APM TERMINALS
Lifting Global Trade

30th July 2024

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 NSE Scrip Symbol: GPPL	BSE Limited Floor 14, P J Towers, Dalal Street, Mumbai 400 001 BSE Scrip Code: 533248

Dear Madam/ Sir,

Sub: Submission of Annual Report

Pursuant to the requirements under Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, kindly find attached herewith the Annual Report of Gujarat Pipavav Port Limited ('the Company') for the year ended 31st March 2024, for reference please.

Kindly note the Annual Report is being circulated today to the Members of the Company and it is also being made available on the Company website www.pipavav.com

Thank you,

Yours truly,
For **Gujarat Pipavav Port Limited**

MANISH RAJENDRAPRASAD AGNIHOTRI

Digitally signed by MANISH RAJENDRAPRASAD AGNIHOTRI
Date: 2024.07.30 18:52:59 +05'30'

Manish Agnihotri
Company Secretary & Compliance Officer

APM TERMINALS
Lifting Global Trade

Gujarat Pipavav Port Limited

ANNUAL REPORT
2023-24

CHAIRMAN'S STATEMENT

Dear Members,

On behalf of the Board of Directors, I am pleased to present the Annual Report of Gujarat Pipavav Port Limited for the Financial Year 2023-24. It comprises the Standalone as well as the Consolidated financial statement for the year ended 31st March 2024.

During the financial year ended 31st March 2024, your Company has reported Standalone Net Profit of Rs. 3,527.96 million, a healthy increase of 21% over the previous financial year driven by increase in Container volume and strong growth in the Liquid and RoRo businesses.

The Red Sea crisis has been disrupting the sailing schedules of the shipping lines leading to skip calls at Pipavav and that has restricted the growth in container volume. The upgradation of the existing Liquid berth for handling the partially loaded Very Large Gas Carriers (VLGCs) coupled with the rail evacuation of LPG continues to provide strong value proposition to the customers. The addition of new customer in RoRo last year has increased the car exports from Pipavav and the recent commencement of transportation of cars by rail has led to good traction in car exports from the port. Your Company has been a strong proponent of cargo evacuation by rail. With over 65% of Containers moving by rail, the USP of efficient rail operations has extended to LPG and now to car exports as well.

The Board of Directors had approved the payment of Interim Dividend of Rs. 3.60 per share in November 2023 and is pleased to recommend a Final Dividend of Rs. 3.70 per share for approval by the Members at the forthcoming Annual General Meeting (AGM). The Interim and Final Dividend together would involve a cumulative Dividend Payout of Rs. 3,529.11 million for the financial year 2023-24. This is the highest ever payout by the Company for a financial year and also demonstrates the Company's stated policy of paying the entire distributable profits as Dividend to its shareholders. Since the commencement of dividend distribution from financial year 2015-16, the total dividend payout aggregates to Rs. 20,847 million.

Your Company has been ranked amongst the Top 50 efficient ports globally, for the third consecutive year by the World Bank and S&P Global Market Intelligence on the Global Port Performance Index (GPPI). This consistent achievement can be attributed to the processes and training program conducted as part of Operations Excellence program of APM Terminals for all its facilities within the portfolio. It also demonstrates the character as well as the capabilities of the team while ensuring Zero compromise on Safety, the top-most priority. The Port completed 320 LTI (Lost Time Incident) free days as on 31st March 2024.

As part of the Green Initiatives to make Pipavav "Gujarat's Green Gateway", your Company is already meeting 45% of its energy requirement through green energy sources. In order to increase the fulfilment of energy requirement through green sources, the Company is closely monitoring the policy measures of the Government of Gujarat for permitting purchase of additional green power.

During last year, the Company's Board of Directors had approved capital expenditure of USD 90 million for construction of a new liquid berth. The Company has initiated the necessary statutory and regulatory approvals and is hopeful of receiving the approvals within reasonable time in order to commence the construction of the berth. This addition of new berth and the dedicated rail siding for LPG rakes located inside the port provides a credible and cost effective proposition to the LPG importers. It will not only enhance the port's liquid cargo handling capabilities but will also be an effective contribution in supporting the Government of India's initiative of providing LPG connection to every household under the Pradhan Mantri Ujwala Yojana.

The global economic activity has been remarkably resilient amidst various headwinds involving geo-political tensions and supply chain disruptions. The sailing schedule of shipping lines have been severely impacted leading to congestion particularly at the ports in Southeast Asia. The ocean freight rates have once again started rising though they are still not at the levels seen during the global pandemic. India continues to witness strong imports while the exports from the country remain a challenge. In order to remain competitive in the international markets the inland logistics cost of Indian exports needs to reduce, and the business is looking towards the Government for strong policy decisions that could support the growth in Indian exports.

The world is expecting India to lead the global growth as the country is in a sweet spot with the large working population, rising middle income households, strong tax collections and robust economic growth. India's economy has been projected to grow in the range of 6.6% to 7%, the highest growth rate envisaged for any country. Large multinationals are setting up their manufacturing facility in India to participate in the huge domestic market and also to export from India. The Port sector in the country is poised for meaningful growth in the years ahead.

Your Company takes pride in being a 'Greenfield Port' in true sense. Located in the agri-belt of Saurashtra region of Gujarat and in absence of the industrial belt as well as the port eco-system, Pipavav Port has single handedly made a huge contribution to the development of the region. Your Company has made investment not only on the port and landside infrastructure but also in getting the last mile road and rail connectivity to the Port. The Associate Company Pipavav Railway Corporation Limited (PRCL) operating the rail concession from Pipavav Port to Surendranagar in Gujarat, has been a major contributor of the rail freight to the Western Railways. Pipavav Port has been enhancing the rail infrastructure with addition of dedicated LPG siding and RoRo siding.

Your Company is keenly awaiting the clarity on Gujarat Government's Port Policy on extension of the existing concessions. Pipavav being the first private port in the country will also be the test case for the renewal of its concession due in September 2028. This is the most critical factor in order to plan the future investments for the port because these are highly capital intensive expenditure and involve two to three years of planning, construction and commissioning of the facility. The Company is hopeful of an industry friendly and transparent Port Policy and is committed to take Pipavav Port and the Saurashtra region to its next level of growth.

Your Company believes in an inclusive growth while taking the community along. The work force goes through various skill development and training program to enhance their execution capabilities and understanding. Considering the work culture and the environment prevailing within the Company, Pipavav Port continues to be amongst the most desired workplace in Saurashtra region of Gujarat state. The Company has been certified as Great Place to Work for the sixth consecutive year by the Trust Index Employee Survey.

On behalf of the Board of Directors, I take this opportunity to thank our Shareholders for their support and faith in the Company.

Your Company always endeavors to address the customer requirements to the best of its abilities. The Board of Directors join me in expressing their sincere appreciation to the Customers for their patience. The Company's vendors and contractors are its important business partners. They continue to play an important role by providing timely support for meeting the Company's requirements from time to time and fulfill the customer demand. The Directors place on record their appreciation to the vendors and contractors.

The role of our Associate Company PRCL continues to increase manifold with higher LPG rakes being handled from the Port and by introduction of car carrying rakes apart from the Container and Fertiliser rakes. The Port is currently handling one train every two hours and PRCL needs to ensure seamless and efficient rail connectivity to and from Pipavav Port. Over a period of time, PRCL has become a meaningful contributor of freight to Western Railways and is the proud example of success story of the first public- partnership between your Company and the Indian Railways. The Board of Directors thank PRCL and the Indian Railways for their strong and continued support to the Port.

I reiterate my appreciation to our colleagues for their resilience, dedication and commitment and for helping us obtain international recognition for the third consecutive year. I along with my colleagues on the Board would like to thank them for their efforts.

I also thank Gujarat Maritime Board, the State Government and the Central Government authorities for their continued guidance and support.

I take this opportunity to thank my predecessor Mr. Tejpreet Singh Chopra for his immense contribution and for his role as Chairman of the Company.

The India Growth story continues to make its mark as the country witnesses investments by new companies for setting up their facility in India and/or through expansion of the existing facilities. The sound fiscal position, robust banking sector, strong tax collections, growing middle income group and rising young and working population is an ideal mix for the country's strong growth.

Pipavav Port has already initiated new capex investment process and is committed for more investments as clarity emerges about the Port Policy from Gujarat Government.

Your Company shall continue to provide Safe, Sustainable and Efficient port operations from Gujarat's Green Gateway and contribute its bit to the India growth story.

With Best Wishes,

Samir Chaturvedi
Chairman

CONTENTS

BOARD OF DIRECTORS

Mr. Samir Chaturvedi	Chairman
Mr. Tejpreet Singh Chopra	(upto 22nd May 2024)
Mrs. Hina Shah	(upto 29th July 2023)
Mr. Jonathan Richard Goldner	
Mr. Julian Bevis	(upto 11th December 2023)
Mr. Keld Pedersen	(upto 22nd May 2024)
Mr. Maarten Degryse	(upto 28th September 2023)
Ms. Matangi Gowrishankar	
Ms. Monica Widhani	
Mr. Rajkumar Beniwal, IAS	Nominee Gujarat Maritime Board (from 13th December 2023)
Mr. Ranjitsinh Barad, IAS	Nominee Gujarat Maritime Board (upto 20th June 2023)
Mr. Soren Brandt	
Mr. Steven Deloor	(from 29th September 2023)
Mr. Timothy John Smith	
Mr. Girish Aggarwal	Managing Director

CHIEF FINANCIAL OFFICER
Mr. Santosh Breed

COMPANY SECRETARY & COMPLIANCE OFFICER
Mr. Manish Agnihotri

STATUTORY AUDITORS
Price Waterhouse Chartered Accountants LLP
(Firm Regn. No. 012754N/N-500016)
Mumbai

REGISTRAR & SHARE TRANSFER AGENTS
KFin Technologies Limited
Selenium Tower B, Plot 31-32, Financial District,
Nanakramguda, Serilingampally Mandal,
Hyderabad 500 032

REGISTERED OFFICE
Pipavav Port, At Post Ramapara- 2 Via Rajula
District Amreli, Gujarat 365 560
CIN: L63010GJ1992PLC018106
Website: www.pipavav.com
Tel: 02794 242400
Fax: 02794 242413

CORPORATE OFFICE
501-502, Godrej Two
Pirojshanagar,
Vikhroli East,
Mumbai 400079

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Gujarat Pipavav Port Limited (CIN:L63010GJ1992PLC018106) ('the Company') will be held on Thursday 22nd August 2024 at 2.30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
    a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, along with the Reports of the Board of Directors and Auditors thereon; and
    b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, along with the Auditors Report thereon.
2. To declare a final dividend of Rs. 3.70 per equity share and to confirm the interim dividend of Rs. 3.60 per equity share already paid during the year, for the financial year ended 31st March 2024.
3. To appoint a Director in place of Mr. Timothy John Smith (DIN:08526373) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Soren Brandt (DIN:00270435) who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors
For **Gujarat Pipavav Port Limited**

Manish Agnihotri
Company Secretary
ACS 12045

Registered Office:
Pipavav Port, At Post Rampara-2 via Rajula
District Amreli, Gujarat 365 560
CIN: L63010GJ1992PLC018106

Mumbai
22nd May 2024

Notes:

a) Ministry of Corporate Affairs (MCA) vide its General Circular no. 09/2023 dated September 25, 2023 read with MCA circulars no. 14/2020, 17/2020, 20/2020 dated April 8, 2020, April 13, 2020, May 5, 2020 respectively, read with SEBI circulars no. SEBI/HO/CFD/ POD-2/P/ CIR/2023/167 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 and dated October 7, 2023 and May 13, 2022 (collectively referred to as "said Circulars") has allowed Companies to hold Annual General Meeting ("e-AGM") through VC / OAVM, dispensing the requirement of physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and said Circulars, the AGM of the Company is being held through VC / OAVM. The Members can attend and participate in the Company's AGM through VC/OVAM. Therefore, the Route Map for venue of the Meeting is not annexed to the Notice.

b) The VC/OAVM facility for participation in the Company's e-AGM along with the facility for Remote E-voting and E-voting during the e-AGM is being provided by KFin Technologies Limited. The VC/OAVM facility shall be open for the Members 15 minutes before the scheduled time of the e-AGM and shall not be closed till the expiry of 15 minutes after the conclusion of the meeting.

c) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the e-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. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the e-AGM and the Proxy Form as well as the Attendance Slip are not annexed to the Notice. However, representatives of members u/s 112 and 113 of the Act can be appointed to participate and vote at this e-AGM.

d) Members, are encouraged to attend and vote at this AGM through VC. The attendance of the Members attending this AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013

e) Registers maintained under sections 170 and 189 shall be made electronically available for inspection of members during this AGM, through the KFintech e-Voting system itself. Refer subsequent para for details of the KFintech e-Voting system.

f) The Register of Members and Share Transfer Books of the Company shall remain closed from Friday 16th August 2024 to Thursday 22nd August 2024 (both days inclusive).

g) The relevant details pursuant to 36(3) of the SEBI Listing Regulations, Section 102 of the Act and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this e-AGM is annexed.

h) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

i) In terms of the said Circulars, the Notice of the e-AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email address is registered with the Company/ Depositories. This is being done in accordance with said Circulars.

j) Members may kindly note the Notice of the e-AGM and the Annual Report 2023-24 is available on the Company's website www.pipavav.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at https://evoting.kfintech.com

k) The physical copies of notice of 32nd Annual General Meeting and the Annual Report 2023-24 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. except on holidays, upto the date of the Annual General Meeting.

l) In the general interest of the Members, it is requested of them to update their bank mandate/ NECS/ Direct credit details/ name/ address/ power of attorney and update their Core Banking Solutions enabled account number:

- For shares held in physical form: with the Registrar and Transfer Agent of the Company.
- For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

m) Members may note that the Income-tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company is hence required to deduct tax at source ("TDS") at the time of making the payment of the dividend. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

n) For resident shareholders:

TDS under Section 194 of the IT Act shall be as follows:

Case	Rate of TDS
Members having valid PAN	10% or as notified by the Government of India
Members not having PAN/valid PAN	20% or as notified by the Government of India
Members being specified person as per Section 206 AB of the IT Act	Higher of the following rates, namely:- i. At twice at the rate specified in the relevant provisions of the Act; or ii. At twice the rate or rates in force; or iii. At the rate of 5%

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during FY 2024-25 does not exceed Rs. 5,000 and also in cases where members provide Form 15G/ Form 15H (as applicable), provided the valid PAN is updated in Company/ Kfintech records, and subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/ nil withholding tax. PAN is mandatory for members providing Form 15G/ 15H or any other document as mentioned above.

For the purpose of section 206AB, 'specified person' means a resident person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his case is Rupees Fifty Thousand or more in the said previous year:

Additional information w.r.t Mutual Funds & Insurance companies:

1) In terms of section 196 of the IT Act, TDS is not applicable on payment of dividend to Mutual Funds covered under section 10(23D) of the IT Act.

   Such Mutual Funds should provide a self-declaration that they are covered under Section 10 (23D) of the IT Act with a self-attested copy of PAN card and registration certificate.

2) The provisions of section 194 (as applicable to resident members) of the IT Act shall not apply to dividend income credited or paid to

   a) the Life Insurance Corporation of India,

   b) the General Insurance Corporation of India or to any of the four companies, formed by virtue of the schemes framed under sub-section (1) of section 16 of the General Insurance Business (Nationalisation) Act, 1972 (57 of 1972),

   c) any other insurer in respect of any shares owned by it or in which it has full beneficial interest,

   d) a "business trust", as defined in clause (13A) of section 2, by a special purpose vehicle referred to in the Explanation to clause (23FC) of section 10.

   The aforesaid category of members shall provide a self declaration or such documentary evidence/s to enable the Company to determine the non-deductibility of TDS as per the said provisions of Section 194 of the IT Act.

For non-resident shareholders:

Taxes required to be withheld shall be in accordance with the provisions of Section 195 or Section 196D and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the Permanent Account No. (PAN) card allotted by the Indian income tax authorities duly attested by the member.
- If PAN is not furnished by the member, the Company will be liable to deduct TDS u/s. 206AA of the IT Act at higher of the following rates, namely:-

  (i) at the rate specified in the relevant provision of this Act; or

  (ii) at the rate or rates in force; or

  (iii) at the rate of 20%,

unless the following details as prescribed under rule 37BC of Income-tax Rules, 1962 are provided by the member to the company:

(i) name, e-mail id, contact number;

(ii) address in the country or specified territory outside India of which the deductee is a resident;

(iii) a certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate;

(iv) Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

- Copy of Tax Residency Certificate for the financial year 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The documents mentioned in foregoing paragraph are required to be uploaded on the portal at https://ris.kfintech.com/form15/ on or before 9th August 2024. Members are requested to visit https://ris.kfintech.com/form15/ for more instructions and information on this subject. No communication would be accepted from members after 9th August 2024 regarding tax withholding matters. Shareholders may write to einward.ris@kfintech.com for any clarifications on this subject.

Application of TDS rate is subject to necessary verification by the Company/ KFintech of the shareholder details as available in Register of Members as on the Book Closure Date, and other documents available with the Company/ KFintech

The Company will issue soft copy of the TDS certificate to its Members through e-mail registered with the Company/ KFintech post payment of the dividend. Members will be able to download Form 26AS from the Income Tax Department's website https://incometaxindiaefiling.gov.in.

Members are requested to update their PAN with their depository participant in their demat account (if shares are held in electronic form) or with the Company in their folios (if shares are held in physical form) on or before 9th August 2024.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

Request to members:

1. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Secretarial Department at manish.agnihotri@apmterminals.com by 20th August 2024, to enable the Company to suitably reply such queries at the meeting/ by email.
2. Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrars and Transfer Agents of the Company (in case of shares held in physical form), as the case may be, about: (i) the change in the residential status on return to India for permanent settlement; (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
3. Kindly refer the Directors' Report in respect of the unclaimed and unpaid dividends, and the dividend amount and shares transferred to IEPF.

PROCEDURE FOR REMOTE E-VOTING

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting period commences from Monday 19th August 2024 and ends on Wednesday, 21st August, 2024 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 16th August, 2024 may cast their vote electronically. The e-voting module shall be disabled by KFintech for voting thereafter.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vi. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholder holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 **3. Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8201 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., Gujarat Pipavav Port Limited- AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id hsk@rathiandassociates.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Gujarat Pipavav Port Limited Even No. 8201."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till 20th August 2024 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from 19th August 2024 to 20th August 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will open from 19th August 2024 to 20th August 2024.

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday 16th August 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

i. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Additional Notes:

Payment of Dividend through electronic mode only for Physical Folios:

SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024.

You may also refer to SEBI FAQs by accessing the link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ No 38 & 39)

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: Gujarat Pipavav Port Limited) Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

a. Through hard copies which should be self -attested and dated. OR

b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. OR

c. Through web- portal of our RTA KFin Technologies Limited - https://ris.kfintech.com

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of Kfin Technologies Limited ; https://ris.kfintech.com/clientservices/isc/isrforms.aspx

a. Form ISR-1 duly filled in along with self attested supporting documents for updation of KYC details

b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement

c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for "Opt-out of the Nomination

Application(s) by our RTA KFINTECH

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at https://ris.kfintech.com/default.aspx# > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN , Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query , Complaints , check for status, KYC details, Dividend, eMeeting and eVoting Details.

Quick link to access the signup page: https://kprism.kfintech.com/signup

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

KFintech has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

o A fully digital process, only requiring internet access and a device.

o Effectively reduces fraud for remote and unknown applicants.

o Supports KYC requirements.

Here’s how it works:

I. Users receive a link via email and SMS.

II. Users record a video, take a selfie, and capture an image with their PAN card.

III. Facial comparison ensures the user’s identity matches their verified ID (PAN).

WhatsApp:

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

Profile of the Directors being appointed / re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Timothy John Smith	Mr. Soren Brandt
Date of Birth	28th March 1963	12th July 1953
Date of Appointment	19th September 2019	6th August 2020
Qualification	BA (Hons) first class in Geography from University of Oxford	Shipping & Logistics Professional
Experience (in years)	Over 33 Years	Over 52 Years
Expertise in specific functional areas	Business Management	Business Management
Disclosure of Relationship between the Directors inter- se	None. He represents the Promoter APM Terminals Mauritius Limited	None. He represents the Promoter APM Terminals Mauritius Limited
Directorships in other Public Listed companies in India	None	None
Membership of Committees held in other Public Listed companies in India	None	None
Shares held in the Company	Nil	Nil
Terms and conditions of appointment	He is Non-Executive Non-Independent Director representing the Promoter Company.	He is Non-Executive Non-Independent Director representing the Promoter Company.
Details of remuneration sought to be paid	Nil	Nil
Remuneration last drawn	NA	NA
Number of Meetings of the Board attended during the year	4	4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	None	None

DIRECTORS' REPORT

To
The Members,
Gujarat Pipavav Port Limited

The Directors of Gujarat Pipavav Port Limited ('the Company') have pleasure in submitting their 32nd Annual Report together with the Audited Standalone and Consolidated Statement of Accounts for the financial year ended 31 March 2024.

1. FINANCIAL STATEMENTS & RESULTS:

a. STANDALONE FINANCIAL RESULTS:

(INR Million)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Operating Income	9,884.29	9,169.50
Less: Total Operating Expenditure	4,153.76	4,148.09
Operating Profit	5,730.53	5,021.41
Add: Other Income	786.97	510.00
Profit before Interest, Depreciation, Tax and Exceptional Item	6,517.50	5,531.41
Less: Interest	93.20	79.55
Less: Depreciation	1,156.01	1,161.54
Profit before exceptional items and tax	5,268.29	4,290.32
Less: Exceptional items	530.28	371.67
Profit Before Tax	4,738.01	3,918.65
Less: Taxes	1,200.03	1,000.85
Profit for the year after Tax	3,537.98	2,917.80
Total comprehensive income for the year	3,527.96	2,924.50

b. OPERATIONS:

The Company is engaged in Port Development and Operations at Pipavav Port, in Saurashtra Region of Gujarat State. The Company is operating the Port on a 30-year Concession vide Agreement dated 30 September 1998 with Gujarat Maritime Board (GMB) and Government of Gujarat. The Port handles Containers, Dry Bulk, Liquid, and RORO vessels and the performance details are as follows:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Dry Bulk Cargo (Mn MT)	2.71	3.91
Liquid Cargo (Mn MT)	1.28	1.03
Containers (In TEUs)	808,464	764,034
RoRo (No. of Cars)	97,120	40,237

The de-growth in Dry Bulk cargo has been due to reduction in Fertiliser imports. Also, the Company has temporarily suspended Coal handling at the port due to operational reasons. The increase in Liquid cargo business is being driven by higher LPG imports into the country. The upgradation of the existing Liquid berth for handling partially loaded Very Large Gas Carriers (VLGCs) and supported by efficient rail evacuation is driving the increase in liquid cargo volume. The improvement in Container business is being driven by the addition of new service to Far East and to Middle East and better Exim volume. The rail product is also being used for RoRo business at Pipavav Port. The automobile companies are moving cars in the modified wagons from their manufacturing facility to the port for exports. Overall, the rail connectivity continues to be the Company's USP and that is clearly reflecting in the growth in cargo volume.

c. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company has a shareholding of 38.8% in Pipavav Railway Corporation Limited (PRCL) and the salient features in Form AOC-1 are mentioned in Annexure B of the Directors Report. In view of the provisions of Section 2(6) of the Companies Act, 2013 ('the Act'), PRCL is an Associate Company and pursuant to the provisions of Section 129 of the Act, the Company is required to consolidate PRCL's annual accounts with its own accounts. The Company's share of Net Profit in PRCL is based on its Management represented numbers in view of pending statutory audit. The snapshot of the Consolidated Accounts is as follows:

(INR Million)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Operating Income	9,884.29	9,169.50
Less: Total Operating Expenditure	4,153.76	4,148.09
Operating Profit	5,730.53	5,021.41
Add: Other Income	748.97	510.00
Profit before Interest, Depreciation, Tax and Exceptional Item	6,479.50	5,531.41
Less: Interest	93.20	79.55
Less: Depreciation	1,156.01	1,161.54
Profit before share of net profits of Associate Company	5,230.29	4,290.32
Add: Share of Net Profit of Associate Company accounted for using the Equity Method	94.82	213.62
Profit before exceptional items and tax	5,325.11	4,503.94
Less: Exceptional items	530.28	371.67
Profit before tax	4,794.83	4,132.27
Less: Taxes	1,374.83	1,000.85
Profit for the year after Tax	3,420.00	3,131.42
Total comprehensive income for the year	3,409.83	3,138.15

d. DIVIDEND:

The Board of Directors in the Meeting held on 8 November 2023 declared Interim Dividend of Rs. 3.60 per share and it has been paid. The Board is pleased to recommend a Final Dividend of Rs. 3.70 per share on the Company's outstanding Equity Share Capital.

The Dividend is subject to the approval by the Members at the Annual General Meeting to be held on 22 August 2024 and will be paid on 29 August 2024, within the stipulated time limit to all Members whose names appear in the Register of Members, as of the close of business hours on 15 August 2024. The final dividend if approved by the Members would involve a cash outflow of Rs. 1,788.72 million. The Dividend Distribution Tax, if applicable, would be borne by the Member.

The Company has a Dividend Distribution Policy, which is available on the Company website
https://www.apmterminals.com/en/pipavav/investors/governance

e. TRANSFER TO RESERVES:

The Board of Directors have not recommended any transfer of profit to reserves during the year under review. Hence, the entire amount of profit has been carried forward to the Statement of Profit and Loss.

f. REVISION OF FINANCIAL STATEMENT:

The Company has not carried out any revision in its financial statements in any of the three preceding financial years as per the requirement under Section 131 of the Act.

g. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

h. DISCLOSURES UNDER SECTION 134(3)(l) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this report.

i. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate considering the nature of its business and the scale of operations. During the year under review, no material or serious observation has been made by the Statutory Auditors and the Internal Auditors of the Company regarding inefficiency or inadequacy of such controls. Wherever suggested by the auditors, the control measures have been further strengthened and implemented.

j. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No adverse orders have been passed by any Regulator or Court or Tribunal which can have impact on the Company's status as a Going Concern and on its future operations.

k. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES:

The transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are in the ordinary course of business and at arms' length. Therefore, they are exempt from the provisions of Section 188 of the Companies Act, 2013. But all such transactions have prior approval of the Audit Committee as per the requirement under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The related party transaction with Maersk A/S regarding Income from Port Operations is a material transaction as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Contract with Maersk A/S has been approved by the shareholders by way of Postal Ballot on 31 October 2022, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of Related Party Transactions are mentioned in Note 34(b) of the financial statements. The link for the Policy on Related Party Transactions is available on the Company website https://www.apmterminals.com/en/pipavav/investors/governance

l. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

The Company has neither provided nor accepted any loans, guarantees and securities. The Company does not have any investments except 38.8% shareholding in its Associate Company PRCL.

Further, the Company is engaged in the business of providing infrastructural facilities and is therefore exempt from the provisions of Section 186 of the Companies Act, 2013.

m. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is included in the report.

n. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence the provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 are not applicable.

o. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company does not have any Employees Stock Option Scheme and hence the provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 are not applicable.

p. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

2. OUTLOOK:

Global Economic Outlook

Post Covid the global economic activity has been quite resilient despite various headwinds involving geo-political tensions, supply chain disruptions and significant interest rate hikes by the central banks aimed at restoring price stability. The global growth estimated at 3.2% in the Year 2023 is likely to be 3.3% in the Year 2024. The growth rate though remains lower than the historical annual average of 3.8%.

