

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 allotted two categories of preference shares : one is 0% Redeemable Cumulative Preference Shares and another one is 6% Redeemable Cumulative Preference Shares (which were issued to preference shareholders of Erstwhile Navkar Terminals Ltd in lieu of merger of the same into Navkar Corporation Ltd). In respect of former category, the Company has created CRR out of retained earnings for the proportionate amount (March 31, 2020: 61.46% and March 31, 2019: 53.13%) and in respect of later one, the Company has created CRR out of retained earnings for the proportionate amount (March 31, 2020: 50.28% and March 31, 2019: NIL).

(iii) Securities Premium :

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance as at the beginning of the year	91,271.20	91,271.20
Add : Received on issue of shares in QIP during the year	-	-
Less: Amount utilised for share issue expenses	-	-
Balance as at the end of the year	91,271.20	91,271.20

(iv) Capital Contribution by Shareholders:

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
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:

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Balance as at the beginning of the year	54,757.49	49,661.37
Add: Profit for the year	4,531.27	5,281.93
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings	-	-
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(22.49)	5.86
Less: Transfer to Capital Redemption Reserve	(241.84)	(191.67)
Balance as at the end of the year	59,024.43	54,757.49

Note 20 : Non-Current Financial Liabilities - Borrowings

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Secured Term Loans* (Refer Note (a) below)		
Rupee Term Loans from Banks	29,712.69	27,885.04
Rupee Term Loans from Others	1,542.01	767.10
Unsecured Loans (Refer Note (b) below)		
Loans from Related Parties	8,317.11	7,389.65
Preference Share (Unsecured) (Refer Note (c) below)		
23,00,000 (March 31, 2019: 23,00,000) 0% Cumulative Redeemable Preference Shares of INR 10 each fully paid up	1,331.04	1,182.61
99,790 (March 31, 2019: 99,790) 6% Cumulative Redeemable Preference shares of Rs. 100 each fully paid up	138.95	131.63
Total Non-Current Borrowings	41,041.80	37,356.03

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

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 INR 1,635.65 lakhs (March 31, 2019: INR 841.66 lakhs) secured by the equipments/vehicles purchased from the loan proceedings.	Repayable in 20-51 monthly instalments, Effective Rate of interest ranging from 8.35% - 10.08% p.a.
Rupee Commercial Vehicle Loans from HDFC Bank amounting to INR 2,337.88 lakhs (March 31, 2019: INR 3,577.72 lakhs) secured by the equipments/vehicles purchased from the loan proceedings.	Repayable in 14-47 monthly instalments, Effective Rate of interest ranging from 8.68%- 10.01% p.a.
Rupee Commercial Vehicle Loans from ICICI Bank amounting to INR 630.06 lakhs (March 31, 2019: INR 803.46 lakhs) secured by the equipments/ vehicles purchased from the loan proceedings. Rupee Term Loan from ICICI Bank amounting to INR 3,554.72 lakhs (March 31, 2019:INR 641.78 lakhs) 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 20 - 39 monthly instalments (in case of commercial vehicle loans), Effective Rate of interest ranging from 9.00% - 9.96% p.a. Repayable in 82 monthly instalments (in case of term loan), Effective Rate of interest for Rupee term loan is 8.72% p.a.
Rupee Commercial Loan from Kotak Mahindra Bank amounting to INR 1,275.24 lakhs (March 31, 2019: INR 2,320.93 lakhs) secured by some of the commercial vehicles of the borrower	Repayable in 11-48 monthly instalments, Effective rate of interest ranging from 8.59% - 11.84% p.a.
Rupee Term Loan from Kotak Mahindra Bank Limited amounting to INR 783.48 lakhs (March 31, 2019: INR 926.30 lakhs) secured by equitable/ registered Mortgage over following properties- 1. Office numbers 1402, 1403, 1404, 1407, 1408 and 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 1301, 1302, 1303, 1304, 1305, 1306, 1307, 1308 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 58 monthly instalments , Effective rate of interest is 8.48% p.a.
Rupee Equipment/Commercial Vehicle, Auto Loans from Yes Bank amounting to INR 2,149.25 lakhs (March 31, 2019: INR 3,753.69 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 24-58 instalments, Effective rate of interest 8.20% - 10.92% p.a.
Rupee Commercial Vehicle Loans from Indusind Bank amounting to INR 493.95 lakhs (March 31, 2019: NIL) secured by the vehicles purchased from the loan proceedings.	Repayable in 45 instalments, Effective rate of interest is 10.16% p.a.
Rupee Commercial Vehicle Loans from IDFC Bank amounting to INR 595.08 lakhs (March 31, 2019: INR 5.17 lakhs) secured by the vehicles purchased from the loan proceedings.	Repayable in 44 instalments, Effective rate of interest is 7.31% p.a.