The advanced economies are likely to see increase in growth rate from 1.6% in the Year 2023 to 1.7% in the Year 2024 and to 1.8% in the Year 2025, to be mainly driven by the US economy and the Euro economy increasing from a lower base. With the energy price subsided and fall in inflation, the growth in real income is expected to drive the recovery through stronger household consumption. The emerging economies are likely to experience stable growth at 4.2% in the years 2024 and 2025 to be driven by India, Middle East and the Sub Saharan Africa Region. Within the emerging economies, China is projected to slowdown from 5.2% in the Year 2023 to 4.6% in the Year 2024 and to 4.1% in the Year 2025 due to the persisting weakness in the real estate sector and easing of the fiscal stimulus and consumption boost post pandemic. The Middle East Region is likely to grow from 2% in the Year 2023 to 2.8% in the Year 2024 and 4.2% in the Year 2025. The Sub Saharan Africa region is likely to grow from 3.4% in the Year 2023 to 3.8% in the Year 2024 and 4% in the Year 2025. India is likely to be the main driver of growth amongst the emerging economies.

India Economic Outlook

The Indian economy is projected for a strong growth of 6.8% in the Year 2024 and 6.5% in the Year 2025 with the rising working-age population and robust domestic demand. The rising income in urban areas has improved the consumer confidence and is expected to increase the consumption. The manufacturing and service sector has also reported strong growth in India. This in turn has led to the growth in bank credit. The structural measures have led to reduction in nonperforming loans and has improved capability to service debt. As a result, the asset quality has improved and the gross nonperforming assets are at a 10 year low of 3.2% as on September 2023. The Income tax receipts have increased by 17.7% year on year to nearly USD 235 billion for the financial year 2023-24. This strong increase in the Income tax collections is likely to improve India's fiscal deficit as a percentage to the country's GDP though the figures are yet to be released by the Government. The Government has been extensively driving the capital expenditure for infrastructure development and its initiative to support urban housing for middle income group is expected to continue the growth in real estate. An improved fiscal deficit, strong tax collections, continued capital expenditure for infrastructure development by the Government, robust banking sector and growing working-age population is an ideal combination of factors for the country's future growth.

The Government of India has set an aggressive target of USD 2 trillion in exports of goods and services by the Year 2030. The country's total exports in the financial year ended 31st March 2023 were USD 770 billion. India needs to grow at a substantive pace and the country's manufacturing sector needs to integrate itself in the Global Value Chain by first playing on its areas of strength. The service sector export makes strong 10% contribution to the country's GDP as per the data for the financial year ended 2023. Considering a large talent pool that is making a mark for itself in the global IT industry, this sector certainly has an important role to play in reaching the ambitious target of USD 2 trillion exports by the Year 2030. But the manufacturing sector also has a much larger role to play by increasing the goods exports. It will also help in job creation that matches to the education levels of the country's labour force. The Performance Linked Incentive (PLI) scheme amounting to USD 28 billion introduced by the Government of India for 13 identified sectors, incentivises on incremental sales from the manufacturing done within the country. The objective of the scheme is twofold, one to incentivise the foreign manufacturers to start production in India and cater to the vast domestic market as well as export from the country and two is to incentivise the domestic manufacturers to expand their production and exports. Apart from the initiatives under the PLI scheme for the manufacturing sector, the other critical area requiring Government's intervention is reduction in the inland logistics cost to make the Indian manufacturing competitive. Without addressing this major concern, the success of manufacturing sector will be a job half done.

With commissioning of the Western Dedicated Freight Corridor the transit time of the freight trains between National Capital Region and West coast ports has reduced to less then 36 hours from over 70 hours. The initiative definitely helps in faster movement of cargo and brings efficiency in planning the cargo movement from the manufacturing facility to the port and vice-a-versa. But the challenge regarding cost competitiveness for moving the cargo by rail still remains, due to cheaper road transport compared to rail. Consequently, railways have not seen any major shift in cargo from road to rail even after the Dedicated Freight Corridor became operational and the capacity utilisation level on the route remains below 40%. The rail tariff needs to be rationalised to decrease the unit cost and make Indian products competitive in the international markets.

Business Outlook

The Container volume on the West Coast of India increased 9% from 14.56 million TEUs in the financial year ended March 2023 to 15.92 million TEUs in the financial year ended March 2024. A large part of increase can be attributed to higher imports into the country with the India consumption story holding strong in the urban parts. The exports though continue to remain under pressure due to higher product cost and geo-political situation.

The container volume at Pipavav grew about 6% compared to the previous financial year. The Red Sea crisis has led to disruption in the scheduled vessel calls. The detour by the vessels around the Cape of Goodhope has led to increase in freight rates and extra sailing days ranging from 10 days to 14 days depending upon the destination in Europe and the US. The delayed vessel calls to the Indian ports is impacting the port operations as well as the rail evacuation because with the reduced transit time and increased speed, the freight trains have to remain idle at the ports waiting for the vessels to unload the import containers and to evacuate them to the northern hinterland.

For Dry bulk cargo, the Fertiliser imports have recently seen reduction on the West coast ports of the country. With the Government of India focusing on increased domestic production of Urea and carrying out a strong drive for usage of Nano-urea, the Urea import into the country is likely to reduce going forward. The import of other fertilisers namely, DAP, MOP etc is likely to continue in the near term. The Company has temporarily suspended Coal handling at the port due to operational reasons.

For Liquid cargo, the LPG import into the country is growing strong under the Pradhan Mantri Ujwala Yojana (PMUY) scheme. The rural India continues to purchase LPG for cooking under the PMUY scheme, after experiencing the convenience and the health benefits of using LPG over the other means. The West coast ports are seeing consistent increase of over 8-10% over last few years. With upgradation of the existing Liquid berth for handling partially loaded Very Large Gas Carriers (VLGCs) coupled with the LPG rail siding inside the port for cargo evacuation, Pipavav provides a strong overall value proposition for the Oil Marketing companies for wider distribution to the LPG bottling plants spread across the country. The Company is in process of seeking the necessary statutory and regulatory approvals for proposed new Liquid berth. The Company is hopeful of getting all the approvals in timely manner and complete the construction of the new berth by December 2025.

One of the success story of Government's PLI scheme is the automobile sector reporting strong car exports from India. Pipavav has been serving the automobile companies located in the North and North-West hinterland of the country. The improved road connectivity to the port and movement of cars by rail has helped in increasing cars exports from Pipavav port. In a testimony to the country's manufacturing capabilities in automobile sector, Honda cars exported their first batch of cars from India to Japan through Pipavav Port. In order to cater to the increased volume of car exports, Pipavav has recently completed development of first phase of open stackyard covering the area of 42,000 sq. mtrs. and has been put to use. The construction of the second phase covering an additional area of 20,000 sq. mtrs. is in progress and is likely to be completed by September 2024.

The Company has always been a strong proponent of cargo evacuation by rail. It has been making substantial investments over a period of time for safe, efficient and cost-effective movement of cargo by rail. The Company pioneered double stack container train operations in the country and has been handling double stack container trains since the year 2006. To provide the perspective about the port's rail handling capabilities, approximately 65-70% of the Port's container volume moves by rail.

In the case of Liquid cargo, after commissioning the LPG rail siding inside the port, the number of LPG rakes handled from Pipavav has been consistently increasing. Within a short time span from the commissioning of the siding, the port on an average handles about 51 LPG rakes per month.

In RoRo the automobile companies commenced the movement of cars by rail from December 2023 and the port is handling about 25 rakes per month.

On an overall basis all rakes put together, the port handles about 330 rakes per month for Containers, Fertiliser, LPG and Cars averaging about 11 rakes per day or one rake every two hours. Pipavav Port is in the forefront amongst all Indian ports in driving the Government of India's initiative of increasing the market share of railways in freight handling. The Company shall continue building on its unique selling proposition of efficient rail evacuation of cargo to and from Pipavav Port.

3. RISKS AND AREAS OF CONCERN:

The Geo-political tensions such as escalation of conflict between Gaza and Israel into a wider region, continued attacks on the merchant vessels in the Red Sea and the ongoing war between Ukraine and Russia could adversely impact the global supply chain, increase the energy cost and in turn the inflation and price volatility. The conflict between Ukraine and Russia is dividing the global economy into different blocks and that could have adverse impact on the cross border movement of goods, technology, capital and the labour force.

The other major area of concern is the impact of global warming and climate change. The countries need to expedite their green initiatives to control the Green House Gas emissions and facilitate the transition to the green energy based on the agreements at the Conference of the UN Framework Convention on Climate Change. Facilitating free flow of low-carbon technologies from the advanced economies to the emerging economies for reduction in the emissions will support in meeting the targets for climate change.

4. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

Mrs. Hina Shah (DIN: 06664927) has ceased to be Director after completion of her tenure as an Independent Director on 30 July 2023. Mr. Tejpreet Singh Chopra (DIN: 00317683) has his second consecutive tenure as an Independent Director upto 29 July 2025. Mr. Samir Chaturvedi (DIN: 08911552) has been appointed as an Independent Director upto 11 November 2025. Ms. Monica Widhani (DIN: 07674403) has been appointed as an Independent Director upto 11 August 2026. Ms. Matangi Gowrishankar (DIN: 01518137) has been appointed as an Independent Director upto 2 August 2027.

In accordance with the provisions of the Act, none of the Independent Directors is liable to retire by rotation. The Managing Director of the Company is also not liable to retire by rotation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Timothy John Smith (DIN:08526373) and Mr. Soren Brandt (DIN:00270435) are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment.

The Key Managerial Personnel of the Company remains unchanged.

b. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declaration from all Independent Directors under Section 149(6) of the Companies Act, 2013 confirming that they continue to fulfil the criteria of independence as required under Section 149 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Director of the Company.

The details regarding the appointment of Independent Directors and their tenure have been mentioned hereinabove.

The Company has been regularly conducting Familiarisation Programmes for its Independent Directors and has posted its details on the website https://www.apmterminals.com/en/pipavav/investors/independent-directors

In opinion of the Board, the Independent Directors possess integrity, requisite expertise and experience for acting as Independent Director of the Company.

The Independent Directors of the Company are exempt from undertaking the online proficiency test as required under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

5. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

a. BOARD MEETINGS:

The Board of Directors met four times during the year ended 31 March 2024 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The particulars of the meetings held and attended by each Director during the financial year 2024 are given in the Corporate Governance Report forming part of this Annual Report.

b. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31 March 2024, the Board of Directors hereby confirm that:

a. in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b. such accounting policies have been selected and applied consistently and the Directors 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 31 March 2024 and of the profit of the Company for that period;

c. proper and sufficient care was taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts of the Company have been prepared on a Going Concern basis;

e. internal financial controls have been laid down by the Company and that such internal financial controls are adequate and operating effectively;

f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

c. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee, a Sub-committee of Directors has been constituted by the Board in accordance with the requirements of Section 178 of the Act. The composition of the Committee is as follows:

1. Mr. Samir Chaturvedi, Chairman, Independent Director
2. Mr. Tejpreet Singh Chopra, Independent Director;
3. Ms. Matangi Gowrishankar, Independent Director; and
4. Mr. Jonathan Richard Goldner, Non-Executive Non- Independent Director

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to the remuneration for

Directors, Key Managerial Personnel and other members of Senior Management. The policy is available on https://www.apmterminals.com/en/pipavav/investors/governance

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company, is as under:

a) While appointing a Director, it shall always be ensured that the candidate possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical, operations or other disciplines related to the Company's business.

b) In case of appointment as an Executive Director, the candidate must have the relevant technical or professional qualification and experience as considered necessary based on the job description of the position. In case no specific qualification or experience is prescribed or thought necessary for the position then, while recommending the appointment, the HR Department shall provide the job description to the Committee and justify that the qualification, experience and expertise of the recommended candidate is satisfactory for the relevant position. The Committee may also call for an expert opinion on the appropriateness of the qualification and experience of the candidate for the position of the Executive Director.

c) In case of appointment as a Non-Executive Director, the candidate must have a post graduate degree, diploma or a professional qualification in the field of his practice/ profession/ service and shall have not less than five years of working experience in such field as a professional in practice, advisor, consultant or as an employee. Provided that the Board may waive the requirement of qualification and/ or experience under this paragraph for a deserving candidate.

d) The Board, while making the appointment of a Director, shall also try to assess from the information available and from the interaction with the candidate that he is a fair achiever in his chosen field and that he is a person with integrity, diligence and an open mind.

e) While determining the remuneration of Executive Directors, Key Managerial Personnel and members of Senior Management, the Board shall consider following factors:

    i) Criteria/ norms for determining the remuneration of such employees prescribed in the HR Policy.

    ii) Existing remuneration drawn.

    iii) Industry standards, if the data in this regard is available.

    iv) The job description.

    v) Qualifications and experience levels of the candidate.

    vi) Remuneration drawn by the outgoing employee, in case the appointment is to fill a vacancy on the death, resignation, removal etc. of an existing employee.

    vii) The remuneration drawn by other employees in the grade with matching qualifications and seniority, if applicable.

f) The remuneration payable to the Executive Directors, including the Performance Bonus and value of the perquisites, shall not exceed the permissible limits as mentioned within the provisions of the Companies Act, 2013. They shall not be eligible for any sitting fees for attending any meetings.

g) The Non-Executive Directors shall not be eligible to receive any remuneration from the Company. However, Non-Executive Independent Directors shall be paid sitting fees for attending the meeting of the Board or committees thereof and commission, as may be decided by the Board/ Shareholders from time to time. They shall also be eligible for reimbursement of out of pocket expenses for attending Board/ Committee Meetings. The Non-Executive Non-Independent Director representing Gujarat Maritime Board shall be eligible for sitting fee for attending the Board Meeting and for reimbursement of out of pocket expenses for attending the Meeting.

d. AUDIT COMMITTEE:

The Audit Committee, a Sub-committee of Directors was constituted by the Board pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises:

1. Mr. Samir Chaturvedi, Chairman, Independent Director
2. Ms. Monica Widhani, Independent Director
3. Mr. Steven Deloor, Non-Executive Non- Independent Director

The scope and terms of reference of the Audit Committee is in accordance with the Companies Act, 2013 and it reviews the information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, there were no instances of recommendation by the Audit Committee not being accepted by the Board of Directors of the Company.

The Company Secretary acts as Secretary of the Committee.

e. STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the year under review, pursuant to Section 178 of the Companies Act, 2013, the Stakeholders Relationship Committee comprises the following Directors:

1. Mr. Tejpreet Singh Chopra, Chairman, Independent Director
2. Ms. Monica Widhani, Independent Director
3. Mr. Girish Aggarwal, Managing Director

The Company Secretary acts as Secretary of the Stakeholders Relationship Committee.

f. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Board of Directors of the Company has, as per the requirements under Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed the Whistle Blower Policy of the Company and the link of the policy on the website is https://www.apmterminals.com/en/pipavav/investors/governance

The Policy provides a formal mechanism for all employees of the Company to make disclosure about suspected fraud. It provides a designated phone number to directly report an instance. The Policy encourages its employees to immediately raise their concern to the respective Manager or to Head of HR whenever they notice any contravention with the Company's Code of Conduct, the Code for Prevention of Insider Trading or fraud or any unethical behaviour. In case the concerned person is not comfortable in reporting the matter to his/her Manager or to the Manager's Manager or to the Head of HR, he/she can report to the Chief Compliance Officer of the parent Company. The policy also provides direct access to the Chairman of Audit Committee through his personal email id. During the year under review, no complaints have been reported for any fraud.

As part of APM Terminals, the Company shares the distinctive set of the Group's Purpose and Core Values that drive the way we do business. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations, to the Group's commitment to the UN Global Compact and our commitment to our people, customers and communities.

g. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses. It is available on the company website on https://www.apmterminals.com/en/pipavav/investors/governance It defines a structured approach to manage uncertainty and to make use of these in decision making pertaining to the business and corporate functions. Key business risks and their mitigation is considered in the annual/strategic business plans and in periodic management reviews. The Company has Risk Management Committee, a sub-committee of Directors comprising:

1. Mr. Soren Brandt, Chairman, Non-Executive Non- Independent Director
2. Mr. Samir Chaturvedi, Independent Director
3. Mr. Girish Aggarwal, Managing Director

h. CORPORATE SOCIAL RESPONSIBILITY POLICY:

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee, a sub-committee of Directors comprising:

1. Ms. Matangi Gowrishankar, Chairperson, Independent Director
2. Mr. Soren Brandt, Non-Executive Non- Independent Director
3. Mr. Girish Aggarwal, Managing Director

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee. The Company has initiated activities in accordance with the said Policy and the details are presented in Annexure A.

The CSR Policy of the Company is available on the website https://www.apmterminals.com/en/pipavav/investors/governance

During the year ended 31 March 2024 the Company was required to spend Rs. 70.07 million towards the CSR activities and the Company has spent the entire budget amount. The Company's focus area of CSR activities are Education, Health, Safety & Environment, Women Empowerment, Skill Development and Rural Development Projects.

i. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

The Independent Directors held their meeting to evaluate the performance of each Non- Independent Director and of the Board as a whole. Each Board member's attendance, participation and contribution of his expertise was evaluated. All Independent Directors were present for the Meeting. The Board also carried out the evaluation of each individual Director and various Board Committees did their respective Committee evaluation.

The Board also evaluated the quality, content and timeliness of the information flow between the Board and the Management including the board papers and other documents.

j. INTERNAL CONTROL SYSTEMS:

The Company has adequate internal control systems commensurate to the nature and size of its business and its complexities and these controls are operating satisfactorily. The adequacy and functioning of these internal controls is reviewed by the Internal Auditors from time to time and wherever necessary, the corrective measures are taken. The Internal Auditors report directly to the Audit Committee of the Company.

Internal control systems consisting of policies and procedures are designed to ensure reliability of financial reporting, timely feedback of achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and protected adequately.

k. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

In terms of the requirement under Section 197(12) of the Act, the Median Employee's Remuneration of the Company is Rs. 2.68 million. The Managing Director's remuneration was Rs. 23.43 million. The ratio of Managing Director's remuneration to Median Remuneration of employees is 8.88

With reference to the percentage increase in remuneration of the Key Managerial Personnel (KMPs) i.e. Managing Director, Chief Financial Officer and Company Secretary, the Managing Director had joined the Company on 1st January 2023 and hence was not eligible for the increase in remuneration. The percentage increase in remuneration of the Chief Financial Officer and the Company Secretary was 10% and 12% respectively. The average increase for KMPs works out to approximately 11%.

The percentage increase in the median remuneration of employees in the financial year is 8%.

The Company has a total of 463 permanent employees on its rolls.

The Company follows the global practice of its parent regarding the Performance evaluation. The Group HR has introduced a tool of constant engagement through dialogues rather than an appraisal. The system is called Maximizing Performance, Alignment & Career Growth of our Talent (MPACT). The framework provides the tools which can be used to list individual's objectives, reflect on performance, fill career growth roadmap, and ask for feedback to provide holistic view to initiate talent conversations. This two way dialogue provides an opportunity to clearly put across the expectations and have a transparent review. The process is people centric rather than merit matrices and percentage increases. All entities have shifted from performance ratings to performance conversations under the global process.

The Company's Market Capitalization increased by ~83% based on the closing price as of 31 March 2024 compared to 31 March 2023. The Net Worth is Rs. 20,923.61 million compared to Rs. 20,783.15 million as of the previous year.

The Annual Report as per Section 136 of the Companies Act, 2013 is being sent to the Members excluding the information on employees' particulars under Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014. Any Member who is interested in a copy of the employees' particulars may write to the Company Secretary. The details will also be available for inspection by the Members at the Registered Office of the Company during the business hours on working days upto the date of the Company's forthcoming Annual General Meeting.

The Company has paid Commission of Rs. 5.14 million to its Independent Directors pursuant to the shareholder's approval obtained in the Annual General Meeting held on 13 August 2021.

l. PAYMENT OF REMUNERATION / COMMISSION TO DIRECTORS FROM HOLDING OR SUBSIDIARY COMPANIES:

The Directors are not paid remuneration/commission from any other Company.

m. DIVIDED DISTRIBUTION POLICY:

Dividend is the Company's primary distribution of profits to its Shareholders. The Company's objective is to sustain a steady and consistent distribution of profits, by way of Dividend, to its Shareholders while considering the following:

(a) The circumstances under which the shareholders can or cannot expect dividend

The Company shall endeavour to pay Dividend to its shareholders in a steady and consistent manner except the following circumstances:

(i) During no growth or weak growth in the trade requiring the Company to retain its earnings to be able to absorb unfavourable market conditions and for meeting the business requirements;

(ii) To meet its funding requirements for expansion and growth;

(iii) The Company's Joint Venture with Indian Railways, Pipavav Railway Corporation Limited requires equity infusion from its shareholders.

During such times the Company may decide to retain the earnings instead of distributing to the shareholders. The distribution of Dividend can be by way of Interim Dividend and/or by way of Final Dividend.

(b) The financial parameters that will be considered while declaring dividend

The Company shall consider the following parameters while declaring dividend:

a. Current year's profit:

i. after setting off carried over previous losses, if any;

ii. after providing for depreciation in accordance with the provisions of Schedule II of the Act;

iii. after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.

b. The profits for any previous financial year(s):

i. after providing for depreciation in accordance with law;

ii. remaining undistributed; or

c. out of (i) or (ii) or both.

In computing the above, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary and exceptional income, generated from activities other than regular business (ii) extraordinary charges (iii) exceptional charges (iv) one off charges on account of change in law or rules or accounting policies or accounting standards (v) provisions or write offs on account of impairment in investments (long term or short term) (vi) noncash charges pertaining to amortization or ESOP or resulting from change in accounting policies or accounting standards.

(c) Internal and External factors that would be considered for declaration of dividend

The Company's Board shall always consider various Internal and External factors while considering the quantum for declaration of dividend such as the overall Economic scenario of the country, the Export Import trade of the country, the statutory and regulatory provisions, the Company's own performance, its profitability, its growth plans, the performance and funding requirements of its joint venture Rail Company and such other factors as may be deemed fit by the Board.

(d) Policy as to how the retained earnings will be utilised

The retained earnings would mainly be utilised for the purpose of the Company's growth plans, the funding requirements of its joint venture Rail Company and for all such activities that in the Board's opinion shall enhance the shareholder's value.

(e) Provisions with regard to various classes of shares

The Company currently has only one class of shares namely Equity shares. In case the Company issues any other class of shares, this Policy shall be modified suitably for stipulating the parameters for distribution of dividend to all classes of shares.

The link for the Dividend Policy on the Company website is https://www.apmterminals.com/en/pipavav/investors/governance

6. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2024:

There are no Audit Observations on the Standalone Financial Statements of the Company for the year ended 31 March 2024. But the Consolidated Financial Statements carry an Audit Observation as follows:

Qualified Opinion

1. We have audited the accompanying consolidated financial statements of Gujarat Pipavav Port Limited (hereinafter referred to as the “Company”) and its associate company (refer Note 34 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

2. In our opinion and to the best of our information and according to the explanations given to us, except for the indeterminate effect of the matter described in the Basis of Qualified section, the aforesaid consolidated 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 consolidated state of affairs of the Company and its associate company as at March 31, 2024 and consolidated total comprehensive income (comprising of profit and other comprehensive loss), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Qualified Opinion

3. The consolidated financial statements include the Company’s share of total comprehensive income (comprising of profit and other comprehensive loss) of INR 90.68 million, based on unaudited financial statements as at and for the year ended March 31, 2024, in respect of its associate company. Our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included for the year ended on March 31, 2024, in respect of this associate company is based solely on such unaudited financial statements of the associate company for the year ended on March 31, 2024, as furnished to us by the Management of the Company. In absence of availability of audited financial statements we are unable to comment on additional adjustments and/ disclosure that are required to be made to these consolidated financial statements.

4. 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 Consolidated Financial Statements” section of our report. We are independent of the Company and its associate company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Consolidated IFC report

Basis for Qualified Opinion

1. According to the information and explanations given to us and based on our audit, material weakness has been identified in the operating effectiveness of the Company’s internal financial controls with reference to consolidated financial statements as at March 31, 2024 as the Company’s period end financial controls related to ensuring that the financial information of the associate company i.e., Pipavav Railway Corporation Limited (PRCL), included in the consolidated financial statements of the Company, is in accordance with the audited financial statements of the associate company, did not operate effectively. This could result in material misstatement in the consolidated financial statements.

2. A ‘material weakness’ is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

3. In our opinion, the Company and its associate company have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, and except for the possible effects of the material weakness described in the ‘Basis for Qualified Opinion’ section above on the achievement of the objectives of the control criteria, the Company’s internal financial controls with reference to consolidated financial statements were operating effectively as of March 31, 2024.

4. We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Company for the year ended March 31, 2024, and the material weakness affects our opinion on the consolidated financial statements of the Company and we have issued a qualified audit opinion on the consolidated financial statements. [Refer paragraph 3 of Independent Auditor’s Report on consolidated financial statements].

The report on the Consolidated Financial Statements is modified because Pipavav Railway Corporation Limited (PRCL) the Associate Company is yet to finalise its accounts and the statutory audit is pending. Hence, the Company's share of profit from PRCL is based on its management representation numbers.

b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31 MARCH 2023:

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from a Practicing Company Secretary. Accordingly, M/s Rathi and Associates, Company Secretaries have issued the Secretarial Audit Report for the year ended 31 March 2024.

c. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Price Waterhouse Chartered Accountants LLP (Firm Regn. No. 012754N/N-500016) are Re-appointed as Statutory Auditors of the Company for a period of five years in the Annual General Meeting held on 6 August 2020.

d. COST AUDITORS:

The Company is engaged in providing Port Services and as per Notification dated 31 December 2014 issued by the Ministry of Corporate Affairs pursuant to Section 148 of the Companies Act, 2013, the Company is not required to appoint Cost Auditors.

e. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has also established an Internal Complaints Committee, as stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. During the year under review, no complaint has been received in relation to sexual harassment at workplace.

f. FRAUD REPORTING:

During the year under review, there were no instances of material or serious fraud falling under Rule 13(1) of the Companies (Audit and Auditors) Rules, 2014, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit.

7. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is engaged in the business of developing and operating a Port, Cargo handling incidental to Water Transport. Considering the nature of business activity, the particulars regarding conservation of energy and technology absorption as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable and have not been included.

Apart from the captive solar power being generated through the solar panels installed over the warehouse of 10,000 sq. mtrs. as reported in the last year, the Company has concluded the purchase of Green power through a Renewable Energy supplier and has signed a Power Purchase Agreement. The Company currently sources about 45% of its Power requirement through Green Energy. The Government of Gujarat is reviewing the changes in its power policy to enable the companies procure increased green power. The Company is committed to increase its green power purchase as may be permitted under the power policy of Gujarat Government.

The foreign exchange earning was Rs. 2,416 million and outgo was Rs. 264 million during the period under review.

b. CHANGE IN SHARE CAPITAL:

The Company has not issued any shares during the year and its Share Capital for the year ended 31 March 2024 remains unchanged.

c. ABSTRACT OF ANNUAL RETURN ON THE WEBSITE:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, the Annual Return for the year ended 31st March 2024 is available on https://www.apmterminals.com/en/pipavav/investors/financial-results

d. SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS

Subject to the applicable provisions of the Companies Act, 2013, all documents, including the Notice and Annual Report shall be sent through electronic transmission in respect of members whose email IDs are registered in their demat account or have been provided by the members. The physical copy of annual report will be dispatched to shareholders only upon receiving a specific request for it.

e. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the mandatory Secretarial Standards.

f. UNCLAIMED AND UNPAID DIVIDENDS, AND TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Members who have not yet received/claimed their dividend entitlements are requested to contact the Company's Registrar and Transfer Agents KFin Technologies Limited.

Pursuant to Section 124 of the Companies Act, 2013 read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all dividends remaining unpaid or unclaimed for a period of seven years and also the shares in respect of which the dividend has not been claimed by the shareholders for seven consecutive years or more are required to be transferred to Investor Education Protection Fund in accordance with the procedure prescribed in the Rules.

Accordingly, the Unclaimed Dividend for the financial year 2015-16 and the Unclaimed Interim Dividend for the financial year 2016-17 along with the respective underlying shares have been transferred to IEPF. The members are requested to approach the office of IEPF to claim the amount and the underlying shares.

The amount of Unclaimed Dividend approved in the Annual General Meeting held on 10th August 2017 is due for transfer to IEPF during the financial year ending 31st March 2025. The unclaimed amount along with the underlying shares will be transferred to IEPF within the stipulated timelines. The concerned shareholders are being sent an intimation on their last known address regarding the proposed transfer of the unclaimed dividend amount and the underlying shares to IEPF.

g. CORPORATE GOVERNANCE

The report on Corporate Governance along with the report by the Statutory Auditors regarding compliance with the conditions of Corporate Governance has been furnished and forms part of the Annual Report.

h. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report has been separately furnished and forms part of the Annual Report.

i. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

In compliance with the Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report for the financial year ended 31st March, 2024 forms part of the Annual Report.

j. The provisions of Insolvency and Bankruptcy Code, 2016 are not applicable. The provisions of one time settlement are not applicable.

8. ACKNOWLEDGEMENT AND APPRECIATION:

The Board of Directors of the Company thank the Customers, the Shareholders, the Vendors, the Company's Bankers, Business Partners/Associates for their belief and the continued support. The Central Government, the State Government and Gujarat Maritime Board have been encouraging the Company in implementing the growth plans for the Port. The Directors place on record their sincere appreciation for the strong character and commitment of the employees and for their invaluable contribution.

For and on behalf of the Board

TEJPREET SINGH CHOPRA
CHAIRMAN
DIN: 00317683

Date: 22 May 2024
Place: Mumbai

Registered Office
Pipavav Port,
At Post Rampara-2 via Rajula
District Amreli 365560
CIN L63010GJ1992PLC018106
Tel No. 02794 242400 Fax No. 02794 242413
Email manish.agnihotri@apmterminals.com
Website www.pipavav.com

DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

Median Remuneration: Rs.2.68 million

Managing Director's Remuneration: Rs. 23.43 million

Except the Managing Director, the Company does not have any Executive Director. The ratio of Managing Director's Remuneration to Median Remuneration of Employees is: 8.88

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of Director/ KMP	Percentage increase in remuneration
Mr. Girish Aggarwal, Managing Director	Nil
Mr. Santosh Breed, CFO	10%
Mr. Manish Agnihotri, Company Secretary and Compliance Officer	12%

The percentage increase in the median remuneration of employees in the financial year: 8%

The number of permanent employees on the rolls of the Company: 463

The Company follows the global practice of its parent regarding the Performance evaluation. The Group HR has introduced a tool of constant engagement through dialogues rather than an appraisal. The system is called Maximizing Performance, Alignment & Career Growth of our Talent (MPACT). The framework provides the tools which can be used to list individual's objectives, reflect on performance, fill career growth roadmap, and ask for feedback to provide holistic view to initiate talent conversations. This two way dialogue provides an opportunity to clearly put across the expectations and have a transparent review. The process is people centric rather than merit matrices and percentage increases. All entities have shifted from performance ratings to performance conversations under the global process.

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:

10.3% Average percentile increase for employees other than Managerial Personnel and increase for the Managerial Personnel is 9.2%.

Statement pursuant to Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Annual Report is being circulated without the Statement. In case any Member requires a copy of the Statement then they can write to the Company Secretary for sending the statement.

Affirmation that the remuneration is as per the remuneration policy of the Company

The remuneration paid by the Company is based on its Remuneration Policy which is aligned with the parameters laid out globally by the parent company APM Terminals.

ANNEXURE A

Annual Report on CSR Activities

1. Brief Outline on CSR Policy of the Company

The CSR Policy of the Company has the following Core Focus Areas:

- Education
- Health & Environment Sustainability
- Socio Economic Development and Social Business Projects
- Women Empowerment

The policy is available on the Company's website and can be accessed through the link: https://www.apmterminals.com/en/pipavav/investors/governance

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Matangi Gowrishankar+	Chairperson- Independent Director	2	2
2	Mrs. Hina Shah*	Chairperson- Independent Director	NA	NA
3	Mr. Soren Brandt	Non Executive Non Independent Director	2	2
4	Mr. Julian Bevis**	Non Executive Non Independent Director	1	1
5	Mr. Girish Aggarwal	Managing Director	2	2

+Ms. Matangi Gowrishankar was appointed as Member of the Committee on 24 May 2023 and Chairperson on 12 October 2023

*Mrs. Hina Shah ceased to be Director from 30 July 2023 after completion of her tenure

**Mr. Julian Bevis has ceased to be Director from 12 December 2023

3. Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company

The composition of CSR Committee and of CSR Policy is available on the Company's website and can be accessed through the link: https://www.apmterminals.com/en/pipavav/investors/governance

The details of CSR Projects approved by the Board and being carried out are available on the Company's website and can be accessed through the link: https://www.apmterminals.com/en/pipavav/CSR/csr

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable

Not applicable. The Company did not have CSR obligation of Rs 10 Crore or more in pursuance of Section 135(5) of the Companies Act, 2013 in the three immediately preceding financial years.

5. (a) Average net profit of the company as per sub-section (5) of section 135:

Rs. 3,503.51 million

(b) Two percent of average net profit of the company as per sub-section (5) of Section 135:

Rs. 70.07 million

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:

None

(d) Amount required to be set-off for the financial year, if any:

None

(e) Total CSR obligation for the financial year [(b)+(c)-(d))

Rs. 70.07 million

6 (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)

Rs. 67.11 million

(b) Amount spent in Administrative Overheads

Rs. 3.16 million

(c) Amount spent on Impact Assessment, if applicable

None

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]

Rs. 70.27 million

(e) CSR amount spent or unspent for the Financial Year:

<table>
<tr><th rowspan="3">Total Amount Spent for the Financial Year. (in Rs.)</th><th colspan="5">Amount Unspent (in Rs.)</th></tr>
<tr><th colspan="2">Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.</th><th colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.</th></tr>
<tr><th>Amount.</th><th>Date of transfer.</th><th>Name of the Fund</th><th>Amount.</th><th>Date of transfer.</th></tr>
<tr><td>Rs. 70.27 million</td><td>Nil</td><td>NA</td><td>NA</td><td>Nil</td><td>NA</td></tr>
</table>

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	70.07 million
(ii)	Total amount spent for the Financial Year	70.27 million
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Year [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years

<table>
<tr><th>1</th><th>2</th><th>3</th><th>4</th><th>5</th><th colspan="2">6</th><th>7</th><th>8</th></tr>
<tr><th rowspan="2">Sl. No.</th><th rowspan="2">Preceding Financial Year (s)</th><th rowspan="2">Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)</th><th rowspan="2">Balance amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)</th><th rowspan="2">Amount spent in the Financial Year (in Rs.)</th><th colspan="2">Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any</th><th rowspan="2">Amount remaining to be spent in succeeding Financial Years (in Rs.)</th><th rowspan="2">Deficiency, if any</th></tr>
<tr><th>Amount (in Rs.)</th><th>Date of Transfer</th></tr>
<tr><td>1</td><td>FY-1</td><td>Nil</td><td>Nil</td><td>NA</td><td>Nil</td><td>NA</td><td>Nil</td><td>NA</td></tr>
<tr><td>2</td><td>FY-2</td><td>Nil</td><td>Nil</td><td>NA</td><td>Nil</td><td>NA</td><td>Nil</td><td>NA</td></tr>
<tr><td>3</td><td>FY-3</td><td>Nil</td><td>Nil</td><td>NA</td><td>Nil</td><td>NA</td><td>Nil</td><td>NA</td></tr>
</table>

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year

√Yes ° No

If Yes, enter the number of Capital assets created/ acquired: 20

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	CSR amount spent	NGO or Direct	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6	7		
						CSR Registration Number, if applicable	Name	Registered address
1	Laptop for Education Project. (1 Unit)	365560	Jun-23	45,000.00	Swadeep	CSR00000116	Teachers of Education Project	Chatadiya Road, Shikshak Soc., at Rajula
2	Animal Shelter at Bherai	365560	Mar-24	5,00,000.00	BAIF	CSR00000259	Livestocks of Bherai	at Bherai Ta. Rajula District Amreli
3	Diamond Cutting Unit at Kumbhariya	365560	Dec-23	3,00,486.00	VRTI	CSR00001027	Women of Villages surrounding port	Chatadiya Road, At Kumbhariya
4	Solar Lights at Bhachadar Crematorium (10 Units)	365560	Sep-23	1,50,000.00	VRTI	CSR00001027	Villagers`	Post: Ucchaiya Ta. Rajula District Amreli
5	Check wall at Bherai	365560	Jan-24	6,09,080.00	CSPC	CSR00002590	Famers of Bherai Village	at Bherai Ta. Rajula District Amreli
6	One Check Dam at Kotadi	365560	Jan-24	13,36,180.00	CSPC	CSR00002590	Famers of Kotadi village	at Kotadi Ta. Rajula District Amreli
7	Two Check Dam at Bherai	365560	Feb-24	23,00,624.00	CSPC	CSR00002590	Famers of Bherai and surrounding villages	at Bherai Ta. Rajula District Amreli
8	Two Check Dam at Kumbhariya	365560	Mar-24	9,65,480.00	VRTI	CSR00001027	Farmers of Kumbhariya village	at Kumbhariya Ta. Rajula District Amreli
9	House hold Toilet block at Diwalo (40 units)	365560	Mar-24	13,80,000.00	CSPC	CSR00002590	Villagers of Diwalo area	Post: Rampara-2 Ta. Rajula District Amreli
10	MLT lab setup at Skill & Entrepreneurship Development Institute	365560	Dec-2023	23,01,450.00	ACF	CSR00006913	Students of SEDI Rajula	at Hindorna Ta. Rajula District Amreli
11	Street lights at Rampara-2 (120 Units)	365560	Nov-2023	4,20,552.00	Direct	NA	Villagers of Rampara-2	Post: Rampara-2 Ta. Rajula District Amreli
12	Street lights at Bherai (180 Units)	365560	Dec-2023	6,30,828.00	Direct	NA	Villagers of Bherai	at Bherai Ta. Rajula District Amreli

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	CSR amount spent	NGO or Direct	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6	7		
						CSR Registration Number, if applicable	Name	Registered address
13	RO Plant & Water cooler at Vrindavan High School	365560	Mar-2024	1,48,680.00	Direct	NA	School Students & Teachers of Rampara-2 High School	Vrindavan Bag, Post: Rampara-2 Ta. Rajula District Amreli
14	Construction of Market Shed at Shiyalbet	365560	Dec-2023	16,28,017.00	Direct	NA	Fisherman of Shiyalbet	at Shiyalbet Ta. Jafrabad District Amreli
15	RCC water tank at Shiyal bet (8000 litre)	365560	Dec-2023	2,77,922.00	Direct	NA	Fisherman of Shiyalbet	at Shiyalbet Ta. Jafrabad District Amreli
16	School Shed at Padar	365560	Mar-24	10,62,000.00	Direct	NA	Students of Padar Area Rampara-2	Post: Rampara-2 Ta. Rajula District Amreli
17	Water Tank at Bherai Elementary School (10000 litre)	365560	Mar-24	4,13,000.00	Direct	NA	School Students & Teachers of Bherai Primary School	at Bherai Ta. Rajula District Amreli
18	Portable Toilet block at Shiyalbet Jetty	365560	Mar-24	2,95,879.00	Direct	NA	Villagers of Shiyalbet	at Shiyalbet Ta. Jafrabad District Amreli
19	School Furniture for Thavi	365560	Mar-24	82,500.00	Direct	NA	Students of Thavi Area Bherai	at Bherai Ta. Rajula District Amreli
20	Life jackets (300 Nos.) & Life buoy rings (100 Nos.)	365560	Oct-23	4,10,000.00	Direct	NA	Villagers of Shiyalbet	at Shiyalbet Ta. Jafrabad District Amreli

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of section 135

Not applicable. The Company has spent the entire amount.

Girish Aggarwal
Managing Director

Matangi Gowrishankar
Chairperson, Corporate Social Responsibility Committee

Annexure B

FORM AOC-1

Part B Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	**Pipavav Railway Corporation Limited**
1. Latest audited Balance Sheet Date	31st March 2024
2. Date on Which the Associate or Joint Venture was associated or acquired	28th March 2001
3. Shares of Associate or Joint Ventures held by the Company on the year end	
Number	76,000,010
Amount of Investment in Associates or Joint Venture	Rs. 830 million
Extent of Holding (in percentage)	38.8%
4. Description of how there is significant influence	Based on the Company's shareholding and voting power
5. Reason why the associate/joint venture is not consolidated	The share of profit has been consolidated in the Consolidated Profit & Loss Account
6. Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 3210.99 million
7. Profit or Loss for the year	
i. Considered in Consolidation	Rs. 94.82 million
ii. Not Considered in Consolidation	Nil
8. Contribution to the overall performance of the Company during the period under report	The contribution is by way of providing a Rail link to the Port which is used by the rail operators for evacuation of cargo to and from the Port located at Pipavav, Gujarat. The Company has also started Container Train Operations to and from Pipavav Port.

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

To,
The Members
Gujarat Pipavav Port Limited
Pipavav Port
At Post Rampara 2 via-Rajula, Amreli
Gujarat - 365 560

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **Gujarat Pipavav Port Limited** (hereinafter called "**the Company**") for the Financial Year ended 31st March, 2024. 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 covering the Financial Year ended 31st March, 2024, 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, minute books, forms and returns filed and other records maintained by the Company, for the Financial Year ended on 31st March, 2024, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;

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 there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas 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:

   a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and

   c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

vi. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the Financial Year under report:

   a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

   c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) guidelines, 1999;

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; and

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company as per the list given in **Annexure — I.**

We have also examined compliance with the applicable clauses of:

(a) the Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013, and

(b) the Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above read with the following:

(a) The National Stock Exchange of India Limited vide its communication dated 27th October, 2023 raised a query with regard to the meetings of Risk Management Committee dated 13th April 2023 and 13th October 2023 pursuant to the Regulation 21(3C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to which the Company furnished its reply on 27th October, 2023 with requisite clarification and explanations.

(b) The consolidated financial statements of the Company for the year ended 31st March, 2023 were prepared on the basis of unaudited financial statements (Management numbers) of Pipavav Railway Corporation Limited, an Associate Company, for the year ended on that date, which has been mentioned vide Para 1(c) in the Board's Report for the said financial year.

We further report that:

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

None of the members have dissenting views while carrying out the majority decision during the period under review, hence are not required to be captured and recorded as part of the minutes.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, we report that there are adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Except above, there was no action/ event which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

JAYESH M. SHAH
PARTNER
MEM. No. FCS 5637
COP No. 2535
UDIN: F005637F000421789
Peer Review Cer. No: 668/2020

Place: Mumbai
Date: 22/05/2024

Note: This report should be read with our letter of even date which is annexed as Annexure-II and forms an integral part of this report.

Annexure – I

List of applicable laws to the Company and its plants situated at:

Registered office:

Pipavav Port at Post Rampara 2 via – Rajula
Dist. Amreli, Gujarat - 365 560

Corporate office:

504, 5th floor, Godrej Two Pirojshanagar,
Vikhroli East, Mumbai – 400 079

Port:

Pipavav Port at Post Ucchaiya via - Rajula
Dist. Amreli, Gujarat - 365 560

Under the Major Group and Head

1. Industries (Development & Regulation) Act, 1951;
2. Acts prescribed related to port management and such other ancillary activities;
3. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on ist payroll or on contractual basis as related to Wages, Gratuity, Provident Fund, ESIC, compensation etc.;
4. Acts prescribed under prevention and control of Pollution;
5. Acts prescribed under Environmental protection;
6. Acts as prescribed under Direct Tax and Indirect Tax;
7. Land Revenue laws of respective States;
8. Labour Welfare Act of respective States;
9. Local laws as applicable to various offices, port, terminals;
10. Goods and Services Tax Act, 2017.

Annexure II

To
The Board of Directors of
Gujarat Pipavav Port Limited
Pipavav Port
At Post Rampara 2 via-Rajula, Amreli
Gujarat - 365 560

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 that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

JAYESH M. SHAH
PARTNER
MEM. No. FCS 5637
COP: 2535
Peer Review Cer. No: 668/2020

Place: Mumbai
Date: 22/05/2024

Management Discussion and Analysis

For the year ended 31 March 2024

Introduction

The Company is presenting financial statements as per the requirement under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The following discussion and analysis of the financial and operational performance of Gujarat Pipavav Port Limited is intended to provide an analysis of the business and the financial statements for the year under review, with selected comparative information for the year ended 31 March 2023. This section has been prepared by the Management of Gujarat Pipavav Port Limited (referred to as "APM Terminals Pipavav" or "the Port" or "the Company") and should be read in conjunction with the financial statements and the notes thereon, which follow the section.

The Company holds 38.8% shares in Pipavav Railway Corporation Limited (PRCL) and in view of the provisions of Section 2(6) of the Companies Act, 2013, PRCL is an Associate Company. Pursuant to the provisions of Section 129 of the Act, PRCL's accounts have been consolidated with the Company's accounts. PRCL's accounts are the Management represented numbers in view of pending finalisation of accounts and completion of PRCL's statutory audit for the financial year ended 31st March 2024.

The Company's financial statements have been prepared on Going Concern basis and on Accrual basis of Accounting under the Historical Cost Convention and in accordance with Indian Accounting Standards.

Background

APM Terminals Pipavav, India's first private sector port, operates an all-weather port located on the Southwest coast of Gujarat at around 152 nautical miles North-west of Mumbai. The port lies on a strategic international maritime trade route connecting India to various geographies. The Port's Container handling capacity is 1.35 million TEUs. The Bulk Cargo capacity is approximately 4 to 5 million MT depending on cargo mix and Liquid Cargo capacity is approximately 2 million MT. The RoRo vessels for car exports are handled on the Container berth.

APM Terminals is the Lead Promoter and holds 44.01% of the total shareholding of the Company. APM Terminals operates 65 terminals globally and is one of the world's most comprehensive port network operator. It is uniquely positioned to help both shipping line and landside customers grow their business and achieve better supply chain efficiency, flexibility and dependability. APM Terminals has a team of over 20,000 industry professionals focused on delivering the operational excellence and solutions, businesses require to reach their potential.

Economy & Port Sector

Global Economic Outlook

Post Covid the global economic activity has been quite resilient despite various headwinds involving geo-political tensions, supply chain disruptions and significant interest rate hikes by the central banks aimed at restoring price stability. The global growth estimated at 3.2% in the Year 2023 is likely to be 3.3% in the Year 2024. The growth rate though remains lower than the historical annual average of 3.8%

The advanced economies are likely to see increase in growth rate from 1.6% in the Year 2023 to 1.7% in the Year 2024 and to 1.8% in the Year 2025, to be mainly driven by the US economy and the Euro economy increasing from a lower base. With the energy price subsided and fall in inflation, the growth in real income is expected to drive the recovery through stronger household consumption. The emerging economies are likely to experience stable growth at 4.2% in the years 2024 and 2025 to be driven by India, Middle East and the Sub Saharan Africa Region. Within the emerging economies, China is projected to slowdown from 5.2% in the Year 2023 to 4.6% in the Year 2024 and to 4.1% in the Year 2025 due to the persisting weakness in the real estate sector and easing of the fiscal stimulus and consumption boost post pandemic. The Middle East Region is likely to grow from 2% in the Year 2023 to 2.8% in the Year 2024 and 4.2% in the Year 2025. The Sub Saharan Africa region is likely to grow from 3.4% in the Year 2023 to 3.8% in the Year 2024 and 4% in the Year 2025. India is likely to be the main driver of growth amongst the emerging economies.

India Economic Outlook

The Indian economy is projected for a strong growth of 6.8% in the Year 2024 and 6.5% in the Year 2025 with the rising working-age population and robust domestic demand. The rising income in urban areas has improved the consumer confidence and is expected to increase the consumption. The manufacturing and service sector has also reported strong growth in India. This in turn has led to the growth in bank credit. The structural measures have led to reduction in non performing loans and has improved capability to service debt. As a result the asset quality has improved and the gross non performing assets are at a 10 year low of 3.2% as on September 2023. The Income tax receipts have increased by 17.7% year on year to nearly USD 235 billion for the financial year 2023-24. This strong increase in the Income tax collections is likely to improve India's fiscal deficit as a percentage to the country's GDP though the figures are yet to be released by the Government. The Government has been extensively driving the capital expenditure for infrastructure development and its initiative to support urban housing for middle income group is expected to continue the growth in real estate. An improved fiscal deficit, strong tax collections, continued capital expenditure for infrastructure development by the Government, robust banking sector and growing working-age population is an ideal combination of factors for the country's future growth.

The Government of India has set an aggressive target of USD 2 trillion in exports of goods and services by the Year 2030. The country's total exports in the financial year ended 31st March 2023 were USD 770 billion. India needs to grow at a substantive pace and the country's manufacturing sector needs to integrate itself in the Global Value Chain by first playing on its areas of strength. The service sector export makes strong 10% contribution to the country's GDP as per the data for the financial year ended 2023. Considering a large talent pool that is making a mark for itself in the global IT industry, this sector certainly has an important role to play in reaching the ambitious target of USD 2 trillion exports by the Year 2030. But the manufacturing sector also has a much larger role to play by increasing the goods exports. It will also help in job creation that matches to the education levels of the country's labour force. The Performance Linked Incentive (PLI) scheme amounting to USD 28 billion introduced by the Government of India for 13 identified sectors, incentivises on incremental sales from the manufacturing done within the country. The objective of the scheme is twofold, one to incentivise the foreign manufacturers to start production in India and cater to the vast domestic market as well as export from the country and two is to incentivise the domestic manufacturers to expand their production and exports. Apart from the initiatives under the PLI scheme for the manufacturing sector, the other critical area requiring Government's intervention is reduction in the inland logistics cost to make the Indian manufacturing competitive. Without addressing this major concern, the success of manufacturing sector will be a job half done.

With commissioning of the Western Dedicated Freight Corridor the transit time of the freight trains between National Capital Region and West coast ports has reduced to less then 36 hours from over 70 hours. The initiative definitely helps in faster movement of cargo and brings efficiency in planning the cargo movement from the manufacturing facility to the port and vice-a-versa. But the challenge regarding cost competitiveness for moving the cargo by rail still remains, due to cheaper road transport compared to rail. Consequently, railways have not seen any major shift in cargo from road to rail even after the Dedicated Freight Corridor became operational and the capacity utilisation levels on the route remains below 40%. The rail tariff needs to be rationalised to decrease the unit cost and make Indian products competitive in the international markets.

Business Outlook

The Container volume on the West Coast of India increased 9% from 14.56 million TEUs in the financial year ended March 2023 to 15.92 million TEUs in the financial year ended March 2024. A large part of increase can be attributed to higher imports into the country with the India consumption story holding strong in the urban parts. The exports though continue to remain under pressure due to higher product cost and geo-political situation.

The container volume at Pipavav grew about 6% compared to the previous financial year. The Red Sea crisis has led to disruption in the scheduled vessel calls. The detour by the vessels around the Cape of Goodhope has led to increase in freight rates and extra sailing days ranging from 10 days to 14 days depending upon the destination in Europe and the US. The delayed vessel calls to the Indian ports is impacting the port operations as well as the rail evacuation because with the reduced transit time and increased speed, the freight trains have to remain idle at the ports waiting for the vessels to unload the import containers and to evacuate them to the northern hinterland.

For Dry bulk cargo, the Fertiliser imports have recently seen reduction on the West coast ports of the country. With the Government of India focusing on increased domestic production of Urea and carrying out a strong drive for usage of Nano-urea, the Urea import into the country is likely to reduce going forward. The import of other fertilisers namely, DAP, MOP etc is likely to continue in the near term. The Company has temporarily suspended Coal handling at the port due to operational reasons.

For Liquid cargo, the LPG import into the country is growing strong under the Pradhan Mantri Ujwala Yojana (PMUY) scheme. The rural India continues to purchase LPG for cooking under the PMUY scheme, after experiencing the convenience and the health benefits of using LPG over the other means. The West coast ports are seeing consistent increase of over 8-10% over last few years. With upgradation of the existing Liquid berth for handling partially loaded Very Large Gas Carriers (VLGCs) coupled with the LPG rail siding inside the port for cargo evacuation, Pipavav provides a strong overall value proposition for the Oil Marketing companies for wider distribution to the LPG bottling plants spread across the country. The Company is in process of seeking the necessary statutory and regulatory approvals for proposed new Liquid berth. The Company is hopeful of getting all the approvals in timely manner and complete the construction of the new berth by December 2025.

One of the success story of Government's PLI scheme is the automobile sector reporting strong car exports from India. Pipavav has been serving the automobile companies located in the North and North-West hinterland of the country. The improved road connectivity to the port and movement of cars by rail has helped in increasing cars exports from Pipavav port. In a testimony to the country's manufacturing capabilities in automobile sector, Honda cars exported their first batch of cars from India to Japan through Pipavav Port. In order to cater to the increased volume of car exports, Pipavav has recently completed development of first phase of open stackyard covering the area of 42,000 sq. mtrs. and has been put to use. The construction of the second phase covering an additional area of 20,000 sq. mtrs. is in progress and is likely to be completed by September 2024.

The Company has always been a strong proponent of cargo evacuation by rail. It has been making substantial investments over a period of time for safe, efficient and cost-effective movement of cargo by rail. The Company pioneered double stack container train operations in the country and has been handling double stack container trains since the year 2006. To provide the perspective about the port's rail handling capabilities, approximately 65-70% of the Port's container volume moves by rail.

In the case of Liquid cargo, after commissioning the LPG rail siding inside the port, the number of LPG rakes handled from Pipavav has been consistently increasing. Within a short time span from the commissioning of the siding, the port on an average handles about 51 LPG rakes per month.

In RoRo the automobile companies commenced the movement of cars by rail from December 2023 and the port is handling about 25 rakes per month.

On an overall basis all rakes put together, the port handles about 330 rakes per month for Containers, Fertiliser, LPG and Cars averaging about 11 rakes per day or one rake every two hours. Pipavav Port is in the forefront amongst all Indian ports in driving the Government of India's initiative of increasing the market share of railways in freight handling. The Company shall continue building on its unique selling proposition of efficient rail evacuation of cargo to and from Pipavav Port.

Operations Review

The Container volume for the year under review at 808,464 TEUs is higher by 6% compared to 764,034 TEUs. The imports into the country and exports to the Middle East have been doing well and the increase in the volume can be attributed to the Far East and Middle East trade lanes. The Red Sea headwinds though have been impacting the sailing schedule of the vessels to the US. As mentioned above the detour around the Cape of Goodhope has resulted into additional 14 days sailing to the US. The port has seen some skip calls recently due to the delay in the sailing schedule of the services to the Europe and to the US.