<p>Rupee Term Loans from Union Bank of India amounting to INR 1,777.80 lakhs (March 31, 2019: INR 2,712.25 lakhs) secured over following properties:</p> <p>a) Open plot at Ashte hissa No 90/2- 3420 sqm,90-3- 2900 sqm,90/1(2)- 2230 sqm , 91/1- 800 sqm,91/2/1- 1620 sqm, 91/2/2- 1630 sqm, 92/0- 3030 sqm,93/1- 3090 sqm & 94/1 in the name of M/s Navkar Corporation Ltd.</p> <p>b) Personal guarantees of:</p> <p>i) Mr. Nemichand. J. Mehta ii) Mr. Shantilal. J. Mehta</p> <p>Rupee Term Loans (Consortium Loan Facility) from State Bank of India amounting to INR 18,294.31 lakhs (March 31, 2019: INR 19,850.23 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>Repayable in 39-122 monthly instalments, Effective Rate of Interest ranging from 8.70%-12.91% p.a.</p>
<p>Rupee Term Loan from State Bank of India amounting to INR 2,692.04 lakhs (March 31, 2019: INR Nil lakhs) in respect of railway wagon purchased to operate under CTO Licence.</p> <p>'-A first charge on the railway rakes purchased out of bank finance i.e.Bogie container Flat Type BCLM Wagons(each rakes comprising of 9 unit of 5 wagons (i.e 45 wagons as per RDSO DAIGRAM DRAWINGS and Brake Van Type BVCM conforming to RDSO Diagram Drawing.</p> <p>i) A charge on registered mortgagage of non-agricultural land bearing survey no 82/0, 97/2(A)1 & 97/1C of village Somathane, Near Indiabulls Greem Complex,Sawala Apta Road, Panvel,Taluka Panvel, District Raigad 410221.</p> <p>ii) A charge on RM of NA land bearing Survey No 138/1, 138/2, 139/1,139/2,140 & 141/1B, Village Ajivali,Next to Durga Facricators, Off Old Mumbai-Pune Highway,Taluka Panvel, District Raigad 410 221.</p> <p>iii) A charge on RM of Office No. 205 & 206 (2nd Floor) along with parking space No.10 & 11, (Last Floor),J.K. Chambers, Sector-17,Vashi, Navi Mumbai.</p> <p>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>	<p>Repayable in 58 monthly instalments, Effective Rate of Interest is 13.10% p.a.</p>

Rupee Commercial Vehicle Loans from Axis Bank, amounting to INR Nil (March 31, 2019: INR 9.04 lakhs) secured by the vehicles purchased from the loan proceedings.	Fully repaid in the Current Year, Effective Rate of Interest is 10.26% p.a.
Rupee Equipment Loans from HDFC Bank, amounting to INR 0.68 lakhs (March 31, 2019: INR 18.09 lakhs) secured by the equipment purchased from the loan proceedings.	Repayable in 1 monthly instalments, Effective Rate of Interest is 10.38% p.a.
Rupee Equipment Loan from Tata Capital Financial Services Limited amounting to INR 1,875.03 lakhs (March 31, 2019: INR 895.92 lakhs) secured by the equipments/vehicles purchased from the loan proceedings.	Repayable in 13-48 monthly instalments, Effective Rate of interest ranging from 8.57%-13.02% p.a.
Rupee Commercial Vehicle Loan from Tata Motors Finance Solutions Limited amounting to INR 109.06 lakhs (March 31, 2019: INR 231.33 lakhs) secured by the vehicles purchased from the loan proceedings.	Repayable in 24 monthly instalments, Effective Rate of interest is 10.45% p.a.