The Dry Bulk cargo volume at West Coast Ports including Pipavav mainly comprise Coal and Fertilizer Imports. The Port handled 2.71 million MT of Dry Bulk Cargo during the year under review compared to 3.91 million MT handled during the previous year. The decrease of over 30% is mainly due to reduced fertiliser imports. The West coast ports have recently seen over 50% decrease in fertiliser imports. Considering the prediction of normal monsoon the imports could increase in the short term. The Company has temporarily suspended coal handling due to operational reasons. That is also one of the factors for reduction in dry bulk cargo volume.

On Liquid cargo front, the Port handled about 1.28 million MT during the year under review as compared to 1.03 Million MT in the previous year. The increase of over 24% is due to higher LPG imports. The upgradation of existing Liquid berth for handling partially loaded Very Large Gas Carriers (VLGCs) coupled with rail evacuation from inside the port is a strong value proposition for the LPG customers. The rail evacuation is cost competitive and also helps the customers cater to the LPG bottling plants located in the extended hinterland. The LPG imports are likely to remain strong and in order to cater to higher imports into the country, the Company is currently seeking statutory and regulatory approvals for construction of a new Liquid berth.

The Car exports were 97,120 units as against 40,237 units in the previous year. The strong increase of over 140% is due to better inland transport options. Apart from receiving cars in trucks, the company started receiving cars by rail and that has played major role in the increase in car exports. The Company's USP of efficient rail evacuation started with Containers then LPG and now it is extended to car exports as well. The Company believes more and more usage of rail as mode of freight transport will bring cost and time efficiencies and will make India's product cost competitive in the international markets.

Status on Cyclone restoration work

The members may recall the Saurashtra region of Gujarat was hit by Cyclone Tauktae on 17th May 2021. The cyclone had a landfall in the vicinity of Pipavav Port but thanks to the extraordinary efforts by the employees in taking extensive precautionary measures, the port infrastructure facility did not suffer any major damage. The main grid power supply and the communication links were completely disrupted due to the cyclone. Except the replacement of the Jetty fenders all other restoration work has been completed. The fenders replacement is likely to be completed by end of May 2024 and with that all the cyclone related restoration work will get concluded.

Financial Review

Dividend declared/ recommended and the Dividend Policy

During the year under review, the Board of Directors had declared an Interim Dividend of Rs. 3.60 per share in their Meeting held on 8 November 2023 and it has been paid. The Board now recommends a Final Dividend of Rs. 3.70 per share subject to the approval by the Members in the Company's Annual General Meeting proposed for 22 August 2024.

The Company's Dividend Policy states as follows:

Dividend is the Company's primary distribution of profits to its Shareholders. The Company's objective is to sustain a steady and consistent distribution of profits, by way of Dividend, to its Shareholders while considering the following:

(a) The circumstances under which the shareholders can or cannot expect dividend

The Company shall endeavour to pay Dividend to its shareholders in a steady and consistent manner except the following circumstances:

(i) During no growth or weak growth in the trade requiring the Company to retain its earnings to be able to absorb unfavourable market conditions and for meeting the business requirements;

(ii) To meet its funding requirements for expansion and growth;

(iii) The Company's Joint Venture with Indian Railways, Pipavav Railway Corporation Limited requires equity infusion from its shareholders.

During such times the Company may decide to retain the earnings instead of distributing to the shareholders. The distribution of Dividend can be by way of Interim Dividend and/or by way of Final Dividend.

(b) The financial parameters that will be considered while declaring dividend

The Company shall consider the following parameters while declaring dividend:

i) Current year's profit:

i. after setting off carried over previous losses, if any;

ii. after providing for depreciation in accordance with the provisions of Schedule II of the Act;

iii. after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.

ii) The profits for any previous financial year(s):

a) after providing for depreciation in accordance with law;

b) remaining undistributed; or

iii) out of (i) or (ii) or both.

In computing the above, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary and exceptional income, generated from activities other than regular business (ii) extraordinary charges (iii) exceptional charges (iv) one off charges on account of change in law or rules or accounting policies or accounting standards (v) provisions or write offs on account of impairment in investments (long term or short term) (vi) noncash charges pertaining to amortization or ESOP or resulting from change in accounting policies or accounting standards.

(c) Internal and External factors that would be considered for declaration of dividend

The Company's Board shall always consider various Internal and External factors while considering the quantum for declaration of dividend such as the overall Economic scenario of the country, the Export Import trade of the country, the statutory and regulatory provisions, the Company's own performance, its profitability, its growth plans, the performance and funding requirements of its joint venture Rail Company and such other factors as may be deemed fit by the Board.

(d) Policy as to how the retained earnings will be utilised

The retained earnings would mainly be utilised for the purpose of the Company's growth plans, the funding requirements of its joint venture Rail Company and for all such activities that in the Board's opinion shall enhance the shareholder's value.

(e) Provisions with regard to various classes of shares

The Company currently has only one class of shares namely Equity shares. In case the Company issues any other class of shares, this Policy shall be modified suitably for stipulating the parameters for distribution of dividend to all classes of shares.

Financial Results

The Company's Revenue from Operations consists of Income from Port Services and other Operating Income. Total Revenue from Operations for the year ended 31 March 2024 of Rs. 9,884.29 million is higher by about 8% against Rs. 9,169.50 million during the previous year.

Income from Port Services consists of Income from Marine Services, Container & Cargo Handling, Storage services as well as value-added Port Services. Income from Port Services at Rs. 9,206.79 million during the year under review was higher by about 9% against Rs. 8,462.54 million for the year ended 31 March 2023.

Other Operating Income comprises incidental Income from Operations and lease rentals from sub-leasing of land to various Port users. Other Operating Income for the year ended 31 March 2024 at Rs. 677.50 million was lower by over 4% as against Rs. 706.96 million in the previous year.

Total Expenditure consists of Operating expenses, Employee benefits, Finance Cost, Depreciation and Other expenses. The Company incurred a Total Expenditure of Rs. 5,915.19 million during the year under review as against Rs. 5,389.18 million during the previous year. The increase is mainly on account of higher Repairs and Maintenance and other Administrative expenses.

Operating Expenses primarily include Equipment Hire charges, Handling expenses, Waterfront Royalty and Other direct costs. Operating expenses were lower by about 9% at Rs. 1,746.79 million during the year under review as against Rs. 1,922.00 million for 31 March 2023. The reduction is due to lower handling expenses arising from reduction in Dry Bulk cargo volume.

Operating Profit amounted to Rs. 5,730.53 million during the year under review as against Rs. 5,021.41 million for year ended 31 March 2023, an increase of over 14%.

Other Income

Other Income consists of Interest on short-term bank deposits, Gain or Loss from foreign exchange and other Miscellaneous Income. The Other Income was Rs. 786.97 million during the year under review as against Rs. 510.00 million for the year ended 31 March 2023.

Debt

The Company does not have any fund based facility outstanding and it continues to be debt free.

Net Profit

The Company's Net Profit Rs. 3,527.96 million during the year under review increased by over 21% as against Rs. 2,924.50 million for the year ended 31 March 2023. The increase can be attributed mainly to the increase in container volume.

Risk Management and Internal Control

Risk Management and Internal Control are two key aspects of the control framework. The Company's Risk Management Committee is a Sub-committee of the Board of Directors. The Committee is responsible for advising to the Board on high-level risk related matters. The Committee oversees the identification, mitigation and monitoring of the Company's material risks and exposures including the risk pertaining to IT security. Wherever necessary it deep-dives to examine the preparedness of the Company Management in dealing with those Risks. The Risk Management Committee Meetings provide a thorough insight to the Committee as well as to the Management in analysing the identified areas for effective mitigation measures. The Risk Register provides a consistent and measurable management assurance metric on the broad risks involved and its impact on Company's objectives. The Risk Register is reviewed by the Audit Committee and the Minutes of the Risk Committee Meeting are presented to the Audit Committee and to the Board of Directors.

The Audit Committee of the Company has the overall responsibility to provide assurance to the Board about a sound and effective internal control environment in the Company. The Audit Committee reviews the adequacy and integrity of the Company's internal control system. The Company has put in place an internal control framework commensurate to the size of its business and it encompasses both robust internal controls and an efficient, effective internal control monitoring and reporting system. Mukesh M Shah & Co. Chartered Accountants are the Company's Internal Auditors. The Internal Auditors report directly to the Audit Committee of the Company, and they carry out regular review of the effectiveness of the internal control measures and recommend the areas that require improvement in controls.

The Statutory Auditors have reviewed the adequacy of Internal Financial Controls and have found them in order. The Internal Auditors review on an ongoing basis the Business and Operational Control measures and their adequacy from time to time. Wherever suggested by the Auditors, the improved control measures have been implemented and their functioning is reviewed from time to time.

Health, Safety, Security and Environment (HSSE)

Safety is our most important license to operate. This continues to be a fundamental principle of all ports and terminals with the portfolio of APM Terminals. In accordance with that fundamental principle, the Company is committed to improve Safety performance at its Port on an ongoing basis for its employees and for its business partners functioning inside the port premises. APM Terminals has implemented Global Operational Standards for Safety, a set of Minimum Controls developed to manage the Top five risks identified to be related to 90% of the most serious incidents and fatalities namely, Transportation, Suspended loads & lifting, Working at height, Stored energy, and Control of Contractors.

At APM Terminals, Safety of our Employees and of our Business Partners is of utmost importance. Ensuring that after completion of work everyone returns home safely to be with their families, is of utmost importance. APM Terminals Pipavav has completed 320 days of Safe Operations with Zero fatality and Lost Time Incident (LTI) as of 31st March 2024. This achievement is a testament to the Safety culture prevalent with support and close cooperation amongst the employees of the Company and its business partners. A consistent and constant endevour to improvise upon the safety measures with the responsibility starting from the Top to Bottom by conducting Safety Gemba ensures Constant Care and sends a strong signal to all stakeholders about the Company's commitment towards Safety. The Company is committed to ensure Safe and Efficient Operations at Pipavav Port.

Corporate Social Responsibility (CSR)

The Company believes in closely working with the communities in the vicinity to determine their requirements and is accordingly implementing the CSR projects that are acceptable to the community and become self-sustainable over a period of time. That is possible only when a need assessment is carried out before commencement of the CSR project.

The Company has formulated policies for social development that are based on the following guiding principles:

- Adopt an approach that aims at achieving a greater balance between social development and economic development;

- Adopt new measures to accelerate and ensure the basic needs of all people including health and sanitation and working towards elimination of barriers for social inclusion of disadvantaged groups;
- Focus on educating the girl child and the underprivileged by providing appropriate infrastructure, and groom them as future value creators;
- Assist in skill development by providing direction and technical expertise to the vulnerable with special focus on women thereby empowering them towards a dignified and better quality life;
- Promote an inclusive work culture;
- Work towards generating awareness for creating public infrastructure that is barrier free, inclusive and enabling for all including the elderly and the disabled;
- Employee participation is an important part of developing responsible citizenship. Our company encourages and motivates employees to spend time volunteering on issues pertaining to CSR;
- At the time of local or national crisis, to respond to emergency situations & disasters by providing timely help to affected victims and their families.

Our Core Focus Areas are:

- Education
- Health & Environment Sustainability
- Socio Economic Development and Social Business Projects
- Women Empowerment

During the year ended 31 March 2024 some of the key CSR Projects carried out were:

- Mobile Science and Maths lab, supply of educational equipment, teaching learning support, extension activities, adult literacy, up gradation of school infrastructure online and distance education, digital education, activity-based teaching, and learning, covid prevention and vaccination awareness etc.
- Medical support to the surrounding villages through advance life support ambulance, mobile health unit, port medical centre, Bimonthly eye check-up camp and cataract surgery, construction of check dams, pond deepening, community tree plantation, kitchen garden, safety & environment, and mental health awareness activities
- Skill & entrepreneurship development followed by placement and formation of Women Self Help Groups followed by income generation activities
- Integrated livestock development, mobile vet clinic, maintenance of RO enabled water vending machines, fisheries as a livelihood, sustainable agriculture development programme, and farmers producer company, RO plant at Rampara High School, Drinking Water Tank at Bherai High School, Construction of Learning Resource Centre at Padar and furniture for the Learning resource centre at Thavi
- Supporting district police and villagers of Shiyalbet with life jacket, buoy ring, installation of solar streetlights at Shiyalbet and Divalo, street lights at Rampara and Bherai etc, Urinal at Shiyalbet main land side boat landing point

Outlook

The advanced economies are expected to perform well with the growth expected to be driven mainly by the US. The European economy is also expected to grow from a lower base. Amongst the emerging economies China is expected to slowdown due to the persisting weakness in the real estate sector and easing of the fiscal stimulus and consumption boost post pandemic. India, Middle East and the Sub Saharan Africa region are likely to experience stable growth. The world is expecting India to be the torch bearer of growth that could positively impact the global economy. The increasing working class population has resulted into strong increase in the Income tax collections for the Government of India. The Government of India has set an aggressive target of USD 2 trillion in exports of goods and services by the Year 2030. While India has been a global leader in the IT services sector, the manufacturing sector also has a much larger role to play by increasing the goods exports. In that context, Government of India needs to rationalize the rail tariff in order to witness a major shift in freight transport from road to rail. The reduction in rail tariff is not to substitute road by rail but to complement each other. The road transport can do multiple short haul last mile connectivity from Inland Container Depots (ICDs) to the manufacturing facility while the rail takes care of the long haul evacuation to and from the West coast ports. Only then Indian products will be cost competitive in the global markets.

Human Resources/ Industrial Relations

Globally, all entities of AP Moller Maersk Group have to undergo an Employee Engagement Survey and all the Employees are encouraged to participate in the Survey. The survey is conducted in complete confidence by an external agency. The findings from those survey are shared with the concerned Manager for discussing those with their respective teams. The idea is to encourage the employees to speak out their mind and try and make each of the entity a better place to work. APM Terminals Pipavav continues to achieve high scores and has maintained its position amongst the Top Quartile. This also is a testimony to a high level of engagement amongst the team members.

The Company has been certified as Great Place to Work for the sixth consecutive year by the Trust Index Employee Survey.

Changes in Key Financial Ratios compared to immediately previous financial year

Pursuant to the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, the Company is required to provide details of significant changes i.e. change of over 25% or more compared to the previous year, in key financial ratios along with an explanation. The details are as follows:

(i) **Debtors Turnover:** Except the storage charges for dry bulk cargo, the Company receives its entire billing before the departure of the vessel. The storage income for dry bulk cargo is paid by the customer at the time of evacuation of the cargo, depending upon the number of days cargo has been stored at the Port. The Turnover is around 13.80 days for the year under review, a variance of less than -4%.

(ii) **Inventory Turnover:** The Company is engaged in the business of port services. The inventory maintained is for the Company's own consumption such as crane spares, fuel etc. The Company does not maintain any inventory for sale therefore, the Inventory Turnover ratio is not applicable

(iii) **Interest Coverage Ratio:** The Company is debt free and does not have any obligations towards interest payment. Therefore, the Interest Coverage Ratio is not applicable

(iv) **Current Ratio:** As mentioned in point no (i) above, the Company receives all its dues before the departure of vessel. The Company does not maintain any inventory for sale since it is engaged into providing port service. The Company does not have any outstanding debt so there is no current portion of long-term debt. Considering these points, the current ratio is about 3.04 for the period under review, a variance of about -16%

(v) **Debt Equity Ratio:** As mentioned in point no (iii) above, the Company is debt free. Therefore, the debt equity ratio is not applicable

(vi) **Operating Profit Margin:** The Operating Profit Margin for the year ended 31st March 2024 is at 57.98% as against 54.76% compared to the previous year. The increase in Margin of about 6% is mainly on account of lower operating expenses.

(vii) **Net Profit Margin:** The Net Profit Margin for the year ended 31st March 2024 is at 35.79% as compared to 31.82% for the previous year. The increase in the Margin is mainly due to the company handling higher volume.

(viii) **Return on Net Worth:** The Return on Net Worth for the year ended 31st March 2024 at 16.96% is higher by about 20% compared to the previous year due to the reasons mentioned hereinabove.

Cautionary Statement

Certain statements found in the Management Discussion and Analysis may constitute "forward-looking statements" within the meaning of applicable Securities Laws and Regulations. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict, and which may cause our actual results, performance or achievements to be different from any future results, performance and achievements expressed or implied by these statements.

CORPORATE GOVERNANCE REPORT

The Directors present the Annual Corporate Governance Report of Gujarat Pipavav Port Limited ("APM Terminals Pipavav" or "the Company") for the year ended 31 March 2024.

The Company's philosophy on Corporate Governance

The Company strives to follow highest standards of ethics, transparency and integrity as its philosophy on Corporate Governance while conducting business. The Company has adopted Code of Conduct ('the Code') for its Employees including the Managing Director and for its Non-Executive Directors. The Code is in line with the Core Values followed by its promoter APM Terminals and shares distinctive set of Core Values of the Maersk Group and its purpose that drives the way we do business. This Code contains guiding principles for our conduct based on those values, for the Group's commitment to the UN Global Compact, and for our commitment towards our people, customers and communities.

A Code for Prevention of Insider Trading and a Whistle Blower Policy also forms an integral part of Corporate Governance. These codes are in compliance with the requirements of Corporate Governance stipulated under the Securities and Exchange Board of India 'SEBI' (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of these codes and policies is available on Company's website https://www.apmterminals.com/en/pipavav/investors/governance

Board of Directors

The Company's Board of Directors currently comprise a total of 11 Directors. 4 Directors including the Chairman of the Board and two Woman Directors are Independent. 1 Non-Executive Non-Independent Director is Nominee Director- Gujarat Maritime Board (GMB), the Port Regulatory Authority. Additionally, 1 Executive Director and 5 Non-Executive Non-Independent Directors represent the Promoters APM Terminals. This composition is in compliance with the requirements stipulated under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Below is the summary of movement during the year:

Particulars	**As on 31 March, 2023**	**Cessation of Director's during year ended 31 March, 2024**	**Appointment of Director's during year ended 31 March, 2024**	**As on 31 March, 2024**
Total of Board of Directors	**13**	**4**	**2**	**11**
Independent and Non-Executive Director	5	1	-	4
Non-Independent and Non-Executive Director	7	3	2	6
Managing Director	1	-	-	1

Particulars	**As on 31 March, 2023**	**Cessation of Director's during year ended 31 March, 2024**	**Appointment of Directors during year ended 31 March, 2024**	**As on 31 March, 2024**
Total of Board of Directors	**13**	**4**	**2**	**11**
Out of above Independent Directors	5	1	-	4

None of the Directors of the Company is a member of more than 10 Committees or Chairman of more than 5 Committees across the public limited companies in which they hold Directorships.

None of the Directors have any relationship between them.

The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1)(b) of the Listing Regulations and are independent of the Management of the Company.

The name and category of Directors on the Board, their attendance at Board Meetings and at the last Annual General Meeting, number of directorships and committee chairmanship/ membership held by them in Audit Committee and Stakeholders' Relationship Committee is as follows:

Name	Category	No. of Board Meetings attended during the year ended 31 March 2024		Whether attended last AGM	No. of Directorships in other public limited companies $	No. of Committee positions held in other public limited companies @		Number of shares held as of 31 March 2024
		Held	Attended			Chairman	Member	
Mr. Tejpreet Singh Chopra- Chairman DIN:00317683	Independent Non-Executive	4	4	Yes	4	Nil	1	Nil
Mrs. Hina Shah DIN:06664927*	Independent Non- Executive	1	1	NA	1	Nil	1	Nil
Ms. Monica Widhani DIN: 07674403	Independent Non- Executive	4	4	Yes	2	Nil	4	Nil
Mr. Samir Chaturvedi DIN: 08911552	Independent Non-Executive	4	4	Yes	Nil	Nil	Nil	Nil
Ms. Matangi Gowrishankar DIN: 01518137	Independent Non-Executive	4	4	Yes	6	Nil	4	Nil
Mr. Rajkumar Beniwal, IAS- Nominee Gujarat Maritime Board DIN:07195658#	Non- Independent Non-Executive	1	Nil	NA	8	Nil	Nil	Nil
Mr. Ranjitsinh Barad, IAS- Nominee Gujarat Maritime Board DIN: 07559958^	Non- Independent Non-Executive	1	Nil	NA	5	Nil	Nil	Nil
Mr. Jonathan Richard Goldner DIN: 09311803	Non- Independent Non-Executive	4	4	Yes	Nil	Nil	Nil	Nil
Mr. Timothy John Smith DIN: 08526373	Non- Independent Non-Executive	4	4	Yes	Nil	Nil	Nil	Nil
Mr. Soren Brandt DIN: 00270435	Non- Independent Non-Executive	4	4	Yes	Nil	Nil	Nil	Nil
Mr. Julian Bevis DIN: 00146000**	Non- Independent Non-Executive	3	2	Yes	Nil	Nil	Nil	Nil
Mr. Keld Pedersen DIN: 07144184	Non- Independent Non-Executive	4	4	Yes	Nil	Nil	Nil	Nil
Mr. Maarten Degryse DIN: 08925380^^	Non- Independent Non-Executive	2	1	No	Nil	Nil	Nil	Nil
Mr. Steven Deloor DIN: 10337166##	Non- Independent Non-Executive	2	1	NA	Nil	Nil	Nil	Nil
Mr. Girish Aggarwal DIN: 07974838	Managing Director	4	4	Yes	1	Nil	Nil	Nil

*Mrs. Hina Shah ceased to be Director from 30 July 2023 after completion of her tenure

#Mr. Rajkumar Beniwal. IAS has been appointed as Nominee Director from 13 December 2023

^Mr. Ranjitsinh Barad, IAS has ceased to be Director from 21 June 2023

**Mr. Julian Bevis has ceased to be Director from 12 December 2023

^^Mr. Maarten Degryse has ceased to be Director from 29 September 2023

##Mr. Steven Deloor has been appointed as Director from 29 September 2023

$Other Directorships do not include Directorships of Private Limited Companies, Alternate Directorships, Directorships in Section 8 Companies and in the Companies incorporated outside India.

@Committee refers to Audit Committee and Stakeholders' Relationship Committee only.

Details of Directorships in Other Listed Companies

Name of the Director	Name of Other Listed Companies & Nature of Directorship	Details of Committees@	
		Chairman	Member
Mr. Tejpreet Singh Chopra	Eicher Motors Limited- Independent Director	Nil	Nil
	Tube Investments of India Limited- Independent Director	Nil	Audit
	India Energy Exchange Limited- Independent Director	Nil	Nil
	Indraprastha Medical Corporation Limited- Independent Director	Nil	Nil
Ms. Monica Widhani	ABB India Limited- Independent Director	Nil	Audit; and Stakeholder Relationship
	H G Infra Engineering Limited- Independent Director	Nil	Audit; and Stakeholder Relationship
Ms. Matangi Gowrishankar	Cyient Limited- Independent Director	Nil	Nil
	Gabriel India Limited- Independent Director	Nil	Nil
	Greenlam Industries Limited- Independent Director	Nil	Audit; Stakeholder Relationship
	IDFC First Bank - Independent Director	Nil	Nil
Mr. Rajkumar Beniwal, IAS	Adani Port & SEZ Limited- Non-Executive Non-Independent Director	Nil	Nil
Mr. Ranjitsinh Barad, IAS^	Adani Port & SEZ Limited- Non-Executive Non-Independent Director	Nil	Nil

@Committee refers to Audit Committee and Stakeholders' Relationship Committee only.

^Mr. Ranjitsinh Barad, IAS has ceased to be Nominee Director from 21 June 2023

Except the Directors and their Nature of Directorships in Other Listed Companies as mentioned hereinabove, none of the other Directors of the Company hold any Directorships in any other Listed Companies.

The Board Composition has been done based on the requirements of expertise by the Company in the areas of Strategic Business Management, Ports and Shipping, Finance, HR and IT. The competencies of various Directors are as follows:

Name of the Director	Skills/ Expertise/ Competencies
Mr. Tejpreet Singh Chopra- Chairman	Strategic Business Management
Mr. Samir Chaturvedi	Strategic Business Management
Ms. Monica Widhani	Strategic Business Management and Finance
Ms. Matangi Gowrishankar	Human Resources
Mr. Rajkumar Beniwal, IAS	Nominee- Port Regulatory Authority
Mr. Jonathan Richard Goldner	Port Business Management
Mr. Timothy John Smith	Port Business Management
Mr. Keld Pedersen	Port Business Management
Mr. Soren Brandt	Shipping, IT and Port Business Management
Mr. Steven Deloor	Finance and Port Business Management
Mr. Girish Aggarwal	Port Business Management

The Independent Directors fulfil the conditions specified in the Listing Regulations and all Independent Directors are independent of the Management.

The Company conducts Familiarisation Programmes for its Independent Directors on a regular basis. The details of these familiarisation programmes are available on the Company website https://www.apmterminals.com/en/pipavav/investors/independent-directors

The Board of Directors met 4 times during the year ended 31 March 2024 on: 24 May 2023, 9 August 2023, 8 November 2023 and 12 February 2024. The details on matters mentioned in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided to the Directors for consideration at the Board Meetings.

Except the Sitting fee and Commission paid to Independent Directors and Sitting fee to GMB Nominee, the Company does not have any pecuniary relationship with Non- Executive Directors.

None of the Directors hold any shares in the Company.

Various Committees of the Board of Directors

1. Audit Committee

The Audit Committee of the Company is constituted as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Committee comprises 3 Non- Executive Directors out of which 2 Directors including the Chairman of the Committee are Non-Executive Independent Directors and 1 Director is Non-Executive Non-Independent Director.

Below is the summary of movement during the year:

Particulars	As on March 31, 2023	Cessation of Director's during year ended 31 March, 2024	Appointment of Director's during year ended 31 March, 2024	As on 31 March, 2024
Audit Committee	4	2	1	3

The Audit Committee reviewed the quarterly reports presented by the Internal Auditors. The Committee also held discussions with the Statutory Auditor as well as the Internal Auditor in absence of the Company Management regarding the Company's accounts and its Internal Control systems.

The Audit Committee reviewed the information mentioned in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Its Terms of Reference inter alia include the following:

- To monitor the integrity of the financial statements of the company, and any formal announcements relating to the company's financial performance
- To review the company's internal financial controls and the company's internal control and risk management systems
- To monitor and review the effectiveness of the company's internal audit function
- To make recommendations to the board, for it to put to the shareholders for their approval in general meeting, in relation to the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor
- To review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements
- To develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account the safeguarding of auditor objectivity and independence
- To review and decide upon matters related to Insider Trading and Disclosure of Unpublished Price Sensitive Information (UPSI) including the adequacy of internal controls and procedures on matters related to Insider Trading and Disclosure of UPSI. Wherever required make recommendations to the Board of Directors on matters related to Insider Trading and Disclosure of UPSI.
- The audit committee shall be provided with sufficient resources to undertake its duties and have access to the services of the company secretariat on all audit committee matters including assisting the chairman in planning the audit committee's work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities, collection and distribution of information and provision of any practical support.
- The board shall make necessary funds available to the audit committee to enable it to take independent legal, accounting or other advice when the audit committee reasonably believes it necessary to do so.
- The audit committee shall hear the views of the external auditors before forwarding the annual accounts to the board for approval.

- The audit committee shall hear the views of the internal and external auditors separately at least once every year without the presence of the management.
- Considering the name of the auditor in context of their independence (particularly with reference to any other non audit services), fee and terms of engagement and recommending its name to the board for putting before AGM for appointment.
- Reviewing the audit plan and results of the audit and as to whether auditors have full access to all relevant documents.
- Checking financial fraud particularly fictitious and fraudulent portions of the financial statement. They should put in place an appropriate system to ensure adoption of appropriate accounting policies and principles leading to fairness in financial statements.
- Oversight of the internal audit function in general and with particular reference to reviewing of scope of internal audit plan for the year, reviewing the reports of internal auditors pertaining to critical areas, reviewing the efficacy of internal auditing and reviewing as to whether internal auditors have full access to all relevant documents.
- Oversight of the adequacy of the internal control system through the regular reports of the internal and external auditors. They may appoint external consultants if the need arose.
- Oversight of the financial statements in general and with particular reference to review of annual and quarterly financial statements before issue, review of qualifications in the draft financial statements and discussion of accounting principles. In particular, change in accounting principles and accounting estimates in comparison to previous year, any adoption of new accounting policy, any departure from IND AS and non-compliance with disclosure requirements prescribed should be critically reviewed.
- Serving as a channel of communication between external auditors and the board and also internal auditors and the board.
- Reviewing risk management policies and looking into the reasons of defaults in payment obligations of the company if any.
- Reviewing proposed specific transactions with related parties for making suitable recommendations to the board.
- While the audit committee has the responsibilities and powers set forth in this manual, it is not the duty of the audit committee to plan or conduct audits or to ensure that the company's financial statements are complete and accurate and are in accordance with the generally accepted accounting principles.
- Management is responsible for the preparation, presentation, and integrity of the company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the company. The independent auditors are responsible for auditing the company's financial statements and when requoted, for reviewing the company's un-audited interim financial statements.

The audit committee shall have powers Including the following:

- Seeking information from any employee of the company;
- Securing the advice and attendance of outsiders with relevant expertise if considered necessary.
- Authority to investigate into any matter and it shall have full access to information and records of the company and external professional advice.

The Audit Committee Meeting is attended by the Managing Director, CFO, Statutory Auditors and the Internal Auditors. The Company Secretary acts as Secretary of the Committee. The Minutes of Audit Committee Meeting are submitted to the Board of Directors for reference.

The details of Audit Committee Meetings held during the year and attended by Directors are as follows:

Name	Category	No. of Committee Meetings during the year ended 31 March 2024	
		Held	Attended
Mr. Samir Chaturvedi, Chairman	Non- Executive Independent	4	4
Mrs. Hina Shah*	Non- Executive Independent	1	1
Ms. Monica Widhani	Non- Executive Independent	4	4
Mr. Maarten Degryse^^	Non- Executive Non- Independent	2	1
Mr. Steven Deloor##	Non- Executive Non- Independent	2	2

*Mrs. Hina Shah ceased to Director from 30 July 2023 after completion of her tenure

^^Mr. Maarten Degryse has ceased to be Director from 29 September 2023

##Mr. Steven Deloor has been appointed as Director from 29 September 2023

The Members of Audit Committee have requisite financial, legal and management expertise. During the year 4 Audit Committee Meetings were held on: 23 May 2023, 8 August 2023, 7 November 2023 and 12 February 2024. The necessary quorum was present at the Meetings.

The Chairman of the Audit Committee provides an overall update to the Board of Directors about discussions and decisions made in the Audit Committee Meeting.

All the recommendations made by the Audit Committee to the Board of Directors have been agreed and approved by the Board of Directors in the respective meetings.

2. Nomination and Remuneration Committee

In view of the requirements under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013, the Company has constituted Nomination and Remuneration Committee.

The Committee's role is as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee also has its Policy which contains the following:

- Process for the selection and appointment of Directors and Key Managerial Personnel;
- Criteria for determining remuneration of the Directors, Key Managerial Personnel and other employees of the Company;
- Board Diversity and criteria for the independence, positive attributes, qualifications and experience of directors;
- Training of independent directors; and
- Performance evaluation of directors.

The Nomination and Remuneration Committee of the Company comprises total 4 Non-Executive Directors out of which 3 Directors including the Chairman of the Committee are Non-Executive Independent Directors and 1 Director is Non-Executive Non-Independent. The details of the Meetings held during the financial year are as follows:

Name	Category	No. of Committee Meetings during the year ended 31 March 2024	
		Held	Attended
Mr. Samir Chaturvedi, Chairman	Non- Executive Independent	2	2
Mr. Tejpreet Singh Chopra	Non- Executive Independent	2	1
Ms. Matangi Gowrishankar	Non- Executive Independent	2	2
Mr. Jonathan Richard Goldner	Non- Executive Non- Independent	2	2

The Nomination and Remuneration Committee held its Meeting on 27 April 2023 and 18 January 2024.

The Board has approved the Nomination and Remuneration Committee Policy that provides for Evaluation of Non-Executive Directors including Independent Directors. It provides for the Evaluation of Chairman of the Board, Individual Directors and the Committees of the Board. Accordingly, the Evaluation exercise was carried out internally and was led by the Chairman of the Nomination and Remuneration Committee. The evaluation process focused on various aspects such as Composition of the Board and various Committees, Degree of fulfilment of their responsibilities, Effectiveness of the Board/Committee process, information and functioning, Board/Committee Culture and Dynamics, Quality of relationship between the Board/Committees and Management, Attendance and Contribution by Individual Directors and their Guidance and Support to the Management.

All Directors including the Independent Directors are evaluated on five criteria as follows:

(i) Ethics and Values

(ii) Knowledge and Proficiency

(iii) Diligence

(iv) Behavioural traits; and

(v) Efforts for Personal Development

Remuneration Policy

- Executive Directors: The remuneration payable to the Executive Directors, including the performance incentive and value of the perquisites, shall not exceed the permissible limits mentioned within the provisions of the Companies Act, 2013. They shall not be entitled to any sitting fees.
- Non-Executive Independent Directors: They shall be paid sitting fees for attending the meeting of the Board or committees thereof and commission as may be decided by the Board/ Shareholders from time to time.
- Non- Executive Non- Independent Directors: Gujarat Maritime Board (GMB) shall be paid sitting fee upon the attendance by its Nominee at the Board Meeting.
- Non-Executive Non-Independent Directors representing the Promoter: They shall not be paid any sitting fee or commission.

A sitting fee is paid to the Directors at Rs. 100,000 per meeting per Director for the Audit Committee Meeting and for the Board Meeting. For the other Committee Meetings, the sitting fees is Rs. 50,000 per meeting per Director.

Directors Remuneration

Name	Sitting Fees for attending Board and Committee Meetings	Commission	Total amount Paid
Mr. Tejpreet Singh Chopra, Chairman	Rs. 0.50 Mn	Rs. 1.81 Mn	Rs. 2.31 Mn
Mrs. Hina Shah*	Rs. 0.20 Mn	Rs. 0.90 Mn	Rs. 1.10 Mn
Mr. Samir Chaturvedi	Rs. 1.05 Mn	Rs. 0.90 Mn	Rs. 1.95 Mn
Ms. Monica Widhani	Rs. 0.85 Mn	Rs. 0.90 Mn	Rs. 1.75 Mn
Ms. Matangi Gowrishankar	Rs. 0.60 Mn	Rs. 0.60 Mn	Rs. 1.20 Mn

*Mrs. Hina Shah ceased to be Director from 30 July 2023 after completion of her tenure

Managing Director

Name	Salary (Rs. Million)	Perquisites & Allowances (Rs. Million)	Performance Bonus (Rs. Million)	Total Amount (Rs. Million)
Mr. Girish Aggarwal	8.40	15.03	NA	23.43

Out of the total remuneration of the Managing Director, the Salary, Perquisites & Allowances form fixed component and the amount of Performance Bonus is a variable component depending upon the performance evaluation. The criteria for performance evaluation include the Safety Culture within the Company, Capability Development, Strategic Transformation, Leadership, Customer Strategy and Project Development. The Notice Period of the Managing Director is three months. The Company does not have a Policy for Stock Options for its employees.

3. Stakeholders Relationship Committee

The Company has constituted Stakeholders Relationship Committee as per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The role of the Committee is as specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee comprises 3 Directors out of which 2 Directors including the Chairman are Non-Executive Independent Directors and the third Member of the Committee is the Managing Director of the Company. The details of the Stakeholders Relationship Committee Meeting are:

Name	Category	No. of Committee Meetings during the year ended 31 March 2024	
		Held	Attended
Mr. Tejpreet Singh Chopra- Chairman	Non-Executive Independent	1	1
Ms. Monica Widhani	Non-Executive Independent	1	1
Mr. Girish Aggarwal	Managing Director	1	1

The Committee had its meeting on 27 February 2024.

The details of complaints received, cleared/ pending during the year ended 31 March 2024 are given below:

	Nature of Complaint	Opening	Received	Replied	Pending
1	Status of applications lodged for Public Issue	0	0	0	0
2	Non-receipt of Dividend	0	25	25	0
3	Non-receipt of Annual Report	0	0	0	0
4	Non-receipt of Refund order	0	0	0	0
5	Non-receipt of Securities	0	0	0	0
6	Non-receipt of Securities after Transfer	0	0	0	0
7	Complaint from SEBI/ Stock Exchanges	0	3	3	0
	TOTAL	**0**	**28**	**28**	**0**

No requests for share transfer/dematerialisation of shares were pending as of 31 March 2024.

The contact details of the Compliance Officer of the Company are:

(a) Name & Designation of Compliance Officer : Mr. Manish Agnihotri,
Company Secretary & Compliance Officer

(b) Email Id for correspondence : manish.agnihotri@apmterminals.com;

4. Corporate Social Responsibility (CSR) Committee

The CSR Committee formed by the Company under Section 135 of the Companies Act, 2013, formulates the policy and recommends to the Board to undertake various activities mentioned under Schedule VII of the Companies Act, 2013. It also meets to review the progress made on various CSR activities. The Company has dedicated human resources for undertaking and monitoring all the CSR activities and provide update to the CSR Committee on a quarterly basis.

The Committee comprises 3 Directors out of which 1 Director who is also the Chairperson is Non-Executive Independent Director, 1 Non-Executive Non-Independent Director and the third Member of the Committee is the Managing Director of the Company. The details of CSR Committee Meetings held during the year and attended by Directors are:

Name	Category	No. of Committee Meetings during the year ended 31 March 2024	
		Held	Attended
Ms. Matangi Gowrishankar- Chairperson+	Non-Executive Independent	2	2
Mrs. Hina Shah- Chairperson*	Non-Executive Independent	NA	NA
Mr. Soren Brandt	Non-Executive Non-Independent	2	2
Mr. Julian Bevis**	Non-Executive Non-Independent	1	1
Mr. Girish Aggarwal	Managing Director	2	2

+Ms. Matangi Gowrishankar was appointed as Member of the Committee on 24 May 2023 and Chairperson on 12 October 2023

*Mrs. Hina Shah ceased to be Director from 30 July 2023 after completion of her tenure

**Mr. Julian Bevis has ceased to be Director from 12 December 2023

Below is the summary of movement during the year:

Particulars	As on 31 March, 2023	Cessation of Directors during year ended 31 March, 2024	Appointment of Directors during year ended 31 March, 2024	As on 31 March, 2024
CSR Committee	4	2	1	3

The CSR Committee held its meetings on 12 October 2023 and 19 December 2023.

5. Risk Management Committee

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 the Company has constituted Risk Management Committee. The Committee comprises only the Directors as its Members and the Senior Management team attends the Committee Meetings as Invitees. The Committee reviews the potential risk areas and steps to mitigate those risks. The Minutes of the Risk Management Committee Meeting are presented to the Audit Committee and to the Board of Directors.

The Risk Committee comprises 3 Directors out of which 1 is Non- Executive Non-Independent Director, 1 is Non- Executive Independent and third is the Managing Director of the Company. The details of the Committee Meetings are:

Name	Category	No. of Committee Meetings during the year ended 31 March 2024	
		Held	Attended
Mr. Julian Bevis- Chairman**	Non-Executive Non-Independent	2	2
Mr. Soren Brandt-Chairman %	Non-Executive Non-Independent	3	3
Mr. Samir Chaturvedi	Non-Executive Independent	3	3
Mr. Girish Aggarwal	Managing Director	3	3

**Mr. Julian Bevis has ceased to be Director from 12 December 2023

% Mr. Soren Brandt was appointed the Chairman of the Committee on 27 February 2024

Below is the summary of movement during the year:

Particulars	As on 31 March, 2023	Cessation of Directors during year ended 31 March, 2024	Appointment of Directors during year ended 31 March, 2024	As on 31 March, 2024
Risk Management Committee	4	1	-	3

The Risk Committee held its Meetings on 13 April 2023, 13 October 2023 and 27 February 2024.

Independent Directors' Meeting

The Independent Directors held their Meeting on 12 February 2024. The meeting was attended by all four Independent Directors of the Company. The Independent Directors discussed inter alia about performance of the Non- Independent Directors and of the Board of Directors, the Performance of the Chairman of the Company, the quality, quantity and timeliness of the flow of information between the Company Management and the Board of Directors in order to facilitate the Board to effectively and reasonably perform its duties.

Senior Management as on 31st March 2024

The Senior Management of the Company comprises Capt. Padminikant Mishra, Chief Operating Officer, Mr. Santosh Breed, Chief Financial Officer, Mr. Amit Bhardwaj, Chief Commercial Officer and Mr. Manish Agnihotri, Company Secretary. No changes have happened amongst the Senior Management during the financial year ended 31st March 2024.

Code of Conduct:

The Company has adopted a Code of Conduct for all employees including the Managing Director and for the Non-executive Directors. As an annual practice, the Company receives confirmation of compliance of the Code from all its employees and from Non-executive Directors.

The Code of Conduct for Employees includes the aspect of declaration of conflict of interest, if any, by the employees.

The Code of Conduct for Employees and for Non-executive Directors is available on the Company's website
https://www.apmterminals.com/en/pipavav/investors/governance

Whistle Blower Policy – Vigil Mechanism

The Company has a Whistle Blower Policy facilitating a formal mechanism for all employees to make disclosure about suspected fraud or unethical behaviour. It provides a designated phone number to directly report an instance. The Policy encourages its employees to immediately raise their concern to the respective Manager or to Head of HR whenever they notice any contravention of the Company's Code of Conduct or fraud or any unethical behaviour. In case the concerned person is not comfortable in reporting the matter to his/her Manager or to the Manager's Manager or to the Head of HR, he/she can report to the Compliance Officer of the parent Company.

The policy also provides direct access to the Chairman of Audit Committee through his personal email id. The policy is available on the Company's website https://www.apmterminals.com/en/pipavav/investors/governance

The Company has constituted an Internal Complaints Committee as per the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules made thereunder for reporting the instances related to Sexual Harassment and deal with them in a timely manner. No complaint has been received during the year.

As part of APM Terminals, the Company shares the distinctive set of the Maersk Group's Core Values that drive the way we do business. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations, the Group's commitment to the UN Global Compact and our commitment to our people, customers and communities.

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

a. Number of complaints filed during the financial year: 0

b. Number of complaints disposed of during the financial year: 0

c. Number of complaints pending as on end of the financial year: 0

Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount and details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any subsidiary. There are no loans and advances in the nature to loans to firms/companies in which directors are interested.

Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year ended 31 March 2024 were in the ordinary course of business and on an arm's length pricing basis. The details are included in the Notes to financial statements of the Annual Report. These transactions do not attract the provisions of Section 188 of the Companies Act, 2013. All the transactions have prior approval of the Audit Committee as per the requirement under the Listing Regulations. The related party transaction with Maersk A/S in connection with Income from Port Operations is a material transaction as per the Listing Regulations and has been approved by the shareholders through Postal Ballot on 31 October 2022.

The policy of Related Party Transaction is available on the Company's website
https://www.apmterminals.com/en/pipavav/investors/governance

6. Details of General Meetings

Location and time of meetings held during last 3 yearss

Meeting	Date	Time	Venue
AGM	13 August 2021	2: 20 PM	Through Video Conferencing or Other Audio Visual Means
AGM	3 August 2022	12:00 Noon	At the Registered Office at Pipavav Port, At Post Rampara-2 via Rajula, District Amreli, Gujarat.
AGM	4 August 2023	2:30 PM	Through Video Conferencing or Other Audio Visual Means

All resolutions were passed as follows:

(i) Meeting held on 13 August 2021: Through remote e-voting facility from Tuesday 10 August 2021 at 9:00 AM to Thursday 12 August 2021 at 5:00 PM and on the date of the meeting the remote e-voting facility was available until 15 minutes from the conclusion of the meeting.

(ii) Meeting held on 3 August 2022: Through remote e-voting facility from Sunday 31 July 2022 at 9:00 AM to Tuesday 2 August 2022 at 5:00 PM and on the date of the meeting at the venue.

(iii) Meeting held on 4 August 2023: Through remote e-voting facility from Tuesday 1 August, 2023 at 9:00 AM to Thursday 3 August, 2023 at 5:00 PM and on the date of the meeting the remote e-voting facility was available until 15 minutes from the conclusion of the meeting.

The details of Special Resolution approved in the Annual General Meeting held during last three years are as follows:

Date of the Meeting	Particulars of Special Resolution Approved
13 August 2021	Payment of Commission to Independent Directors of the Company for the financial years commencing from 2021-22 to 2025-26.
3 August 2022	No Special Resolution was proposed for approval
4 August 2023	No Special Resolution was proposed for approval

The following resolution has been approved by the Members by way of remote e-voting only during the financial year. In accordance with notification issued by the Ministry of Corporate Affairs and the Securities & Exchange Board of India, the companies were exempt from printing and dispatch of physical ballots:

Matter approved on 25 December 2023:

Ordinary Resolution: Appointment of Mr. Steven Coert Deloor (DIN:10337166) as Director of the Company

Particulars	No. of Remote E-voting confirmations	No. of Shares Voted
Remote E-voting confirmations received	902	404,396,702
Total	**902**	**404,396,702**
Less: Invalid Remote E-voting	3	255,011
Net Valid Remote E-voting confirmation	**899**	**404,141,691**
Remote E-voting confirmation with assent for the Resolution	741*	359,072,659
Percentage of Assent		**99.78**
Remote E-voting confirmation with dissent for the Resolution	158*	45,069,032
Percentage of Dissent		**11.15**

*includes such shareholders who have casted votes partly in favour and partly against the resolution

The resolution was approved by requisite majority.

The Postal Ballot exercise was carried out by Mr. Himanshu S. Kamdar, Partner, Rathi & Associates, Practicing Company Secretaries.

Whether any special resolution is proposed to be conducted through postal ballot and procedure for postal ballot

None as on date.

7. Disclosures

(i) Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

(ii) Compliance with Accounting Standards

The Company has followed the Indian Accounting Standards notified u/s 133 of the Companies Act, 2013 [Companies (Accounts) Rules, 2015] in the preparation of its financial statements. The significant accounting policies that have been consistently applied are mentioned in the Notes to Financial Statements.

(iii) Internal Controls

The Company has put in place an internal control framework commensurate to the size of its business and it encompasses both robust internal controls, and an efficient and effective internal control monitoring and reporting system. The Audit Committee reviews the adequacy and integrity of the Company's internal control system.

(iv) CEO and CFO Certification

As per Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certificate stating that the financial statements do not contain any untrue statement and represent true and fair view of the Company's affairs and affirmation of Code of Conduct by the Board of Directors and Senior Management of the Company, is enclosed as part of the Annual Report.

(v) Share Transfer System

The process of Share transfers is handled by the Company's Registrar and Transfer Agents KFin Technologies Limited. The Company encourages its members holding shares in physical form to convert them into demat mode for safety, security and efficient handling of their shareholding.

(vi) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has neither issued any such instruments nor are they outstanding during the year under review.

(vii) Details of Commodity Price Risks and Hedging activities

The Company does not have any exposure towards the Commodity price risks and the Hedging activities, considering the nature of the Company's business of Port Services.

(viii) Compliances under mandatory requirement and non mandatory requirements

The Company does comply with the mandatory requirements mentioned in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With regards to the Discretionary Requirements mentioned in Part E, the reporting by Internal Auditors of the Company is directly to the Audit Committee.

(ix) Non-compliance of Corporate Governance with reasons

There are no Non-compliances of Corporate Governance.

(x) Disclosures of the Compliance with requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company is in compliance with various requirements specified under Regulation 17 to 27 and Regulation 46(2)(b) to (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the requirements under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, the Annual Secretarial Compliance Report has been submitted to the Stock Exchanges within stipulated period.

(xi) Details of Directors to be re-appointed

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Timothy John Smith (DIN:08526373) and Mr. Soren Brandt (DIN:00270435) are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment.

None of the Company's Independent Directors have resigned from the Company before the expiry of their tenure. Mrs. Hina Shah ceased to be Director from 30 July 2023 after completion of her tenure.

Amongst the four Independent Directors, Mr. Tejpreet Singh Chopra (DIN:00317683) holds the office of Director upto 29 July 2025, Mr. Samir Chaturvedi (DIN: 08911552) holds the office of Director upto 11 November 2025, Ms. Monica Widhani (DIN: 07674403) holds the office of Director upto 11 August 2026 and Ms. Matangi Gowrishankar (DIN: 01518137) holds the office of Director upto 2 August 2027.

(xii) Disclosure of Demat Suspense Account / Unclaimed Suspense Account and Undelivered Share Certificates as per Schedule V of the Listing Regulations

The Company does not have any demat Suspense Account/ Unclaimed Suspense Account. The Company does not hold any undelivered share certificates.

(xiii) List of credit ratings obtained by the entity with any revisions for all debt instruments of the entity

The Company does not have any debt instruments outstanding and therefore it is not required to obtain any credit ratings.

(xiv) Details of utilization of funds raised through preferential allotment or qualified institutional placement

The Company has not raised any funds through preferential allotment or through qualified institutional placement during the financial year.

(xv) Certificate from a Practicing CS that none of the Directors have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ MCA or such other authority

The Company has received a Certificate to this effect from Rathi & Associates Practicing Company Secretaries. The Certificate is enclosed as Annexure to the Report

(xvi) If the Board has not accepted any recommendation of any committee of the board which is mandatorily required the same may be disclosed with reasons

There are no recommendations of any Committee that have not been accepted by the Company's Board of Directors during the financial year.

(xvii) Total fees paid by the listed entity and its subsidiaries on a consolidated basis to the statutory auditor and to all entities in the network firm/ network entity of which statutory auditor is a part

The Company does not have any subsidiaries.

The Company has not paid any fee to the entities in the network firm/ network entity of which statutory auditor is the part. The total fees paid by the Company to its statutory auditor is as follows:

Name of the Entity	Amount Paid (INR) [including GST]
Price Waterhouse Chartered Accountants LLP	8,634,353
Total	**8,634,353**

(xviii) Disclosure regarding agreement under Clause 5A of Para A Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Not Applicable. The Company does not have any such agreement.

8. Means of Communication

The Company submits its Quarterly Results to the Stock Exchanges and publishes them in all editions of a National English daily and in local edition of a Gujarati daily. The results are also displayed on the Company's Website
https://www.apmterminals.com/en/pipavav/investors/financial-results

The Company arranges conference calls after the announcement of Quarterly results. The presentation made during the conference calls is submitted to the Stock Exchanges and is displayed on the Company's website
https://www.apmterminals.com/en/pipavav/investors/financial-results

The audio recording of the call and the transcript is displayed on the Company's website
https://www.apmterminals.com/en/pipavav/investors/financial-results

Based on the requests received, the Company meets the investors/ analysts from time to time.

There isn't any separate Presentation made to the Institutional Investors/ Analysts except those submitted to the Exchange and displayed on the Company Website www.pipavav.com

Various Company news is also displayed from time to time on the Company website
https://www.apmterminals.com/en/pipavav/investors/disclosures

9. Secretarial Audit for Reconciliation of Capital

The Reconciliation of Share Capital has been carried out by a Practicing Company Secretary. The Secretarial Audit has been carried out to reconcile the total admitted capital with the two depositories namely NSDL and CDSL and in physical form as against the total issued and listed capital. The audit confirms that the total issued/ paid up capital is in agreement with the aggregate of total number of shares in physical form and the total number of shares in dematerialised form held with the two depositories namely NSDL and CDSL.

General Shareholder Information

Annual General Meeting	
Date and Time	Thursday 22 August 2024 at 2.30 PM
Venue	Through Video Conferencing (VC) or Other Audit Visual Means (OAVM)
Date of book closure	Friday 16 August 2024 to Thursday 22 August 2024 (both days inclusive).
Listing on Stock Exchanges	**BSE Limited (BSE)** Floor 14, P J Towers, Dalal Street, Mumbai 400 001 **The National Stock Exchange of India Limited (NSE)** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051
Dividend Payment Date	On Thursday 29 August 2024
Financial Year	1 April 2023- 31 March 2024

The Company has only Equity Shares listed on the Stock Exchanges, and they were not suspended from trading by the Stock Exchanges during the year

Stock Code:

Stock Exchange	Equity
BSE	533248
NSE	GPPL

Status of Payment of Annual listing fees

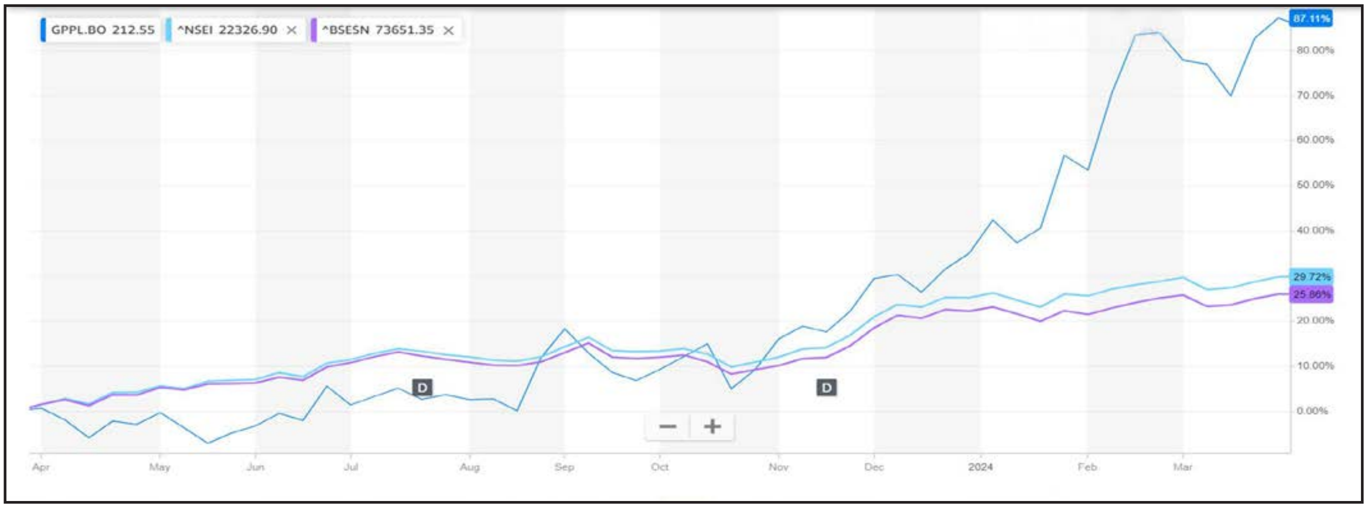
The Company has paid all its dues till date towards Annual Listing Fees to both the Stock Exchanges.