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

Particulars	Terms of Repayment
Loans from Related Parties amounting to INR 8,317.11 lakhs (March 31, 2019: INR 7,389.64 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 INR 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 Rs.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 5.48% p.a (2019- 12% 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, 2019):
99,790 6% Cumulative Redeemable Preference shares of INR 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

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Employee Benefits:		
Provision for Gratuity (Refer Note 45)	459.70	532.27
Provision for Leave Obligation (Refer Note 45)	112.60	104.71
Total	572.30	636.98

Note 22 : Current Financial Liabilities - Borrowings
(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Secured Loans (Repayable on demand)		
Working Capital Loans from Banks (Refer Note below)	6,701.04	4,307.58
Total	6,701.04	4,307.58

Note:

- (a) The facility being provided by Kotak Mahindra Bank amounting to INR 1,248.34 lakhs (March 31, 2019 : INR 1,366.42 lakhs) is secured against the following charge over various assets of the Company :
- Primary : Hypothecation charge on the entire current assets of the Company, both present & future.
 - 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.
Exclusive charge on the below mentioned assets :
 - Kalmar bearing registration number MH 46 B1411 (Model no. DRF 450 65S5)
 - Kalmar bearing registration number NL 02-L-0425 (Model no. DRF 450 65S5)
 - Kalmar bearing registration number NL 02-L-0424 (Model no. DRF 450 65S5)
 - Kalmar bearing registration number MH 46 B1546 (Model no. DRF 450 65S5)
 - Kalmar bearing registration number MH 46 B1548 (Model no. DRF 450 65S5)
 - kalmar bearing registration number MH 46 B1549 (Model no. DRF 450 65S5)
 - An undated cheque issued in the favour of bank of facility amount.
 - Personal Guarantee of Mr. Shantilal J Mehta.
- (b) The facility being provided by State Bank of India amounting to INR 3594.67 lakhs (March 31, 2019 : INR 1932.95 lakhs) is secured against the following charge created over various assets of the company :
- 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.
 - 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 (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)
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 INR 1,008.17 lakhs (March 31, 2019 : 1,008.21) repayable on demand and secured by Personal Guarantee of Mr Shantilal J Mehta, Mr Nemichand J Mehta and Mrs Shailaja N Mehta.
- (d) Rupee Working Capital DOD Loans from Yes Bank, amounting to INR 357.86 lakhs (March 31, 2019 : Nil) secured by used Commercial Vehicle & Commercial Vehicle purchased from the loan proceedings.
- (e) ICICI corporate credit card facility (Unsecured), amounting to INR 492 lakhs (March 31, 2019 : Nil)

Note 23 : Current Financial Liabilities - Trade Payables**(INR in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of micro enterprises and small enterprises	283.29	260.11
Total outstanding dues of creditors other than micro enterprise and small enterprises	3,078.83	1,595.94
Total	3,362.12	1,856.05

Note: Disclosure for micro and small enterprises:**(INR in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
(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	197.10	214.55
- Interest due thereon	86.18	45.56
(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;		
- Principal	254.20	245.11
- 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;		
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year;	86.18	45.56
(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.	86.18	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**(INR in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
Current Maturities of Long-Term Debt:		
Rupee Term Loans from Banks (Refer Note 20 above)	6,507.45	7,575.31
Rupee Term Loans from Others (Refer Note 20 above)	442.08	360.15
Liabilities for Acquisition of Property, Plant and Equipment	2,768.90	1,042.76
Application Money Refundable (Refer Note below)	1.91	1.91
Other Payables	41.30	40.10
Total	9,761.64	9,020.23

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
(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory Dues Payable (Including Provident Fund, Tax Deducted at Source and other Indirect Taxes)	881.05	411.31
Employee related Liabilities	225.28	273.24
Total	1,106.33	684.55

Note 26 : Current Provisions
(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Employee benefits:		
Provision for Gratuity (Refer Note 45)	41.24	44.02
Provision for Leave Obligation (Refer Note 45)	9.99	9.81
Total	51.23	53.83

Note 27 : Current Tax Liabilities (Net)
(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Income Tax	1,361.72	-
Less: Income Tax Assets	(1,170.29)	-
Total	191.43	-

The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2020 and March 31, 2019 is as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Net current income tax asset/ (liability) at the beginning	270.31	(374.27)
Add : Current income tax expense	(1,361.72)	(1,490.00)
Less: Income tax paid (net of refund, if any)	1,027.38	2,134.58
Net current income tax asset/ (liability) at the end	(64.03)	270.31

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2020 and March 31, 2019:

Particulars	(INR in lakhs)	
	As at March 31, 2020	As at March 31, 2019
Accounting profit before tax from continuing operations	7,741.28	6,870.56
Tax at income tax at the rate of 34.944% (March 31, 2019: 34.944%)	2,705.11	2,400.85
Adjustments of tax effect of allowable and non-allowable income and expenses:		
Difference in Depreciation and Amortisation	(1,328.09)	(1,319.12)
Corporate Social Responsibility Expenditure	67.26	81.05
Provisions for Retirement Benefits	(35.59)	53.83
Loss on Sale of Property, Plant and Equipment's	13.30	7.34
Additional Finance cost as calculated by using effective interest rate	403.87	496.45
Other Items	51.56	(6.09)
Deduction available as per section 80-G of the Income Tax Act, 1961	(74.11)	(42.13)
Deduction available as per section 80-IA of the Income Tax Act, 1961	-	(717.33)
Provision for Interest on Income Tax and Adjustments for Current Tax of Prior Periods	(2.93)	(25.06)
Deferred Tax Expenses for the year	1,409.64	658.85
Total tax expense	3,210.01	1,588.63

Note 28 : Revenue from Operations

Particulars	(INR in lakhs)	
	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Sale of Products:		
Auction Sales	397.15	469.22
Services Rendered:		
Cargo Handling	50,797.38	44,617.69
Transportation	5,113.80	2,789.07
Other Operating Revenue:		
EDI Income	42.24	31.55
MNR Receipts	359.25	350.85
Total	56,709.82	48,258.38

Note 29 : Other Income

Particulars	(INR in lakhs)	
	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Interest Income:		
From Fixed Deposits with Banks	9.44	56.13
Other	29.77	7.62
Miscellaneous Income	44.20	59.99
Total	83.41	123.74

Note 30 : Cost of Services

(INR in lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Handling and Transportation Charges	8,304.92	7,522.73
Custom Bottle Seals	3.07	9.15
Electricity Expenses	513.17	380.42
Port Handling Charges	81.64	122.90
Diesel and Petrol Expenses	5,026.26	4,554.69
Repairs and Maintenance	3,123.80	3,367.39
Other Operational Expenses	401.73	402.90
Railway Expenses	12,224.22	7,134.37
Total	29,678.81	23,494.55

Note 31 : Employee Benefits Expenses

(INR in lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Salaries, Wages and Bonus	2,993.35	3,097.27
Contributions to Provident and Other Funds (Refer Note 45)	157.71	182.98
Gratuity Expenses (Refer Note 45)	124.22	120.35
Leave Compensation Expenses	21.30	48.59
Staff Welfare Expenses	262.04	214.73
Total	3,558.62	3,663.92

Note 32 : Finance Costs

(INR in lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Interest on Borrowings from Banks on Term Loans	2,698.84	3,020.26
Interest on Borrowings from Others on Term Loans	215.37	71.36
Interest on Borrowings from Banks on Short-Term Loans	497.97	186.37
Dividend on Redeemable Preference Share	155.76	140.27
Interest on Unsecured Loans	926.47	824.04
Interest on Others	99.44	77.15
Bank Charges and Commission	167.52	192.80
Total	4,761.37	4,512.25