Market Information:

The monthly high and low price of the Company's shares on BSE and NSE for the year ended 31 March 2024 is as follows:

	BSE		NSE	
	High (Rs)	**Low (Rs)**	**High (Rs)**	**Low (Rs)**
Apr-2023	120.25	106.30	120.35	106.05
May-2023	119.20	105.20	119.30	105.15
Jun-2023	127.80	106.10	127.85	107.35
Jul-2023	126.30	117.50	126.40	116.80
Aug-2023	134.00	115.70	134.00	116.05
Sep-2023	141.40	123.55	141.35	123.60
Oct-2023	142.70	116.20	142.80	116.25
Nov-2023	148.50	120.60	148.50	120.45
Dec-2023	157.95	137.85	157.90	138.00
Jan- 2024	177.00	152.40	177.00	152.05
Feb- 2024	218.00	167.00	217.95	166.75
Mar- 2024	224.00	168.80	224.35	168.80

High and low are in rupees per traded share.



Distribution of Shareholder holdings:

The distribution pattern of shareholding of the Company as on 31 March 2024 by ownership and size class, respectively, is as follows:

		31-Mar-2024		31-Mar-2023	
		No. of Equity Shares	Shares Held (%)	No. of Equity Shares	Shares Held (%)
A	**Promoter and Promoter Group**				
	Bodies Corporate	212,738,931	44.01	212,738,931	44.01
	Total A:	**212,738,931**	**44.01**	**212,738,931**	**44.01**
B	**Public Shareholding**				
	Foreign Institutional Investors	88,498,427	18.31	105,870,504	21.90
	Mutual Funds /UTI	72,108,960	14.92	92,759,928	19.19
	Bodies Corporate	10,254,776	2.12	3,549,627	0.73
	Financial Institutions/ NBFCs/ Banks/Venture Capital Funds	16,119,339	3.33	16,237,874	3.36
	Individuals				
	(i) Individuals holding nominal share capital upto Rs. 2 lakh	56,831,499	11.76	28,818,338	6.30
	(ii) Individuals holding nominal share capital in excess of Rs. 2 lakh	21,733,439	4.50	17,235,144	3.57
	Trusts	47,958	0.01	0	0
	Non-Resident Indians	5,018,779	1.04	6,049,857	1.25
	Clearing Members	17,802	0.00	104,707	0.02
	Foreign Nationals	70,000	0.01	75,000	0.02
	Total B :	**270,700,979**	**55.99**	**270,700,979**	**55.99**
	GRAND TOTAL (A+B) :	**483,439,910**	**100.00**	**483,439,910**	**100.00**

Distribution Schedule

S. No.	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	193,731	89.74	179,057,270.00	3.70
2	5001- 10000	10,505	4.87	85,167,650.00	1.76
3	10001- 20000	5,350	2.48	81,368,820.00	1.68
4	20001- 30000	2,116	0.98	54,433,040.00	1.13
5	30001- 40000	912	0.42	32,951,460.00	0.68
6	40001- 50000	853	0.40	40,810,110.00	0.84
7	50001- 100000	1235	0.57	93,971,350.00	1.94
8	100001 & above	1190	0.55	4,266,639,400.00	88.26
	Total:	**215,892**	**100.00**	**4,834,399,100.00**	**100.00**

Top ten equity shareholders of the Company

S. no.	Name of the Shareholder*	No. of Equity Shares held	Percentage shareholding
1	APM Terminals Mauritius Limited	212,738,931	44.01
2	HDFC Mutual Fund	44,587,394	9.22
3	Government Pension Fund Global	16,786,931	3.47
4	Tata Mutual Fund	14,684,295	3.04
5	ICICI Prudential Mutual Fund	11,122,320	2.30
6	Bajaj Allianz Life Insurance Co Ltd	10,361,901	2.14
7	Ishares Core MSCI Emerging Markets ETF	4,381,319	0.91
8	Vanguard Emerging Markets Stock Index Fund	3,786,523	0.78
9	Vanguard Total International Stock Index Fund	3,776,105	0.78
10	BNP Paribas Financial Markets	3,023,158	0.63

*Shareholding is consolidated based on the Income tax Permanent Account Number (PAN) of the shareholder

Transfer of unpaid/unclaimed amount to the Investor Education and Protection Fund

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF.

Further, all the shares in respect of the dividend that has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to the shares restrained from transfer due to a specific order of Court, Tribunal or Statutory Authority.

The details of unclaimed dividend and underlying shares transferred to IEPF are as follows:

Particulars	Amount of Unclaimed Dividend transferred to IEPF	No. of Shares transferred to IEPF
Dividend for FY 2015-16	680,716	140,386
Interim Dividend for FY 2016-17	706,978	1,151

Members are requested to note that no claims shall lie against the Company in respect of the dividend/shares transferred to IEPF.

Registrar & Share Transfer Agents:

KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Financial District, Nanakramguda, Hyderabad- 500032

The Company's shares are held in dematerialised form to the extent of 99.93% with NSDL and CDSL and upto 0.07% in physical form as of 31 March 2024.

The shares are regularly traded in electronic form on both the Stock Exchanges.

Location of the Facility

The Company operates Pipavav Port located on Southwest Coast in Saurashtra Region of Gujarat at about 140 kms from Bhavnagar the nearest main Railway Station and at 80 kms from Diu the nearest Airport.

Address for correspondence: Gujarat Pipavav Port Limited
Pipavav Post, At Post Rampara-2 via Rajula,
District Amreli,
Gujarat- 365560
Email: manish.agnihotri@apmterminals.com

DECLARATION REGARDING COMPLIANCE BY THE BOARD MEMBERS AND SENIOR MANAGEMENT WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors including the Independent Directors. These Codes are available on the Company's website.

I confirm that in respect of the year ended 31 March, 2024, a declaration of compliance with the Code of Conduct as applicable, has been received from Board Members and from Senior Management Personnel of the Company.

Girish Aggarwal
Managing Director

22 May 2024
Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Gujarat Pipavav Port Limited
Pipavav Port,
At Post Rampara 2 via Rajula,
Amreli, Gujarat – 365 560

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gujarat Pipavav Port Limited having CIN: L63010GJ1992PLC018106, and having its registered office at Pipavav Port, at Post Rampara 2 via Rajula, Amreli, Gujarat – 365 560 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V - Para C - Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status on the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2024, 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 the Director	DIN	Date of Appointment
1.	Mr. Tejpreet Singh Chopra	00317683	04/09/2012
2.	Mr. Samir Chaturvedi	08911552	12/11/2020
3.	Ms. Monica Widhani	07674403	12/08/2021
4.	Mr. Timothy John Smith	08526373	19/09/2019
5.	Mr. Soren Kufall Brandt	00270435	06/08/2020
6.	Mr. Keld Pedersen	07144184	01/05/2015
7.	Mr. Jonathan Richard Goldner	09311803	11/11/2021
8.	Ms. Matangi Gowrishankar	01518137	03/08/2022
9.	Mr. Girish Sudarshan Aggarwal	07974838	01/01/2023
10.	Mr. Rajkumar Beniwal	07195658	13/12/2023
11.	Mr. Steven Coert Deloor	10337166	29/09/2023
12.	*Mrs. Hina Shah	06664927	30/07/2015
13.	**Mr. Ranjitsinh Banabhai Barad	07559958	08/02/2023
14.	***Mr. Maarten Degryse	08925380	12/11/2020
15.	****Mr. Julian Bevis	00146000	25/07/2014

*Mrs. Hina Shah, retired from the Board as Independent Director w.e.f 30th July, 2023.
**Mr. Ranjitsinh Banabhai Barad, resigned from the Board as Nominee Director w.e.f 21st June, 2023.
***Mr. Maarten Degryse, resigned from the Board as Director w.e.f 29th September, 2023.
**** Mr. Julian Bevis, ceased to be the Director of the Company w.e.f 12th December, 2023 due to demise.

Ensuring the eligibility 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 RATHI & ASSOCIATES
COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER
MEM.NO FCS.: 5171
COP.NO. 3030
UDIN: F005171F000398355
P. R. No. 668/2020

Place: Mumbai
Date: 18th May, 2024

Auditor's Certificate on compliance with conditions of Corporate Governance

1. This certificate is issued in accordance with the terms of our agreement dated May 21, 2024.

2. The accompanying Statement containing the details of compliance with the conditions of Corporate Governance of Gujarat Pipavav Port Limited (the "Company") for the year ended March 31, 2024 (the "Statement") has been prepared by the Management of the Company in connection with the requirements for the Company's compliance with the conditions of Corporate Governance set out in Regulations [17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V] ("the Conditions of Corporate Governance") in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("the SEBI Listing Regulations, 2015") as communicated to us by the Management vide its email dated May 21, 2024 ("the Management's communication"). We have initialled the Statement for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the Company's compliance with the Conditions of Corporate Governance listed in SEBI Listing Regulations, 2015.

4. The Management is also responsible for ensuring that the Company complies with the Conditions of Corporate Governance in the SEBI Listing Regulations, 2015, and that it provides complete and accurate information as requested.

Auditors' Responsibility

5. Pursuant to the Management's communication, it is our responsibility to examine the Statement and the underlying audited books of account and records of the Company and certify whether the Company has complied with the Conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015, as set out in the Statement.

6. The financial statements relating to the books of account and records referred to in paragraph 5 above have been audited by us pursuant to the requirements of Companies Act, 2013, on which we issued an unmodified audit opinion vide our report dated May 22, 2024 . Our audit of these financial statements has been conducted in accordance with the Standards on Auditing referred to in Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' and, to the extent considered applicable, the 'Guidance Note on Certification of Corporate Governance' both issued by the ICAI. The 'Guidance Note on Reports or Certificates for Special Purposes' requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements'.

9. Our examination, as referred to in paragraph 7 above, is neither an audit nor an expression of opinion on the financial statements of the Company.

Conclusion

10. Based on our examination as set out in paragraphs 7 and 9 above and the information and explanations given to us, we certify that the Company has complied with the Conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015, as set out in the Statement.

11. We state that 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.

Restrictions on Use

12. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

13. This certificate has been addressed to the members of the Company and issued at the request of the Board of Directors of the Company solely to be annexed with the Director's report to enable the Company to comply with its obligations under SEBI Listing Regulations, 2015. Our certificate should not be used by any other person or for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of
Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Alpa Kedia
Partner
Membership No: 100681
UDIN: 24100681BKFGDJ1276

Mumbai
May 22, 2024

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Girish Aggarwal, Managing Director and Santosh Breed, Chief Financial Officer, of Gujarat Pipavav Port Limited (the Company), certify to the Board that:

A. We have reviewed the financial statements and cash flow statement for the year ended 31st March 2024 and to the best of our knowledge and belief:

   1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. 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. To the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31st March 2024 is 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 we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the Auditors and to the Audit Committee and steps have been taken to rectify these deficiencies.

D. We further state that:

   1. There has not been any significant change in internal control over financial reporting during the year;

   2. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and

   3. We are not aware of any instance during the year of significant fraud with involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.

E. We further declare that all Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct and Ethics for the year ended 31st March 2024.

Santosh Breed
Chief Financial Officer

Girish Aggarwal
Managing Director

Place: Mumbai
Date: 22 May 2024

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING FORMAT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	:	L63010GJ1992PLC018106
2.	Name of the Listed Entity	:	Gujarat Pipavav Port Limited
3.	Year of incorporation	:	5th August 1992
4.	Registered office address	:	Pipavav Port, At Post Rampara-2 via Rajula Dist Amreli.
5.	Corporate address	:	5th Floor, Godrej Two, Priojshanagar, Vikhroli East, Mumbai
6.	E-mail	:	manish.agnihotri@apmterminals.com
7.	Telephone	:	02794 24200
8.	Website	:	www.pipavav.com
9.	Financial year for which reporting is being done	:	1st April 2023- 31st March 2024
10.	Name of the Stock Exchange(s) where shares are listed	:	BSE and NSE
11.	Paid-up Capital	:	Rs. 4,834,399,100
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	:	Manish Agnihotri, Tel: +91 22 5049 1752; Email: manish.agnihotri@apmterminals.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	:	Standalone basis
14.	Name of Assurance Provider	:	Not Applicable
15.	Type of Assurance obtained	:	None

II. Products/services

16. Details of business activities *(accounting for 90% of the turnover):*

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Transport and Storage	Services incidental to land, water & air transportation	100%

17. Products/Services sold by the entity *(accounting for 90% of the entity's Turnover):*

S. No.	Product/Service	NIC Code	% of total turnover contributed
1.	Cargo handling incidental to water transport	63012	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	One	Six	Seven
International	Nil	Nil	NA

19. Markets served by the entity:

a. Number of locations:

Locations	Number
National (No. of States)	One
International (No. of Countries)	Nil

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The Company does not carry out any Exports. The Company is engaged in the business of providing Port Services and over 23% of its Revenue for the financial year ended 31st March 2024 is in foreign currency through collection of Port tariff in USD.

c. A brief on types of customers

The Company is engaged in providing Port Services. It handles the vessels for imports and exports of Dry Bulk cargo, Liquid cargo, Containers and RoRo as well as for inland costal movement of the vessels.

The customers in the Container business are primarily the Domestic and International Shipping lines and in the case of Dry Bulk, Liquid and RoRo the customers are the local companies that import/ export the cargo.

IV. Employees

20. Details as at the end of Financial Year: 2023-24

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1.	Permanent (D)	185	175	94%	10	6%
2.	Other than Permanent (E)	0	0	0	0	0
3.	**Total employees (D + E)**	185	175	94%	10	6%
	WORKERS					
4.	Permanent (F)	278	275	98%	3	2%
5.	Other than Permanent (G)	1721	1701	98%	20	2%
6.	**Total workers (F + G)**	1999	1976	98%	23	2%

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	0	0		0	
2.	Other than Permanent (E)	0	0		0	
3.	**Total differently abled employees (D + E)**	0	0		0	
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	0	0		0	
5.	Other than permanent (G)	0	0		0	
6.	**Total differently abled workers (F + G)**	0	0		0	

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	11	2	20%
Key Management Personnel	3	Nil	NA

22. Turnover rate for permanent employees and workers
(Disclose trends for the past 3 years)

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in previous FY)		
	Male	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**
Permanent Employees	17	2	19	14	2	16	12	2	14
Permanent Workers	8	0	8	3	1	4	1	2	3

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	APM Terminals Mauritius Ltd	Holding Company	44.01%	No
2	Pipavav Railway Corporation Limited	Associate Company	38.8%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013 **(Yes~~/No~~)**

(ii) Turnover (in Rs.) 10,671.26 million

(iii) Net worth (in Rs.) 20,927.03 million

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities*	No	Nil	Nil		Nil	Nil	
Investors# (other than shareholders)	NA.	NA	NA		NA	NA	
Shareholders$	No	28	0		7	0	
Employees and workers	Yes https://www.apmterminals.com/en/pipavav/investors/governance	0	0		0	0	
Customers^	No	0	0		0	0	
Value Chain Partners*	No	0	0				
Other (please specify)	NA						

*The Company does not have a formal policy document but it does engage with the Communities and with the Value Chain Partners to address their concerns that pertain to the Company's area of operations

The Company does not have Investors other than shareholders

$ The Company Secretary is responsible to address the grievances of the shareholders. A designated email for the grievances has been displayed on the company website and is mentioned in communication to shareholders

^An annual customer satisfaction survey is carried out by the parent company to have feedback from the customers for all the ports & terminals within its portfolio including the company and appropriate actions are taken

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	The adverse weather conditions such as cyclone could impact the company's port operations.	Risk	The West Coast of India has witnessed two cyclones in two successive years. Prior to that the frequency of cyclone was not so high on the West Coast of India. In May 2021 the port was impacted by Cyclone Tauktae and the port operations were impacted for about two months. In June 2022 the port operations were suspended for about 8 days due to Cyclone Biparjoy.	The company already has the Standard Operating Procedures for taking precautionary measures. Further, based on the learning pack from the Cyclone the Business Continuity Plan has been updated.	The appropriate insurance cover is taken for securing the assets against such adverse conditions.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	NA^	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
c. Web Link of the Policies, if available	*	*	*	*	*	*		*	*
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes		No	No
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	No	No	No	No	No	No		No	No
5. Specific commitments, goals and targets set by the entity with defined timelines, if any	**	@	No	**	#	$		^^	No
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Nil	Nil	NA	Nil	Nil	Nil		Nil	Nil
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements *(listed entity has flexibility regarding the placement of this disclosure)* In accordance with the parent company's policy to become carbon neutral globally by the Year 2040, Gujarat Pipavav Port Limited is already taking various initiatives. The company has commissioned solar panel facility inside the port and the company has signed Power Purchase Agreement with a green energy supplier. With this about 45% of the company's power requirement is sourced through renewable energy. The Company is committed to further increase the sourcing of green power subject to the policies of Government of Gujarat.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Girish Aggarwal- Managing Director DIN: 07974838								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	As mentioned in No. 8 above								

**The policy forms part of the Company's Code of Conduct and following is the link*
https://www.apmterminals.com/en/pipavav/investors/governance

*** the goal and target is to maintain Nil Bribe and Facilitation Payment and it is being closely monitored*

@Safety is our license to operate and ensuring safe port operations is an absolute necessity. Zero Fatality and LTI Free days is one of the Key Performance Indicators (KPIs) that is being closely monitored.

#The goal and target is to ensure no discrimination at the workplace, no child labour or forced labour is done and the Company has zero tolerance for sexual harassment at the work place

$Recycling of the entire quantity of waste water for usage in Green belt and for dust emission control is carried out

^The Company is not involved in any issues forming part of public policy development and hence does not have any disclosures

^^ As part of its various CSR initiatives, the Company has set specific goals and targets towards equitable development of the local community

10. Details of Review of NGRBCs by the Company:

Subject for Review	**Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee**									**Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)**								
	P 1	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**	**P 1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**
Performance against above policies and follow up action^																		
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances^																		

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	**P1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**
	No	No	No	No	No	No	No	No	No

^The status update is provided to the Board every quarter, as applicable.

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Question	**P 1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	An awareness session is conducted about the Group's philosophy on Governance at the time of appointment of a Director	Code of Conduct. The impact is to create awareness about the company and the Group's work culture practices	Independent Directors
Key Managerial Personnel	Annual E-learnings and conducting face to face training	Anti-corruption; Code of Conduct; Insider Trading Regulations. The impact is that apart from creating awareness about the compliances these annual sessions act as a refresher	All KMPs
Employees other than BOD and KMPs	Annual E-learnings and conducting face to face training	As mentioned above	All White Collar Employees
Workers	Work in progress to conduct awareness program for workers	Code of Conduct	All workers to be covered.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In INR)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/ No)**
Penalty/ Fine		NA			
Settlement		NA			
Compounding fee		NA			
Non-Monetary					
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In INR)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/ No)**
Imprisonment		NA			
Punishment		NA			

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy

Bribery Corruption and Facilitation Payment is prohibited as per the Company's Code of Conduct. The link is as follows:
https://www.apmterminals.com/en/pipavav/investors/governance

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2023-24 (Current FY)		FY 2022-23 (Previous FY)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil		Nil	

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest

Not applicable

8. Number of days of accounts payables ((Accounts payable *365)/ Cost of goods/ services procured) in the following format:

	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Number of days of accounts payables	45 days	45 days

9. Openness of business

Provide details of concentration of purchases and sales with trading houses, dealers and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases were made from	Nil	Nil
	c. Purchases from Top 10 Trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	NA	NA
	b. Number of dealers/ distributors to whom sales are made	NA	NA
	c. Sales to Top 10 dealers/ distributors as % of total sales to dealers/ distributors	NA	NA
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	Nil	Nil
	b. Sales (Sales to related parties/ Total Sales)	23%	22%
	c. Loans & advances (Loans & advances given to related parties/ Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties/ Total investments made)	Nil	Nil

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year

Total number of awareness programmes held	Topics/ principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
Nil		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? **(Yes/No)** If Yes, provide details of the same

   Yes the Directors submit their Annual Declaration of interests to the Company and upon the occurrence of any new interest from time to time. All these declarations are part of the agenda file for the Board Meeting for information and taking note of the interests by the Directors.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively

	Current FY	Previous FY	Details of improvements in environmental and social impacts
R&D	NA*	NA*	
Capex	NA*	NA*	

   *The Company is engaged in providing the Port Services hence it is not applicable

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)- Yes

   b. If yes, what percentage of inputs were sourced sustainably?

   The company is engaged in providing port services and electrical power is one of the major cost component. Apart from captive power through solar panels, the Company has entered into Power Purchase Agreement for purchase of green power. With this about 45% of the Company's power requirement is met through renewable energy. The Company is committed to further increase the purchase of green power subject to power policy of Gujarat Government.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste

   All Plastic, E-waste and Hazardous waste generated is disposed off to authorized vendors approved by the Gujarat Pollution Control Board (GPCB).

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

   Not Applicable. The Company is engaged in providing the Port Services.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link
63012	Cargo handling incidental to water transport	100%	The Company is yet to make an assessment for its services.		

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same

Name of Product/ Service	Description of the risk/ concern	Action Taken
The Company is engaged in providing Port Services and is yet to make Life Cycle Assessment for its services.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry)

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24 Current FY	FY 2022-23 Previous FY
Not applicable because the Company is engaged in providing Port Services. But the entire amount of treated STP water is recycled for the Green belt and for dust emission control.		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24 Current FY			FY 2022-23 Previous FY		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)		2.33 MT				8.73 MT
E-waste		14.58 MT				32.71 MT
Hazardous Waste		7.60 MT				22.57MT
Other Waste (Rubber waste, Battery waste etc)		19.58 MT				50.49 MT

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate Product Category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not applicable	The Company is engaged in providing Port Services.

PRINCIPLE 3 Businesses should respect and promote the well being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

% of employees covered by											
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	%B/A	No.(C)	%C/A	No.(D)	%D/A	No (E)	%E/A	No. F)	%F/A
Permanent Employees											
Male	175	175	100%	175	100%	0	0	1	1%	0	0
Female	10	10	100%	10	100%	0	0	0	0%	0	0
Total	185	185	100%	185	100%	0	0	0	0%	0	0
Other than Permanent Employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

% of workers covered by												
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	%B/A	No.(C)	%C/A	No.(D)	%D/A	No (E)	%E/A	No.(F)	%F/A
Permanent Employees											
Male	275	275	100%	275	100%	0	0	3	1%	0	0
Female	3	3	100%	3	100%	0	0	0	0%	0	0
Total	278	278	100%	278	100%	0	0	0	0%	0	0
Other than Permanent Employees											
Male	1701	100%	100%	1701	100%	0	0	0	0	0	0
Female	20	100%	100%	20	100%	0	0	0	0	0	0
Total	1721	100%	100%	1721	100%	0	0	0	0	0	0

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Cost incurred on well being measures as a % of total revenue of the company	0.28%	0.24%

2. Details of retirement benefits, for Current FY and Previous FY

Benefits	FY 2023-24 Current FY			FY 2022-23 Previous FY		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/ NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/ NA)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	-	-	NA	-	-	NA
Others- please specify						

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard

The Office Premise is accessible to differently abled employees and workers

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy

The Company does not have a separate equal opportunity policy but its Code of Conduct includes Fair Employment Practices and it does not tolerate any kind of discrimination or harassment. The Code of Conduct is available on the website and its link is https://www.apmterminals.com/en/pipavav/investors/governance

5. Return to work and Retentions rates of permanent employees and workers that took parental leave

	Permanent employees		Permanent workers	
Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total				

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	The Company has an Internal Committee to redress the grievances.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
Category	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category who are part of association (s) or Union (B)	% B/A	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category who are part of association (s) or Union (D)	% D/A
Total Permanent Employees	Nil	Nil		Nil	Nil	
- Male	Nil	Nil		Nil	Nil	
- Female	Nil	Nil		Nil	Nil	
Total Permanent Workers	278	278	100%	275	262	95%
- Male	275	275	100%	271	259	96%
- Female	3	3	100%	4	3	75%

8. Details of Training given to employees and workers

Category	FY 2023-24 (Current FY)					FY 2022-23 (Previous FY)				
	Total (A)	On Health & Safety Measures		On Skill Upgradation		Total (D)	On Health & Safety Measures		On Skill Upgradation	
		No (B)	% (B/A)	No (C)	% (C/A)		No (E)	% (E/D)	No (F)	% (F/D)
Employees										
Male	315	175	56%	140	44%	326	163	50%	163	50%
Female	18	10	56%	8	44%	17	8	47%	9	53%
Total	333	185	56%	148	44%	343	171	50%	172	50%
Workers										
Male	495	275	56%	220	44%	470	284	60%	186	40%
Female	5	3	60%	2	40%	3	3	100%	0	0
Total	500	278	56%	222	44%	473	287	61%	186	39%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	Total (A)	No. (B)	%B/A	Total (C)	No (D)	%D/C
Employees						
Male	175	175	100%	173	173	100%
Female	10	10	100%	9	9	100%
Total	185	185	100%	182	182	100%
Workers						
Male	275	275	100%	291	291	100%
Female	3	3	100%	4	4	100%
Total	278	278	100%	295	295	100%

10. Health and Safety Management system:

a. Whether an occupational health and safety management system has been implemented by the entity? ***(Yes/ No)***. If yes, the coverage such system?

Yes the Company has implemented a comprehensive Safety Management system as part of global practice and procedure across all terminals within the portfolio of its parent APM Terminals. Safety is our License to operate as per the internal safety guidelines of the parent company. All employees are mandatorily required to undertake Safety Training. APM Terminals Global Health Safety Security Environment (HSSE) Management framework has been implemented wherein all operational control activities are monitored by the HSSE team and feedback is provided to the concerned departments from time to time for taking corrective measures. Upon implementation of the corrective measures, the action gets closed in the system.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The following processes are used in identifying the work related hazards and asses the routine and non-routine risks:

Hazard Identification: This involves systematically identifying potential hazards in the workplace through various methods such as facility inspection, incident investigation, incident reporting system, safety toolbox and through the safety meeting with workers.

Risk Assessment: Its mandatory to carry out Risk assessment of all the activities. All the department Managers and Supervisors are trained on the Risk Assessment process. A digital repository has been created to keep all the Risk Assessments with easy access to all.

Control Measures: Once risks are assessed and prioritized, control measures are implemented to eliminate or minimize the risks. Control measures are decided on basis of Hierarchy of Control, it can include elimination or substitution of hazard, engineering controls (e.g., physical modifications to the workplace), administrative controls (e.g., implementing procedures and training), and personal protective equipment (PPE). The effectiveness of control is regularly evaluated to ensure they are adequately reducing the risks.

Monitoring and Review: Safety management is an ongoing process, and regularly monitoring the effectiveness of control measures and review of the risk assessment measures is essential. Audits and inspections are carried out at various intervals and at various levels. The audits are conducted by the Global HSSE team as well through internal audits. These Audits result into corrective and preventive actions which are being tracked for its closure and the report is submitted to Management Team.

Communication and Training: Effective communication and training is crucial to ensure that all employees are aware of the hazards and risks in the workplace and understand how to work safely. This includes providing information about hazards, risk assessment results and control measures, as well as training employees on safe work practices and procedures. The Company has a Training plan in place focusing on occupational health, Safety, Security and Environment. Our team members are also having access to digital platform for learning.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes. The Company has following processes in place to report the potential work related hazards:

GIZMO Incident Reporting Platform: This is a digital platform to report all the Incidents, Near Misses and Observations. This platform can be accessed from desktop, laptop or mobile phone. The classification of an incident is done by the system based on a predefined matrix. After reporting the incident, it is reviewed by the Manager and corrective and preventive actions are assigned to respective members their progress can be tracked on the same system.