Note 33 : Depreciation and Amortisation Expenses

(INR in lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Depreciation on tangible assets (Refer Note 3)	4,123.38	3,928.09
Amortisation of intangible assets (Refer Note 5)	86.61	73.17
Total	4,209.99	4,001.26

Note 34 : Other Expenses**(INR in lakhs)**

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Advertisement Expenses	27.79	95.93
Repairs and Maintenance - Others	110.23	129.39
Information Technology Expenses	146.75	212.18
Security Expenses	2,876.12	2,210.82
Rates and Taxes	633.19	483.20
Printing and Stationery	40.62	61.90
Telephone and Internet Charges	20.52	22.52
Travelling Expenses	113.60	120.75
Sales Promotion Expenses	102.88	292.43
Insurance Expenses	482.42	290.92
Legal and Professional Fees	525.35	360.30
General and Office Expenses	34.96	56.00
Rent Expenses	5.96	8.18
Commission and Brokerage	1.76	7.41
Annual Maintenance Charges	11.63	-
Payment to Auditors:		
Statutory Audit	25.50	20.00
Tax Audit	5.00	5.00
Other Services	3.00	4.75
Reimbursement of Expenses	1.50	0.75
CSR Expenses (Refer Note 47)	192.47	231.95
Donation Expenses	430.27	246.74
Loss on Foreign Exchange Fluctuation (Net)	198.27	676.27
Loss on Sale of Property, Plant and Equipment	38.06	21.02
Option/ Forward Derivatives Hedge Cost	439.42	201.35
Miscellaneous Expenses	369.24	77.52
Allowance for credit losses	6.65	2.32
Total	6,843.16	5,839.60

Note 35 : Earnings Per Equity Share**(INR in lakhs)**

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Net Profit attributable to Equity Shareholders (INR in lakhs)	4,531.27	5,281.93
Weighted Average Number of Equity Shares (Nos. in lakhs)	1,505.19	1,505.19
Basic and Diluted Earnings Per Share (INR)	3.01	3.51
Face value per Share (INR)	10.00	10.00

Note 36 : Financial Assets at Amortised Cost Method

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

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Non-Current Financial Assets		
Others	593.45	609.97
Current Financial Assets		
Trade Receivables	8,003.27	6,946.83
Cash and Cash Equivalents	237.09	619.65
Other Bank Balances	1.91	431.45
Loans	49.06	66.85
Others	577.87	440.14
Total	9,462.65	9,114.89

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:

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Non-Current Financial Liabilities		
Borrowings	41,041.80	37,356.03
Current Financial Liabilities		
Borrowings	6,701.04	4,307.58
Trade Payables	3,362.12	1,856.05
Other Financial Liabilities	9,761.64	9,020.23
Total	60,866.60	52,539.90

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:

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Current Financial Assets		
Foreign currency forward and options contracts	-	-
Total	-	-

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:

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
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.	Aging 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 (INR)	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 counterparty 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, 2020 and March 31, 2019 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.

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, 2020, March 31, 2019:

Particulars	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2020					
Secured Loans	-	13,158.58	29,286.90	1,967.78	44,413.26
Unsecured Loans	-	492.00	8,317.11	-	8,809.11
Preference Share	1.49	4.59	1,463.91	-	1,470.00
Trade Payables	3,362.12	-	-	-	3,362.12
Liabilities for acquisition of property, plant and equipment	2,768.90	-	-	-	2,768.90
Others	8.21	35.00	-	-	43.21

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

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:

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Variable Rate Borrowing	30,329.51	28,697.77
Fixed Rate Borrowing	14,575.76	12,197.42
Total	44,905.26	40,895.19

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:

(INR in lakhs)

Particulars	Increase/ Decrease in basis points	Effect on Profit before Tax
March 31, 2020	+ 1%	(199.11)
	- 1%	199.11
March 31, 2019	+ 1%	(218.92)
	- 1%	218.92

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 INR 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.

(INR in lakhs)

Particulars	Change in Foreign Exchange Rate	Effect on Profit before Tax
March 31, 2020	+ 5%	(1.39)
	- 5%	1.39
March 31, 2019	+ 5%	(10.41)
	- 5%	10.41

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.

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
A) Net Debt		
Borrowings (Current and Non-Current)	54,692.37	49,599.07
Cash and cash equivalents	(237.09)	(619.65)
Net Debt (A)	54,455.28	48,979.42
B) Equity		
Equity share capital	15,051.92	15,051.92
Other Equity	164,872.60	160,363.82
Total Equity(B)	179,924.52	175,415.74
Gearing Ratio (Net Debt / Capital) i.e. (A / B)	30.27%	27.92%

Note 42 : Contingent Liabilities not Provided for

(a) (INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Disputed Liabilities in respect of Service Tax	671.94	468.96
Claims against the Company not acknowledged as debts in respect of Labour laws	44.48	37.96
Total	716.42	506.92

- (b) State Bank of India has given guarantee amounting to INR 616.95 lakhs (March 31, 2019: INR 1,662.43 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 has calculated PF only on basic salary and accordingly, the Company has not provided for any such liability.

Note 43 : Capital and Other Commitments
(a) Capital Commitments

(INR in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Estimated value of Contracts in respect of Property, Plants and Equipments remaining to be executed (net of capital advances)	-	525.04
Total	-	525.04

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, 2020.

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, 2020.

Note 45 : Employee Benefits

The Company has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

- a. Employers' Contribution to Provident Fund and Employee's Pension Scheme
- b. 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:

	Year ended March 31, 2020 (INR in lakhs)	Year ended March 31, 2019 (INR in lakhs)
Employers' Contribution to Provident Fund and Employee's Pension Scheme	138.80	146.27
Employers' Contribution to Employee's State Insurance	18.91	36.71
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 31)	157.71	182.98
II. Defined Benefit Plan		
Gratuity Fund		
a. Major Assumptions	(% p.a.)	(% p.a.)
Discount Rate	6.80%	7.45%
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%	6.50%
b. Change in Present Value of Obligation	(INR in lakhs)	(INR in lakhs)
Present Value of Obligation as at the beginning of the year	576.29	488.82
Current Service Cost	82.93	73.96
Interest Cost	41.29	36.18
Past service cost (non vested benefits)	-	-
Past service cost (vested benefits)	-	-
Benefits paid	(234.14)	(13.67)
Remeasurements - Actuarial (Gain)/ Loss on Obligations	34.57	(9.00)
Present Value of Obligation as at the end of the year	500.94	576.29
c. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets	(INR in lakhs)	(INR in lakhs)
Present Value of Obligation	500.94	576.29
Fair Value of Plan Assets	-	-
Funded Status	(500.94)	(576.29)
Present Value of Unfunded Obligation	500.94	576.29
Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 21 and 26)	500.94	576.29
d. Expenses Recognised in the Statement of Profit and Loss	(INR in lakhs)	(INR in lakhs)
Current Service Cost	82.93	73.96
Interest Cost	41.29	36.18
Total expenses recognised in the Statement of Profit and Loss	124.22	110.14

e. Expense Recognised in the Statement of Other Comprehensive Income	(INR in lakhs)	(INR in lakhs)
Remeasurements of the net defined benefit liability		
Actuarial (gains) / losses obligation	(234.14)	(13.67)
	(234.14)	(13.67)
Actuarial (gains) / losses on Obligation		
Due to Demographic Assumption*	(0.02)	-
Due to Financial Assumption	29.11	(2.66)
Due to Experience	5.47	(6.34)
Total Actuarial (Gain)/Loss	34.57	(9.00)

*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	(INR in lakhs)	(INR in lakhs)
Present Value of Obligation as at year end	(500.94)	(576.29)
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)	500.94	576.29

III. Other Employee Benefits

The liability for leave entitlement as at March 31, 2020 is INR 122.60 lakhs (March 31, 2019: INR 114.52 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.

a. Gratuity

A quantitative sensitivity analysis for significant assumption as at March 31, 2020 and March 31, 2019 are as shown below:

Particulars	Change in Discount Rate	Increase/ (Decrease) in Present Value of Obligations	Change in Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations
		(INR in lakhs)		(INR in lakhs)
March 31, 2020	0.50%	(22.64)	0.50%	20.60
	-0.50%	24.45	-0.50%	(20.59)
March 31, 2019	1.00%	(49.83)	1.00%	50.67
	-1.00%	58.05	-1.00%	(47.16)

b. Leave Compensation

A quantitative sensitivity analysis for significant assumption as at March 31, 2020 and March 31, 2019 are as shown below:

Particulars	Change in Discount Rate	Increase/ (Decrease) in Present Value of Obligations	Change in Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations
		(INR in lakhs)		(INR in lakhs)
March 31, 2020	0.50%	(5.15)	0.50%	5.44
	-0.50%	5.53	-0.50%	(5.11)
March 31, 2019	1.00%	(9.05)	1.00%	10.27
	-1.00%	10.43	-1.00%	(9.09)

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 46 : 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)
Mr. Sandeep Kumar Singh	Independent Director (w.e.f. August 23, 2018)
Mr. Anish Maheshwari	Chief Financial Officer
Ms. Deepa Gehani	Company Secretary (w.e.f. January 05, 2018)

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.

iii) Transactions with Related Parties during the year

(INR in lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Remuneration and Salary		
Mr. Shantilal J Mehta	80.00	80.00
Mr. Nemichand J Mehta	80.00	80.00
Mr. Dinesh Gautama	30.00	50.00
Mr. Anish Maheshwari	45.00	45.00
Ms. Deepa Gehani	12.00	10.00
	247.00	265.00
Sitting Fees and Reimbursement of Conveyance		
Mr. Lalit Meghnani	-	0.50
Mr. Ashok Kumar Thakur	3.67	3.28
Mrs. Pooja Goyal	3.47	3.07
Mr. Sandeep Kumar Singh	3.41	1.00
	10.55	7.85
Sale of Services		
Sidhartha Corporation Private Limited	23.55	32.62
	23.55	32.62
Purchase of Goods		
Sidhartha Corporation Private Limited	12.29	-
	12.29	-

(INR in lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Donations and CSR Expenses		
Navkar Charitable Trust	407.13	437.10
	407.13	437.10
Rent Expenses		
Mr. Shantilal J Mehta	1.20	1.20
	1.20	1.20
Interest Expenses on Unsecured Loan		
Mr. Shantilal J Mehta	444.75	395.16
Mr. Nemichand J Mehta	150.44	133.66
Mrs. Shailaja N Mehta	162.43	144.32
Mr. Jayesh N Mehta	169.84	150.90
	927.47	824.04
Dividend on Redeemable Preference Share		
Mr. Shantilal J Mehta	70.92	63.21
Mr. Nemichand J Mehta	38.90	35.05
Mrs. Shailaja N Mehta	37.78	33.76
Mr. Jayesh N Mehta	0.83	0.94
Mrs. Kamalbai S Mehta	0.83	0.94
Mr. Kunthukumar S Mehta	4.65	4.34
Mrs. Sairabai J Mehta	0.22	0.20
Mrs. Seema K Mehta	0.83	0.94
Mrs. Pratiksha J Mehta	0.78	0.89
	155.76	140.27

iv) Balance with Related Parties :