LeaderLed Tool: This is also a digital tool for performing Gemba, Safety walks and control assessments. This is another tool to report unsafe act/conditions and assign it for further action.

Toolbox Meeting: Daily toolbox meeting with all the team members is also a platform to raise and report unsafe work condition. All frontline staff participates in the meeting and report unsafe conditions if any.

Safety Meeting: Monthly/Quarterly Safety meetings is also a forum to report hazards and also to review the actions.

WhatsApp Groups: Multiple WhatsApp groups in departments is another forum where people immediately report unsafe acts and conditions.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? ***(Yes/ No)***

Yes. All employees and workers have access to non-occupational medical and healthcare facility being provided inside the port premises. The facility with a team of Doctors and trained Para medics provides the healthcare service 24x7.

11. Details of safety related incidents in the following format:

Safety Incident/ Number	Category*	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Lost Time Injury Frequency Rate (LTIFR) (per one million person hours worked)	Employees	0	0
	Workers	0.240	0.288
Total recordable work related injuries	Employees	0	0
	Workers	3	8
No. of Fatalities	Employees	0	0
	Workers	0	0
High consequence work related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

*including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

As mentioned above, Safety is our License to operate and is at the core of our operations, as per the internal Safety Guidelines of the parent company for all its ports and terminals within the portfolio. As part of the Safety initiatives the four key areas identified are: Transportation, Suspended loads and lifting, Working at heights, stored energy and control of contractors. Ensuring our own safety and of our colleagues is at the centre of continuous training, monitoring, and supervising of all operations.

The Company has set a number of key performance indicators (KPIs) that measure safety performance in terms of personal safety and in terms of the safe design, operation and maintenance of the facilities.

Personnel safety

The Company is committed to maintaining a safe, healthy workplace for its employees and for its contractor partners, and deliver safe projects that benefit everyone. The port incorporates the best global safety practices into its daily operations to create a safe place to work.

The port has a dedicated Health, Safety, Security and Environment (HSSE) department responsible for ensuring the safety of all working at the port. It also ensures safety induction for all those visiting the operations area. New employees are mandated to participate in a safety induction programme which outlines safety Do's and Dont's. The port has also developed safety measures and procedures to handle specific operations and scenarios quickly and efficiently. These include a comprehensive disaster management plan, and an oil spill contingency plan. A dedicated team of firemen and fire-related equipment ensure that the Port is fully prepared to respond to any fire related emergency.

Transparency is the key to any effective safety strategy. Frequent safety meetings, notices and a detailed reporting system keeps employees and management continually informed about the port's safety policy, incidents, and safety record.

13. Number of Complaints on the following made by employees and workers

	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	NA		Nil	NA	
Health & Safety	Nil	NA		Nil	NA	

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety Practices	A Joint Business Review was carried out of the port facility by the Head Office by forming team of experts drawn from various terminals within the portfolio. Another audit of the Oil Terminals located within the port was carried out by an external auditor for safety and emergency preparedness. The findings from both of these have been communicated to the respective Managers for taking necessary action.
Working Conditions	All the areas are inspected internally for the working conditions, hazards, changes and improvement on a fixed frequency. Reports are being shared with the area/activity owners for necessary corrective actions.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions

The Company has Digital Incident reporting and investigation platform where all the Incidents, Near misses, Observations and corrective & preventive actions arising out of investigation are recorded and tracked for its completion. The findings and recommendations from Internal and External audits are also tracked through this digital platform. Below are the details of actions and its status:

Items	2023 - 2024	2022 - 2023
Action Identified	718	1638
Action Closed	717	1616
Action in progress	01	22

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)

Yes the Company does extend the facility to its Employees and to its Workers.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

- Checklist of compliances is verified and signed off by HR, thereafter, Finance processes the invoice of the value chain partners
- Meetings are conducted with value chain partners to create awareness on Zero Tolerance for non-compliance
- Penalty is levied for delay in payment of statutory dues
- Payment of value chain partners is kept on hold if any statutory dues are not paid

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been/ are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment

	Total no. of affected employees/ workers		No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Employees	Nil	Nil	Nil	1
Workers	Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? ***(Yes/ No)***

No the Company does not have such programs

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and Safety Practices	100% for those operating within the port premises are assessed by the Company's HSSE department
Working Conditions	100% for those operating within the port premises are assessed by the Company's HSSE department

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners

The company's HSSE department conducts safety trainings for its value chain partners for ensuring safe occupational behaviour. HSSE also conducts site visits to check the working conditions in the premises of the value chain partners located inside the port. No major concerns have arisen regarding the health and safety practices and working conditions of value chain partners.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity

   The Company through its CSR activities has identified extremely poor and marginalized groups and has undertaken necessary initiatives through Education for their children.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others- please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Local Community	Yes	Face to face meetings as part of CSR initiatives	Quarterly	The purpose is to support them and uplift them by providing education support to their children.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board

   Based on the regular engagement between the CSR team of the company and the local community, the CSR Committee of the Company is provided with the feedback from time to time. The Directors forming part of the CSR Committee also conduct site visits of various CSR projects once a year for firsthand information on the impact being created on the local communities through various CSR projects of the Company.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity

   As mentioned above, the children of extremely poor and marginalized are being provided support for education. This has been done based on the feedback received from the marginalized community.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups

   As mentioned in 2 above.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies)of the entity, in the following format:

Category	**FY 2023-24 (Current FY)***			**FY 2022-23(Previous FY)***		
	Total (A)	**No. of employees/ workers covered (B)**	**%B/A**	**Total (C)**	**No. of employees/ workers covered (D)**	**%D/C**
Employees						
Permanent						
Other than Permanent						
Total Employees						
Workers						
Permanent						
Other than Permanent						
Total Employees						

*The Company does not have a separate training specific to human rights issues but Human Rights is part of the Company's Code of Conduct and the annual E-learning on Code of Conduct covers the aspect.

2. Details of minimum wages paid to employees and workers in the following format:

Category	FY 2023-24 (Current FY)*					FY 2022-23 (Previous FY)*				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No (B)	%B/A	No (C)	%C/A		No (E)	%E/D	No (F)	%F/D
	Employees									
Permanent										
Male	175	0	0	175	100%	166	0	0	166	100%
Female	10	0	0	10	100%	8	0	0	8	100%
Other than Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
	Workers									
Permanent										
Male	275	0	0	275	100%	283	0	0	283	100%
Female	3	0	0	3	100%	3	0	0	3	100%
Other than Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0

*All employees and workers of the Company are paid more than Minimum Wages

3. Details of remuneration/ salary/ wages in the following format:-

a. Median remuneration/ wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
	Refer note below the table			
Board of Directors (BoD)				
Key Managerial Personnel (KMP)				
Employees other than BoD and KMP				
Workers				

Note: As per the Company's HR Policy, the remuneration levels are uniform for all Male and Female employees depending upon their Job Grade levels and areas of responsibility within the organization. The details of the remuneration paid to the Board of Directors, to Key Managerial Personnel, Median remuneration details for employees is covered in the Directors Report.

b. Gross wages paid to female as % of total wages paid by the entity, in the following format:

	FY 2023-24 Current FY	FY 2022-23 Previous FY
Gross wages paid to female as % of total wages	4%	3.6%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impact or issues caused or contributed to by the business **(Yes/ No)**

   The Head of HR is responsible for addressing the human rights issues.

5. Describe the internal mechanism in place to redress grievances related to human rights issues.

   The grievances pertaining to human rights can be addressed to the Head HR of the Company who is responsible to get them resolved. In case any particular employee is not comfortable raising it to Head HR then the whistleblower mechanism can also be used to report any such grievance and the details are kept completely confidential.

6. Number of complaints on the following made by employees and workers

	FY 2023-24 (Current FY)			**FY 2022-23 (Previous FY)**		
	Filed during the year	**Pending resolution at the end of year**	**Remarks**	**Filed during the year**	**Pending resolution at the end of year**	**Remarks**
Sexual Harassment	Nil	NA		One	NA	The complaint received was investigated, necessary action was taken as per the Company policy and it was closed.
Discrimination at workplace	Nil	NA		Nil	NA	
Child Labour	Nil	NA		Nil	NA	
Forced Labour/ Involuntary Labour	Nil	NA		Nil	NA	
Wages	Nil	NA		Nil	NA	
Other human rights related issues	Nil	NA		Nil	NA	

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	One
Complaints on POSH as a % of female employees/ workers	0	0.01%
Complaints on POSH upheld	0	One

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

   The Company's Head of HR is responsible to ensure the confidentiality is maintained and the names of the complainant and the accused are not revealed in case of a complaint under POSH.

9. Do human rights requirements form part of your business agreements and contracts? **(Yes/No)**

   A suitable clause is included in the agreements and contracts.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties
Child labour	The assessment is need based and is done internally in case any such situation arises.
Forced/ involuntary labour	
Sexual Harassment	
Discrimination at workplace	
Wages	
Others- please specify	

11. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 10 above.

    Not Applicable since no assessment made.

Leadership Indicators

1. Details of business process being modified/ introduced as a result of addressing human rights grievances/ complaints

   Not applicable. The Company has not received any human right grievance/ complaint.

2. Details of scope and coverage of any Human rights due- diligence conducted.

   The Company has not conducted any such due diligence.

3. Is the premise/ office of the entity accessible to differently abled visitors as per the requirements of the Rights of Persons with Disabilities Act, 2016.

   Yes the premises is accessible for differently abled.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	The Company carries out inspection of the site of the value chain operators operating within the port premises to ensure no child labour/ forced labour is being deployed. The confirmation regarding the payment of dues is also obtained from them.
Discrimination at work place	
Child labour	
Forced labour/ involuntary labour	
Wages	
Others- please specify	

5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.

   Not Applicable. No instance of significant risk/ concern has been identified.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
From Renewable Sources		
Total electricity consumption (A)	52,01,953.20	46,88,920.80
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	1,75,29,181.20	0
Total energy consumed from Renewable sources (A+B+C)	**2,27,31,134.40**	**46,88,920.80**
From Non Renewable Sources		
Total electricity consumption (D)	4,72,13,902.80	6,60,24,288.00
Total fuel consumption (E)	11,55,77,988.00	9,37,93,614.00
Energy consumption through other sources (F)	15,68,926.80	82,893.60
Total energy consumed from Non Renewable sources (D+E+F)	**16,43,60,817.60**	**15,99,00,795.60**
Total energy consumed (A+B+C+D+E+F)	**18,70,91,952.00**	**16,45,89,716.40**
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.0189	0.02
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)# (Total energy consumed/ Revenue from operations adjusted for PPP)	0.4330	0.4106
Energy intensity in terms of physical output $	11.6083	10.04
Energy intensity (optional) – the relevant metric may be selected by the entity		

#Revenue from Operations have been adjusted for PPP at 22.88 as per the latest conversion factor published by the World Bank in the Year 2022

$Physical output is taken at Metric Tons (MT) of cargo handled. In that context the conversion of Container TEU to MT has been considered at 15 MT per TEU as per the latest Notification dated 1st March 2017 by the Tariff Authority for Major Ports.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No an independent assessment is yet to be done

2. Does the entity have any sites/ facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   No. The Company does not have any sites under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	**FY 2023-24 (Current FY)**	**FY 2022-23 (Previous FY)**
Water withdrawal by source (in kiloliters)		
(i) Surface water	Nil	Nil
(ii) Groundwater	Nil	Nil
(iii) Third party water*	914236	562600
(iv) Seawater/ desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kiloliters) (i+ii+iii+iv+v)	**914236**	**562600**
Total volume of water consumption (in kiloliters)	**219020**	**238730**
Water intensity per rupee of turnover (Total water consumption/ Revenue from operations)	0.000022	0.000026
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP)	0.00051	0.00060
Water intensity in terms of physical output	0.01359	0.01455
Water intensity (optional)- the relevant metric may be selected by the entity	--	--

*the Company purchases water through Gujarat Water Infrastructure Limited

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. The Company has not carried out any independent assessment.

4. Provide the following details related to water discharged:

Parameter	**FY 2023-24 (Current FY)**	**FY 2022-23 (Previous FY)**
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	Nil	Nil
- No treatment		
- With treatment- please specify level of treatment		
(ii) To Groundwater	Nil	Nil
- No treatment		
- With treatment- please specify level of treatment		

Parameter	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
(iii) To Seawater	Nil	Nil
- No treatment		
- With treatment- please specify level of treatment		
(iv) Sent to third-parties	Nil	Nil
- No treatment		
- With treatment- please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – Tertiary Treatment (MBBR based STP)*	78713	74457
Total water discharged (in kiloliters)	**78713**	**74457**

*Treated water is used for Green belt development and for Dust suppression

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency?(Y/N) If yes, name of the external agency

No. STP treated water analysis is done every month by MOEF&CC and NABL approved laboratory and is found within the approved standard. Gujarat Pollution Control Board (GPCB) also does random sampling of the treated water and it is within the approved standard.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation

   The Company is engaged in Port Services and does not have any Liquid Discharge issues.

6. Please provide details of air emissions (Other than GHG emissions) by the entity in the following format:

Parameter	Please specify unit	FY 2023-24 (Current F Y)	FY 2022-23 (Previous FY)
NOx	µg/m3	44.73	47.38
SOx	µg/m3	23.73	24.21
Particulate matter (PM 10)	µg/m3	7.81	8.77
Particulate matter (PM 2.5)	µg/m3	11.42	10.77
Persistent organic pollutants (POP)	Nil	Nil	Nil
Volatile organic compounds (VOC)	Nil	Nil	Nil
Hazardous air pollutants (HAP)	Nil	Nil	Nil
Others– Carbon Monoxide (CO)	µg/m3	903.73	1145.09

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Gujarat Pollution Control Board (GPCB) has conducted Environment monitoring and found the parameters well within the approved limits. Further, the MOEF&CC & NABL approved laboratory monitors the parameters regularly.

7. Provide the details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity in the following format:

Parameter	Unit	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
T**otal Scope 1 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	1496	883
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	2289	13016
Total Scope 1 and Scope 2 emissions intensity per rupee of Turnover (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations)		0.0000	0.0000

Parameter	Unit	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP)		0.0000	0.0000
Total Scope 1 and Scope 2 emission intensity in terms of physical output		0.0002	0.0008
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		--	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No. The Company has not carried out an independent assessment.

8. Does the entity have any project related to reducing Green House Gas emissions? If yes, then provide details.

   Yes, the Company has installed rooftop based solar plant having capacity of 1000 KWp, and it has been commissioned. The Company has entered into power purchase with a renewable energy supplier. Currently, about 45% of the company's power requirement is being sourced through renewable energy. The company is committed to increase the component of green energy subject to the power policy of Gujarat Government.

9. Provide details related to waste management by the entity in the following format:

Parameter	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Total Waste generated (in metric tonnes)		
Plastic waste ***(A)***	1.79	8.73
E-waste ***(B)***	11.37	32.71
Bio-medical waste ***(C)***	0.077	0.086
Construction and demolition waste ***(D)***	0	0
Battery waste ***(E)***	2.12	2.5
Radioactive waste ***(F)***	0	0
Other Hazardous waste. Please specify, if any. ***(G)*** *Asbestos waste, Mixed cargo waste, used oil, grease, contaminated filter, cotton rags, empty drum*	47.32	254.949
Other Non-hazardous waste generated ***(H).*** *Please specify, if any. MS Scrap, wooden, Rubber, glass, cardboard etc.* (Break-up by composition i.e. by materials relevant to the sector)	334.71	431.311
Total (A+B + C + D + E + F + G + H)	397.387	730.286
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations)	0.0000	0.0000
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Turnover waste generated/ Revenue from operations adjusted for PPP)	0.0000	0.0000
Waste intensity in terms of physical output	0.0000	0.0000
Waste intensity *(optional)*- the relevant metric may be selected by the entity	--	--

Parameter	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0.077	0.086
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total	**0.077**	**0.086**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. The Company has not carried out an independent assessment.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

    Hazardous waste is stored in the Hazardous Waste yard and is being disposed off to the Gujarat Pollution Control Board (GPCB) authorized re-cyclers and re-processors.

    Non Hazardous Waste is segregated at the segregation yard in the form of organic and non-organic waste. Sellable non-organic waste is being sold out to the registered Vendors and the Organic Waste is being used for making Green Manure through Organic Waste Composter Machine.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	Not Applicable		

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Environmental Impact Assessment for Gujarat Pipavav Port Limited	EIA Notification 2006.	April-2023 to March-2024	Yes, NABET & MOEF&CC approved Consultant (M/s. Indomer Hydraulics Consultant)	Yes	GPCB weblink

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	Nil	NA	Nil	NA

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters)

For each facility/ plant located in areas of water stress, provide the following information:

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	**FY 2023-24 (Current FY)**	**FY 2022-23 (Previous FY)**
Water withdrawal by source (in kilolitres)	**NA**	**NA**
(i) Surface water		
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater/ desilnated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kiloliters)		
Water intensity per rupee of turnover (Water consumed/turnover)		
Water intensity (optional)- the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable. The Company purchases water from the Gujarat Water Infrastructure Limited and the Company has implemented a Zero Discharge mechanism. No independent assessment has been carried out.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Not applicable	Not applicable
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The Company does not monitor Scope 3 emissions.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

The Company's port operation is not located in any ecologically sensitive area.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives as per the following format:

Sr. No	Initiative undertaken	Details of the initiative *(Web-link, if any, may be provided along-with summary)*	Outcome of the initiative
1	Mist Canon fogging system for handling dusty cargo received at the port	Mobile type Mist Cannon fogging systems are used for dust control while handling the cargo.	Reduction in Water utilization for dust suppression.
2	Water treatment system for treating Rainwater	Water treatment system is in place for treating wastewater generated during monsoon and the water is being stored in a leachate proof pond.	Treated rainwater is being used for green belt development.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes. The Company has Disaster Management Plan and Business Continuity Plan. It is a reference document for the employees in case of an Emergency. Regular Safety Drills are carried out by the HSSE team to ensure the Standard Operating Procedures are working well. Third party Safety Audit is carried out and improvement areas recommended are incorporated in the Business Continuity Plan/ Disaster Management Plan.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

The value chain partners are the sub-contractors operating inside the port premises performing the activities outsourced by the Company. Considering their scope of work, the Company does not envisage any major adverse impact on the environment.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

The company is yet to make an assessment but as mentioned above, considering the scope of work being performed by the value chain partners, the Company does not envisage any major adverse impact on the environment.

PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. Two

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/affiliated to

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1.	Gujarat Maritime Cluster	State
2	Indian Private Ports and Terminals Association	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	Not Applicable	

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public Policy advocated	Method resorted for such advocacy	Whether information available in public domain (Yes/No)	Frequency of review by Board (Annually/ Half Yearly/ Quarterly/ Others- please specify)	Web link if available
	Not Applicable				

The Company has not advocated on any public policy.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessment (SIA) of projects undertaken by the entity based on applicable laws in the current financial year

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No)	Relevant web link
Not Applicable					

Based on the applicable laws, the Company is not required to carry out Social Impact Assessment study for its projects.

2. Provide information on projects for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

S. No.	Name of Project for which R&R is ongoing	State	District	No of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
	Not Applicable					

The Company does not have any ongoing project requiring to undertake any Rehabilitation and Resettlement.

3. Describe the mechanism to receive and redress grievances of the community

The Company is yet to set up a formal process of receiving and redressal of the community's grievances. But the Company engages with the community to addresses their concerns/ grievances arising from the Company's area of operation.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Directly sourced from MSMEs/ small producers	NA	NA
Directly from within India	NA	NA

The Company does not carry out any manufacturing activity. It is engaged in providing Port Services hence the input material sourcing is not applicable.

5. Job creation in smaller towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Rural	438	442
Semi- Urban	0	0
Urban	1	0
Metropolitan	29	18

(Place to be categorized as per RBI Classification System- rural/ semi-urban/urban/metropolitan)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessment (Reference: Question 1 of Essential Indicators above)

Details of negative social impact identified	Correction action taken

Not applicable. Refer the response in Question 1 above.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (INR)
		Not applicable	

The Company has all its CSR projects in the villages around the port and does not have any project in designated Aspirational District identified by the Government.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable groups (Yes/No)- No

 (b) From which marginalized/ vulnerable group do you procure.

 The Company's port facility is located in a remote location and depending upon the availability of goods in the immediate vicinity the goods are procured

 (c) What percentage of total procurement (by value) does it constitute- Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year) based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share

Not applicable. The company does not own any intellectual properties.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved

Name of authority	Brief of the Case	Corrective action taken

Not applicable. The Company does not have any dispute regarding intellectual property.

6. Details of beneficiaries of CSR Projects

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups

The Company is engaged in providing Port Services at Pipavav in Gujarat State. The port is situated in a remote location. Hence all the CSR projects are being carried out in the villages in the port vicinity for all the communities.

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback

The parent company APM Terminals commissions a third party survey for all its customers covering the entities within the portfolio including Gujarat Pipavav Port Limited. This survey is carried out annually. The customers provide their feedback through the survey and that is shared by APM Terminals with all its entities for taking corrective measures. The status on these corrective measures is reviewed on a regular basis.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage of total turnover
Environmental and social parameters relevant to the product	Not applicable. The Company is engaged in the business of providing Port Services.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	NA		Nil	NA	
Advertising	Nil	NA		Nil	NA	
Cyber- security	Nil	NA		Nil	NA	
Delivery of essential services	Nil	NA		Nil	NA	
Restrictive Trade Practices	Nil	NA		Nil	NA	
Unfair Trade Practices	Nil	NA		Nil	NA	
Other	Nil	NA		Nil	NA	

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NA	NA
Forced recalls	NA	NA

Not applicable. The Company is engaged in providing Port Services and does not manufacture any product.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? **(Yes/No)** If available, provide a web-link of the policy.

   Yes. Cyber Security and Data Privacy forms part of the Company's Code of Conduct. The web link is https://www.apmterminals.com/en/pipavav/investors/governance

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

   Not applicable. No such instances have occurred.

7. Provide the following information relating to data breaches:

   a. Number of instances of data breaches- Nil

   b. Percentage of data breaches involving personally identifiable information of customers- Nil

   c. Impact, if any, of the data breaches- Not applicable

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

   The details about the Company's business of providing Port Services are available on the Company website www.pipavav.com

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

   Not applicable. The Company is engaged in providing Port Services.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services

   Yes the intimation regarding potential disruptions/ discontinuation in providing Port Services due to any incident/reason, is done through Customer Newsletter release from time to time.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   Not applicable

Independent Auditor's Report

To the Members of Gujarat Pipavav Port Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Gujarat Pipavav Port Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2024, and the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2024, and total comprehensive income (comprising of profit and other comprehensive loss), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. 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 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 32(c) to the standalone financial statements which describes the associated uncertainty and the necessary steps being taken by the Company based on external legal expert's advice in relation to the recovery of Bank Guarantee amounting to INR 185.35 million encashed by Gujarat Maritime Board ('GMB') on February 13, 2019, and further demand of Rs. 337.59 million alongwith interest thereupon at the rate of 18% per annum towards liquidated damages, and Rs. 33.36 million towards GST alongwith interest thereupon at the rate of 18% per annum, raised by GMB vide their letter dated October 27, 2021. Our opinion is not modified in respect of this matter.

Key audit matters

5. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Estimation of accruals in respect of incentives and rebates related to volume sales (Refer note 2.4 and 2.23 in the standalone financial statements) The Company recognizes revenue net of trade incentives and rebates wherever applicable. The amounts netted off from revenue is INR 1706.48 million (Refer note 19 in the standalone financial statements) and accrual recognized as at March 31, 2024 on account of incentives and rebates amounted to INR 1,273.83 million (Refer note 18 in the standalone financial statements). Such incentives and rebates are based on contract terms and volume of future sales forecast involving significant management judgement and estimation and accordingly has been determined to be a key audit matter.	In relation to the estimation of accrual in respect of incentives and rebates related to volume sales, we performed procedures, including the following: 1. Assessed the appropriateness of accounting policy and related disclosures in the standalone financial statements. 2. Understood and evaluated the design and tested the operating effectiveness of internal controls over calculations of rebates and incentives and timing of recognition of the same. 3. On a test check basis, verified the credit notes issued during the year in respect of rebates and incentives to customers and compared the same with contractual terms as well as accrual already recognized to assess reasonableness of such accrual recognized. 4. Performed look-back analysis for past trends by comparing recent actuals with the estimates of earlier year and including payments/credit notes issued to customers subsequent to the year end on sample basis.

Key audit matter	How our audit addressed the key audit matter
	5. Performed a sensitivity analysis by reducing and increasing the sales forecasts within a reasonably foreseeable range. 6. Assessed manual journals posted to other than revenue to identify unusual items and corroborating the journals entries with supporting documents. Based on the above procedures performed, we did not identify any significant differences in the Management's estimation of accrual in respect of incentives and rebates related to volume sales where applicable.

Other Information

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

   Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 and those charged with governance for the financial statements

7. 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 standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

9. Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

    - Identify and assess the risks of material misstatement of the 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. 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.

12. 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.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the 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.

Report on other legal and regulatory requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. 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 relating to preparation of the aforesaid standalone financial statements have been kept so far as it appears from our examination of those books, except that with respect to books and records maintained in electronic mode daily backup on servers physically located in India was not maintained for the following: (Refer note 38 in the standalone financial statements)

        i. certain books of account and books and papers for the period 1 April 2023 to 8 December 2023;

        ii. certain other books of account and other books and papers for the period 1 April 2023 to 16 December 2023; and

        iii. records and audit logs.

        iv. the matters stated in paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").

    (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive loss), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

    (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our comment in paragraph 15(b).

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(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 on its financial position in its financial statements – Refer Note 32 to the standalone financial statements.

ii. The Company was not required to recognise a provision as at March 31, 2024 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contract. The Company did not have any derivative contracts as at March 31, 2024.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

iv. (a) The management has represented that, to the best of its knowledge and belief, and as disclosed in the Note 37 (viii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 37 (viii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiarie s") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that audit trail was not available for certain transactions and master data set and for direct database changes. Further, during the course of performing our procedures, except for the aforesaid instances of audit trail not being maintained where the question of our commenting on whether the audit trail has been tampered with does not arise, we did not notice any instance of audit trail feature being tampered with. (Refer note 39 in the standalone financial statements).

16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N500016

Alpa Kedia
Partner
Membership Number: 100681
UDIN: 24100681BKFGDH1871

Mumbai
May 22, 2024

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(g) of the Independent Auditor's Report of even date to the members of Gujarat Pipavav Port Limited on the standalone financial statements for the year ended March 31, 2024

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Gujarat Pipavav Port Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("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 that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

Auditor's Responsibility

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

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024 , based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N500016

Alpa Kedia
Partner
Membership Number: 100681
UDIN: 24100681BKFGDH1871

Mumbai
May 22, 2024

Annexure B to Independent Auditors' Report

Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of Gujarat Pipavav Port Limited on the standalone financial statements as of and for the year ended March 31, 2024

i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. 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) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3(a)(i) to the standalone financial statements, are held in the name of the Company, except for the following:

Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of the Company
Land	INR 24.99 million	Government of Gujarat	No	April 2015	Refer note 1 of Note 3(a)(i) of Standalone financial statements.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the financial statements does not arise.

ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.

iii. (a) The Company has granted unsecured loans to 138 employees (Also refer Note 8(d) to the financial statements). The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to employees are as per the table given. The Company has not made any investments, granted secured/ unsecured advances in nature of loans, or stood guarantee, or provided security to companies /firms/ limited liability partnerships.