Particulars	(INR in lakhs)	
	Balances as at March 31, 2020	Balances as at March 31, 2019
Loans Payable		
Mr. Shantilal J Mehta	3,988.36	3,543.60
Mr. Nemichand J Mehta	1,349.06	1,198.63
Mrs. Shailaja N Mehta	1,456.63	1,294.19
Mr. Jayesh N Mehta	1,523.07	1,353.23
	8,317.12	7,389.65
Borrowings - Preference Shares		
Mr. Shantilal J Mehta	643.76	572.83
Mr. Nemichand J Mehta	367.84	328.94
Mrs. Shailaja N Mehta	346.53	308.77
Mr. Jayesh N Mehta	15.24	14.40
Mrs. Kamalbai S Mehta	15.24	14.40
Mr. Kunthukumar S Mehta	49.45	44.80
Mrs. Sairabai J Mehta	2.00	1.77
Mrs. Seema K Mehta	15.24	14.40
Mrs. Pratiksha J Mehta	14.71	13.93
	1,470.00	1,314.24
Remuneration Payable		
Mr. Shantilal J Mehta	17.80	7.03
Mr. Nemichand J Mehta	14.52	19.24
Mr. Jayesh N Mehta	-	32.34
Mr. Dinesh Gautama	2.04	3.30
Mr. Anish Maheshwari	3.28	3.39
Ms. Deepa Gehani	0.98	0.80
	38.62	66.10
Trade Receivable		
Sidhartha Corporation Private Limited	1.65	0.11
	1.65	0.11
Security Deposit Payable		
Sidhartha Corporation Private Limited	3.00	3.00
	3.00	3.00
Rent Payable		
Mr. Shantilal J Mehta	3.00	1.80
	3.00	1.80

Note 47 : 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.

- Gross amount required to be spent by the Company during the year INR 190.79 lakhs (previous year INR 228.95 lakhs)
- Amount spent during the year on:

(INR In lakhs)

Particulars	In cash/ bank	Yet to be paid in cash/ bank	Total
(i) Construction/ acquisition of any asset	-	-	-
	(-)	(-)	(-)
(ii) On purposes other than (i) above	192.47	-	192.47
	(231.95)	(-)	(231.95)

Figures in brackets represent amount for previous year)

Note 48 Changes and adoption of new/revised standards:

Ind AS 116, Leases

On 30th March, 2019, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 116 –Leases effective from 1st April 2019. The new standard introduces a single lessee accounting model and requires a lessee to recognise right of use as assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Under Ind AS 116 instead of recognising actual lease rent for lease contract lessee is required to recognise depreciation on right to use an asset and finance charge on lease liability. The accounting of lease expense under Ind AS 116 is significantly different in term of nature and amount of expenses to be recognised in Statement of profit and loss over a lease term. However there is no major changes in accounting of lease income by lessor. Since the company does not hold leases contracts as lessee hence no adjustment under Ind AS was required in the Company's financial statement for the year ended on 31st March, 2020.

Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Note 49 : Impact of COVID 19 on Business

Due to outbreak of COVID-19 globally and in India, the Company's management has made an initial assessment of impact on business and financial risks on account of COVID-19. Considering that the Company is in the business of providing inter modal logistics services, operating Container Freight Station (CFS) / Inland Container Depot (ICD) and temperature-controlled warehousing storage services, which are considered under Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Company will not be significant. The management does not see any risks in the Company's ability to continue as a going concern. The impact of the Covid-19 pandemic on future business operation of the Company may be different from that estimated as at the date of approval of these financial results considering the uncertainty in overall economic environment and the Company will continue to closely monitor any material changes to future economic conditions.

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.

Signature to Notes 1 to 50

As per our report of the even date

For Uttam Abuwala Ghosh & Associates
 Chartered Accountants
 ICAI Firm Registration Number: 111184W

For and on behalf of the Board of Directors

Ajaysingh Chauhan
 Partner
 Membership Number: 137918

Shantilal Mehta
 Chairman and Managing Director
 DIN : 00134162

Nemichand Mehta
 Whole-time Director
 DIN : 01131811

Dinesh Gautama
 Whole-time Director and
 CEO
 DIN : 02384688

Place : Navi Mumbai
 Date : June 29, 2020

Anish Maheshwari
 Chief Financial Officer

Deepa Gehani
 Company Secretary

Place : Navi Mumbai
 Date : June 29, 2020



Registered Office : 205-206, J.K Chambers, Sector - 17, Vashi, Navi Mumbai - 400 705 Maharashtra, India.

Corporate Office : 13th Floor, Goodwill Infinity Plot No. E/3A, Sector - 12, Near Utsav Chowk, Kharghar, Navi Mumbai-410 210 Maharashtra, India. Tel. No.- 022 - 3800 6500
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