Particulars	Interest free Loans to employees Rs.
Aggregate amount granted/ provided during the year - Others	15.03 million
Balance outstanding as a balance sheet date in respect of the above case - Others	5.81 million

(b) In respect of the aforesaid loans to employees the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.

(c) In respect of the loans to employees the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.

(d) In respect of the aforesaid loans to employees, there is no amount which is overdue for more than ninety days.

(e) There were no loans to employees which have fallen due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans to employees.

(f) There were no loans/ advances in nature of loans except to those employees as mentioned above which were granted during the year, including to promoters/ related parties.

iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services of the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.

vii. (a) In our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Professional Tax and Income Tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of sales-tax, duty of customs, duty of excise, value added tax and goods and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax and service tax as at March 31, 2023 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.) (INR million) @	Period to which the amount relates	Forum where the dispute is pending
Income tax Act, 1961	Income Tax	3.36	2013-14	Commissioner of Income Tax (Appeals)
Income tax Act, 1961	Income Tax	74.06#	2014-15	Appeal filed before the Mumbai High Court against ITAT order Further, Miscellaneous Application filed before the ITAT
Income tax Act, 1961	Income Tax	9.59	2019-20	Commissioner of Income Tax (Appeals)
Income tax Act, 1961	Income Tax	6.26	2020-21	Commissioner of Income Tax (Appeals)
Finance Act, 1994	Service Tax	95.71$	2008-09 to 2015-16	Customs, Excise and Service Tax Appellate Tribunal
CGST Act, 2017	Goods and Services Tax	5.11	2018-19	GST (Appellate Authority)

@ Including interest and penalty mentioned in the demand

Net of amounts paid under protest of Rs. 15.00 million

$ Net of amounts paid under protest of Rs. 2.58 million

viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) As the Company did not have any loans or other borrowings from any lender during the year, the reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, the Company has not obtained any term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate company. The Company does not have any subsidiary or joint venture.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its associate company. The Company does not have any subsidiary or joint venture.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(x) (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) 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, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(xi) (b) 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, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(xi) (c) 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, the Company has received four whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause. As explained by the management, there was one complaint in respect of which investigation is ongoing as on the date of our report and our consideration of the complaints having any bearing on our audit is based on the information furnished to us by the management.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 “Related Party Disclosures” specified under Section 133 of the Act.

(xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(xiv) (b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

(xx) (a) The Company has not transferred the amount of Corporate Social Responsibility remaining unspent under sub-section (5) of Section 135 of the Act in respect of "other than ongoing projects" to a Fund specified in Schedule VII to the Act until the date of our report. However, the time period for such transfer, i.e., six months of the expiry of the financial year as permitted under the second proviso to sub-section (5) of Section 135 of the Act has not elapsed until the date of our report. Details are as given below:

Financial year	Amount to be spent in accordance with section 135(5)	Amount remaining unspent as at the year-end to be transferred to fund under Sch. VII	Amount transferred to Fund under Sch. VII, within 6 months from end of financial year (or till the date of audit report, if that is earlier)	Amount transferred to Fund under Sch. VII, after 6 months from end of financial year (till the date of audit report)	Amount not transferred to Fund under Sch. VII, till the date of audit report
(a)	(b)	(c)	(d)	(e)	(f)
2023- 2024	70.07	10.24	Nil	Nil	10.24

(Also, refer Note 25(a) to the standalone financial statements)

(b) The Company has not undertaken any ongoing projects in pursuance of its Corporate Social Responsibility Policy. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N500016

Alpa Kedia
Partner
Membership Number: 100681
UDIN: 24100681BKFGDH1871

Mumbai
May 22, 2024

STANDALONE BALANCE SHEET AS AT 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	12,890.52	12,899.98
Right-of-use-assets	3 (b)	662.83	722.72
Capital work-in-progress	3 (c)	802.30	901.91
Intangible assets	3 (d)	27.49	8.84
Intangible assets under development	3 (e)	2.93	43.63
Investments accounted for using the equity method	4 (a)	830.00	830.00
Financial Assets			
Other financial assets	4 (b)	266.98	224.33
Income tax assets (net)	5 (a)	202.87	202.87
Other non-current assets	6	2.39	6.40
Total non-current assets		**15,688.31**	**15,840.68**
Current assets			
Inventories	7	89.63	75.95
Financial Assets			
(i) Trade receivables	8 (a)	576.66	856.20
(ii) Cash and cash equivalents	8 (b)	236.58	157.71
(iii) Bank balance other than (ii) above	8 (c)	10,209.14	8,790.22
(iv) Loans	8 (d)	5.81	4.73
(v) Other financial assets	4 (b)	29.59	412.30
Other Current assets	9	148.27	230.66
Total current assets		**11,295.68**	**10,527.77**
Total Assets		**26,983.99**	**26,368.45**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10	4,834.40	4,834.40
Other equity			
Reserves and surplus	11	16,092.63	15,948.75
Total equity		**20,927.03**	**20,783.15**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	3(b)	567.28	617.45
(ii) Other financial liabilities	12	106.21	218.22
Employee benefit obligations	13	33.70	25.21
Deferred tax liabilities (net)	14(b)	1,262.10	1,406.86
Other non-current liabilities	15	373.38	421.46
Total non-current liabilities		**2,342.67**	**2,689.20**
Current liabilities			
Financial Liabilities			
(i) Trade payables			
(a) Total outstanding of Micro, Small and Medium Enterprises	16	4.19	17.65
(b) Total outstanding dues other than (a) above	16	599.80	641.78
(ii) Lease liabilities	3(b)	224.84	176.93
(iii) Other financial liabilities	12	325.93	229.13
Provisions	17	814.96	208.00
Employee benefit obligations	13	170.24	134.33
Income tax provisions (net)	5 (b)	4.49	44.20
Other current liabilities	18	1,569.84	1,444.08
Total current liabilities		**3,714.29**	**2,896.10**
Total Liabilities		**6,056.96**	**5,585.30**
Total equity and liabilities		**26,983.99**	**26,368.45**

The above Standalone Balance Sheet should be read in conjunction with the accompanying notes.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	For the year ended 31 Mar 2024	For the year ended 31 Mar 2023
Revenue from operations	19	9,884.29	9,169.50
Other income	20	786.97	510.00
Total Income		**10,671.26**	**9,679.50**
Expenses			
Operating expenses	21	1,746.80	1,922.00
Employee benefits expense	22	791.35	745.81
Finance costs	23	93.20	79.55
Depreciation and amortisation expense	24	1,156.01	1,161.54
Other expenses	25	1,615.61	1,480.28
Total expenses		**5,402.97**	**5,389.18**
Profit before exceptional items and tax		**5,268.29**	**4,290.32**
Exceptional items	26	530.28	371.67
Profit before tax		**4,738.01**	**3,918.65**
Tax expense :			
For the year			
Current tax expense	14 (a)	1,341.41	1,047.01
Deferred tax (credit) / expense	14 (b)	(141.38)	(46.16)
Total tax expense		**1,200.03**	**1,000.85**
Profit for the year		**3,537.98**	**2,917.80**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Re-measurement of post-employment benefit obligations		(13.40)	8.94
- Less: Income tax relating to above		3.38	(2.24)
Other comprehensive (loss)/income for the year, net of tax		**(10.02)**	**6.70**
Total comprehensive income for the year		**3,527.96**	**2,924.50**
Earning per equity share [face value per share INR 10 (31 March 2023: INR10)]			
Basic earnings per share	33	7.32	6.04
Diluted earnings per share	33	7.32	6.04

The above Standalone Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our report of even date attached.
For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

A. Equity share capital

	Notes	Amount
As at 31 March 2022		**4,834.40**
Changes in equity share capital	10	-
As at 31 March 2023		**4,834.40**
Changes in the equity share capital	10	-
As at 31 March 2024		**4,834.40**

B. Other equity

Particulars	Attributable to owners of Gujarat Pipavav Port Limited			
	Notes	Reserves and Surplus		Total Other Equity
		Securities Premium Reserve	Retained Earnings	
Balance at 1 April 2022	11(i)	14,288.87	1,200.93	15,489.80
Profit for the year			2,917.80	2,917.80
Other Comprehensive Income			6.70	6.70
Total comprehensive income for the year ended 31 March 2023			**2,924.50**	**2,924.50**
Transaction with owners in their capacity as owners:				
Dividends paid			(2,465.55)	(2,465.55)
Balance at 31 March 2023	11(i)	14,288.87	1,659.88	15,948.75
Profit for the year	11(ii)		3,537.98	3,537.98
Other Comprehensive Income			(10.02)	(10.02)
Total comprehensive income for the year ended 31 March 2024			**3,527.96**	**3,527.96**
Transaction with owners in their capacity as owners:				
Dividends paid			(3,384.08)	(3,384.08)
Balance at 31 March 2024		**14,288.87**	**1,803.76**	**16,092.63**

The above Standalone Statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Cash flows from operating activities		
Profit before Income tax	4,738.01	3,918.65
Adjustments for :		
Deferred income recognised	(48.24)	(51.31)
Depreciation and amortisation expense	1,156.01	1,161.54
Finance costs	93.20	79.55
Interest on litigation provisions	518.24	-
Dividend and interest income classified as investing cash flows	(685.01)	(405.69)
Loss on disposal of property, plant and equipment	1.23	4.55
Loss on termination of leased asset	6.50	-
Sundry balances written (back) / off	(11.74)	0.28
Provisions for doubtful debts and inventory	(2.40)	17.56
Bad debts written off	1.14	7.58
Inventory Write Off	-	2.91
Foreign currency transactions and translations differences	4.62	8.87
Provision for security deposit	-	4.23
	5,771.56	**4,748.72**
Operating profit before working capital changes		
Decrease / (Increase) in trade receivables	282.33	(360.23)
(Increase) / Decrease in inventories	(19.83)	12.92
(Increase) / Decrease in loans	(1.08)	1.61
(Increase) / Decrease in other financial assets	(39.17)	1.69
Decrease / (Increase) in other assets	82.40	(44.12)
(Decrease) / Increase in trade payables	(10.29)	189.20
Increase / (Decrease) in employee benefit obligations	31.00	(1.88)
(Decrease) / Increase in other financial liabilities	(74.46)	1.03
Increase in provision	88.73	-
Increase in other current liabilities	119.97	225.18
	459.60	**25.40**
Cash generated from operations	6,231.16	4,774.12
Income taxes paid	(1,381.12)	(1,072.75)
Net cash inflow from operating activities	**4,850.04**	**3,701.37**
Cash flows from investing activities		
Payments for property, plant and equipment	(712.69)	(578.25)
Payments for termination of leased asset	(6.96)	-
Dividends received from Associate company	38.00	-
Interest received	590.21	278.54
Placement of fixed deposits with Banks	(14,110.58)	(27,010.68)
Proceeds from maturity of fixed deposits with Banks	13,127.89	26,493.68
Net cash outflow from investing activities	**(1,074.13)**	**(816.71)**

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Cash flows from financing activities		
Interest paid	(3.11)	(4.95)
Repayment of lease liability	(309.85)	(260.07)
Dividends paid to Company's shareholders	(3,383.89)	(2,464.41)
Unclaimed Dividend	(0.19)	(1.14)
Net cash outflow from financing activities	**(3,697.04)**	**(2,730.57)**
Net Increase in cash and cash equivalents	**78.87**	**154.09**
Cash and cash equivalents at the beginning of the financial year	157.71	3.62
Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at end of the year	**236.58**	**157.71**
Non cash financing and investing activites		
Acquitions of right of use assets	185.67	534.67

Reconciliation of cash and cash equivalents as per the cash flow statement

	31 March 2024	31 March 2023
Cash and cash equivalents as per above comprise of the following		
Cash and cash equivalents	236.58	157.71
Balance as per statement of cash flows	236.58	157.71

The above Standalone Statement of Cash Flows should be read in conjunction with the accompanying notes.

As per our report of even date attached.
For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

1. Company overview

i. Gujarat Pipavav Port Limited, ("the Company") was incorporated on 5 August 1992 to construct, operate and maintain an all-weather port at Pipavav, District Amreli, in the State of Gujarat.

ii. The port is designed to handle bulk, container, liquid cargo and RORO and to provide port services such as marine services, material handling and storage operations.

iii. The Company has entered into a 30 year Concession Agreement with Government of Gujarat and Gujarat Maritime Board ("GMB") dated 30 September 1998 to engage in the business of developing, constructing, operating and maintaining the port on a BOOT (Build Own Operate Transfer) basis.

iv. During the year 2005, AP Moller-Maersk group together with certain financial investors acquired the complete shareholdings held by the original promoter viz. Seaking Infrastructure Limited ("SKIL") group, on receipt of approval from Government of Gujarat, and GMB. Accordingly, AP Moller-Maersk group became the key promoter of the Company under the Concession agreement.

v. Pursuant to the approval of the shareholders of the Company in an extra ordinary general meeting held on 17 November 2009, the Company has issued and allotted through Initial Public Offering (IPO) 108,695,652 equity shares of INR 10 each at a premium of INR 36 per share aggregating to a total of INR 5,000 million to all categories of investors. The issue was made in accordance with the terms of the Company's prospectus dated 30 August 2010 and the shares got listed on 9 September 2010 on Bombay Stock Exchange and National Stock Exchange.

The Standalone financial statements were authorised for issue by the board of directors on May 22, 2024.

2. Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these Standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis of preparation of financial statements

(i) Compliance with Ind AS

The Standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical cost convention

The Standalone financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities are measured at fair value ; and
- defined benefit plans – plan assets measured at fair value

(iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Division II of the Schedule III to the Act. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iv) New and amended standards adopted by the Company

The Ministry of Corporate Affairs vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, which amended certain accounting standards and are effective 1 April 2023:

- Disclosure of accounting policies – amendments to Ind AS 1
- Definition of accounting estimates – amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction – amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Company's accounting policy already complies with the now mandatory treatment.

2.2. Use of estimates:

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the accounting period in which such revision takes place.

2.3. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Managing Director and Chief Financial Officer of the Company are the chief operating decision makers. Refer note 35 for segment information presented.

2.4. Revenue recognition

Company is engaged in providing port services such as marine services, material handling and storage operations. Revenue is recognized from rendering of services at a point in time upon the completion of services as per contract with customers except for revenue from storage operations which is recognised on a time proportion basis. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company satisfies the performance obligation as per the contract.

Rebate and discount is offered to the esteemed customers who achieve a threshold volume specified in individual contracts and are recognized as refund liabilities.

Estate income is recognised on lease of office premises as per the contract entered.

2.5. Government Grant

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of profit and loss on a straight-line basis over the expected lives of the related assets and presented within other income.

2.6. Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its associate operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Standalone financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Standalone Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income/loss or directly in equity. In this case, the tax is also recognised in other comprehensive income/loss or directly in equity, respectively.

2.7. Leases

As a lessee

The Company has taken various assets on lease such as tugs, boats, offices, land, etc. Rental contracts are typically made for longer fixed periods.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments),
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the company entities use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

2.8. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9. Exceptional Items

Company recognises exceptional item when items of income and expenses within Statement of Profit and Loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period.

2.10. Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components.

For trade receivables and contract assets, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

2.11. Inventories

Inventories comprise of stores, spares, loose tools, fuel and lubricants and are held for maintenance and repairs of various assets at the Port. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting discounts. These are carried at the lower of cost and net realisable value. Costs are assigned to individual items of inventory on the basis of weighted average method. Systematic provisioning is made for inventories held for more than a year. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

2.12. Investment and Other Financial assets

(i) Classification of financials assets at amortised costs

The Company classifies its financial assets at amortised costs only if both the following criteria are met:

- The asset is held within a business model whose objective is to collect the contractual cash flows, and
- The contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial assets are classified at amortised cost comprise trade receivables and loans.

(ii) Classification

The Company classifies its financial assets at amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(iii) Initial recognition and Measurement

At initial recognition, the Company measures a financial asset (excluding trade receivables which do not contain a significant financing component) at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the Statement of Profit and Loss.

(iv) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 28 details how the Company determines whether there has been a significant increase in credit risk.

(v) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(vi) Income recognition

Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost is calculated using the effective interest method is recognised in the Statement of Profit and Loss as part of other income. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividends

Dividends are recognised in the Standalone Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.13. Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on the straight-line method, over the estimated useful life of each asset from the subsequent month of the date of purchase.

The estimated useful life of assets which are those prescribed in Schedule II are as follows:

- Buildings 5 - 60 years
- Computer Software 3 years
- Furniture and Fittings 5 - 10 years
- Motor Vehicles 8 years
- Plant, Machinery and Equipment 3 - 15 years

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

Based on internal technical evaluation following assets have a different useful life than prescribed by schedule II of the Act.

Asset Details	Block of Assets	Technical Estimate in Years
Ship to Shore Cranes	Plant, Machinery and Equipment	20
Power Distribution Systems	Plant, Machinery and Equipment	15
Carpeted Roads	Port Road - External	20
Jetties	Plant, Machinery and Equipment	30
Dredging	Dredging	50
Boundary Wall	Buildings	20
Old Residential Complex, Marine Office Building, Warehouses and Guest houses	Buildings	15
Railway sidings	Railway sidings	30

All assets costing individually INR 125,000 or less are depreciated fully in the year of purchase.

The useful lives are reviewed by the management at each reporting date and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss within other gains/(losses).

In accordance with Concession agreement all contracted immovable and movable assets shall be transferred to and shall vest in GMB at the end of the concession period, for consideration equivalent to the Depreciated Replacement Value (DRV). The DRV needs to be computed as at the date of expiry of the agreement and is therefore currently not determinable. Accordingly, these assets are depreciated based on their estimated useful lives after taking into consideration likely extension of the agreement.

2.14. Intangible assets

(a) Acquired Intangible Assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and / or accumulated impairment loss, if any.

Intangible assets are amortised in the Statement of Profit and Loss using the straight line method over their estimated useful lives, from the date that they are available for use. Accordingly, at present, these are being amortised on straight line basis based on the period of the licence in case of licensed software or for 3 years. Such intangible assets that are not yet available for use are tested annually for impairment.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

(b) Internally-generated intangible assets

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- management's intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset is recognised. Where no internally-generated intangible asset can be recognized, development expenditure is charged to the Standalone Statement of Profit and Loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets acquired separately.

2.15. Financial Liabilities

(a) Classification

Financial liabilities issued by the entity are classified according to the substance of the contractual arrangements entered into and the definition of a financial liability.

(b) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified at fair value through profit and loss.

(c) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Financial liabilities are classified as measured at amortised cost. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Standalone Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Standalone Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

(d) Derecognition

A financial liability is derecognised 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 and Loss, unless it is in the nature of equity contribution by parent.

2.16. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.17. Employee benefits

(i) 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 employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Post-employment obligations

Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance sheet date.

All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC) under the Group Gratuity cum Life Assurance (Cash Accumulation) Scheme.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income/loss. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit and Loss as past service cost.

(iii) Other Long term employee benefit obligation

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the period in which they arise.

The obligations are presented as current liabilities in the balance sheet if the entity 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.

2.18. Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.19. Contingent liabilities

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

2.20. Earnings per share (EPS)

The basic EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.

2.21. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.22. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of it's property, plant and equipment, investment properties and intangible assets measured as per previous GAAP and use that carrying value as the deemed cost of property, plant and equipment, investment properties and intangible assets.

2.23. Critical estimates and judgements

The preparation of financial statements require the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise the judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line in the financial statements.

The areas involving critical estimates or judgements are:

- Estimates of current tax expense and deferred tax expense-Refer Note 5 and 14
- Estimated useful life of Property, Plant and Equipment and Intangible assets-Refer Note 2.13, 2.14, 3(a) and 3(d)
- Estimation of defined benefit obligation-Refer Note 13
- Estimation of fair value of contingent liabilities-Refer Note 32
- Estimation of accruals in respect of incentives and rebates related to sale volume-Refer Note 18 (a)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3(a) (i) Property, plant and equipment [1 April 2023 to 31 March 2024]

Particulars	Gross Carrying Amount					Accumulated Depreciation				Net Carrying Amount
	As at 1 April 2023	Additions during the year	Transfers during the year	Deductions	As at 31 March 2024	As at 1 April 2023	Charge on account of Depreciation for the year	Deductions	As at 31 March 2024	As at 31 March 2024
Land and site development	320.37	-	-	-	**320.37**	-	-	-	-	**320.37**
Buildings	5,784.65	596.12	-	0.27	**6,380.50**	1,719.44	153.30	0.12	1,872.62	**4,507.88**
Port Road - External	734.59	-	-	-	**734.59**	385.57	32.22	-	417.79	**316.80**
Plant, Machinery and Equipments	10,049.64	206.88	-	117.62	**10,138.90**	5,323.21	595.01	116.67	5,801.55	**4,337.35**
Dredging	3,869.19	-	-	-	**3,869.19**	722.76	90.61	-	813.37	**3,055.82**
Railway sidings	389.11	82.23	-	-	**471.34**	115.39	26.57	-	141.96	**329.38**
Furniture, Fittings and Leasehold Improvements	32.00	2.23	-	0.52	**33.71**	26.75	3.36	0.52	29.59	**4.12**
Motor Vehicles	27.23	8.77	-	3.38	**32.62**	13.68	3.37	3.23	13.82	**18.80**
Total	**21,206.78**	**896.23**	**-**	**121.79**	**21,981.22**	**8,306.80**	**904.44**	**120.54**	**9,090.70**	**12,890.52**
Capital work in progress	901.91	969.03	1,068.64	-	**802.30**	-	-	-	-	**802.30**

Notes :

1. Land and site development includes
   - Freehold land of INR 50.55 million
   - Land aggregating INR 24.99 million was purchased during prior years for handing it over to Government of Gujarat, pursuant to the order issued by Hon'ble Supreme Court. This land has been exchanged with the land located inside the port premises which does not form part of the current Concession with Gujarat Maritime Board (GMB).
   - Expenditure of INR 244.83 million incurred towards Land Filling and Site development.
2. Refer to note 30 for disclosure of capital commitments for the acquisition of property, plant and equipment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3(a)(ii) Property, plant and equipment [1 April 2022 to 31 March 2023]

Particulars	Gross Carrying Amount					Accumulated Depreciation				Net Carrying Amount
	As at 1 April 2022	Additions during the year	Transfers during the year	Deductions	As at 31 March 2023	As at 1 April 2022	Charge on account of Depreciation for the year	Deductions	As at 31 March 2023	As at 31 March 2023
Land and site development	320.37	-	-	-	**320.37**	-	-	-	-	**320.37**
Buildings	5,768.48	46.51	-	30.34	**5,784.65**	1,596.37	153.41	30.34	1,719.44	**4,065.21**
Port Road - External	734.59	-	-	-	**734.59**	351.97	33.60	-	385.57	**349.02**
Plant, Machinery and Equipments	9,935.30	121.86	-	7.52	**10,049.64**	4,691.47	636.02	4.28	5,323.21	**4,726.43**
Dredging	3,869.19	-	-	-	**3,869.19**	632.28	90.48	-	722.76	**3,146.43**
Railway sidings	389.11	-	-	-	**389.11**	91.89	23.50	-	115.39	**273.72**
Furniture, Fittings and Leasehold Improvements	30.73	1.38	-	0.11	**32.00**	24.59	2.27	0.11	26.75	**5.25**
Motor Vehicles	25.06	9.44	-	7.27	**27.23**	16.63	2.67	5.62	13.68	**13.55**
Total	**21,072.83**	**179.19**	**-**	**45.24**	**21,206.78**	**7,405.20**	**941.95**	**40.35**	**8,306.80**	**12,899.98**
Capital work in progress	473.89	1,141.87	713.85	-	**901.91**	-	-	-	-	**901.91**

Notes :

1. Land and site development includes
   - Freehold land of INR 50.55 million
   - Land aggregating INR 24.99 million was purchased during prior years for handing it over to Government of Gujarat, pursuant to the order issued by Hon'ble Supreme Court. This land has been exchanged with the land located inside the port premises which does not form part of the current Concession with Gujarat Maritime Board (GMB).
   - Expenditure of INR 244.83 million incurred towards Land Filling and Site development.
2. Refer to note 30 for disclosure of capital commitments for the acquisition of property, plant and equipment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3(b) (i) Leases

(i) Amount recognised in the Balance Sheet

The Balance Sheet shows the following amounts relating to leases:

	As at 31 March 2024	As at 31 March 2023
Right of Use Assets		
Land	42.55	52.00
Plant & Machinery	580.36	606.46
Administration Building	10.66	18.48
Containers	-	10.57
Workshop and Operational Buildings	29.26	35.21
Total	**662.83**	**722.72**
Lease Liabilities		
Current	224.84	176.93
Non current	567.28	617.45
Total	**792.12**	**794.38**

Additions to the right-of-use assets during the year were INR 185.67 million (31 March 2023 INR 534.67 million)

(ii) Amount recognised in the statement of profit and loss

The statement of profit or loss shows the following amounts relating to leases:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation charge of right of use assets		
Land	9.46	9.46
Plant & Machinery	211.77	193.54
Administration Building	7.82	7.47
Containers	3.64	1.82
Workshop & Operational Buildings	5.94	0.99
Total	**238.63**	**213.28**
Interest expenses (Included in finance cost)	83.70	75.64
Expenses relating to short-term lease not included in lease liabilities (Included in operating expenses)	412.09	379.99
Expenses relating to leases of low-value assets that are not included in lease liabilities (Included in operating expenses)	0.79	0.11

The total cash outflow for leases for the year was INR 309.85 million (31 March 2023 was INR 260.07 million)

The lease contains variable payment terms that are linked to the movement of the container outside the Port premises during the period. Variable lease payments that depend on movement of the containers are recognised in profit or loss in the period in which the movement occurs. During the current year, there are no container movements.

3(c) (i) Capital work in progress

	As at 31 March 2024	As at 31 March 2023
Capital work in progress	802.30	901.91
Total	**802.30**	**901.91**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

31st March'2024: Capital work-in-progress mainly comprises of Upgradation of Fire Fighting System at Liquid Jetty, Fertilizer shed at CFS area (7,500 sqm apx), Jetty Fendering System replacement, Development of Railway Infrastructure for DFC Corridor Compatibility and Network refresh project for Pipavav.

31st March'2023: Capital work-in-progress mainly comprises of Upgradation of existing liquid jetty to handle VLGC Vessels, Development of Railway Infrastructure for DFC Corridor Compatibility, Upgradation of Fire Fighting System at Liquid Jetty, Installation of Additional Mechanical Bagging Machines for Fertilizer Evacuation, All Port area illumination upgradation, Rail Replacement at RMGC Yard, HP data Storage replacement.

(a) Aging of CWIP as on 31st March 2024

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	676.94	104.64	3.09	17.63	**802.30**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**676.94**	**104.64**	**3.09**	**17.63**	**802.30**

(b) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Upgradation of Fire Fighting System at Liquid Jetty	298.90	-	-	-	298.90
Jetty Fendering System replacement	86.10	-	-	-	86.10
Development of Railway Infrastructure for DFC Corridor Compatibility	29.84	-	-	-	29.84
Network refresh project for Pipavav	29.12	-	-	-	29.12
Construction of pedestrian walkway at Fertilizer Shed	9.98	-	-	-	9.98
Pedestrian walkway with concrete barriers	9.02	-	-	-	9.02
Road weighbridges 100 MT capacity with civil foundation works	8.22	-	-	-	8.22
Upgradation of existing liquid jetty to handle VLGC Vessels	6.21	-	-	-	6.21
Miscellaneous*	39.09	-	-	-	39.09
Total	**516.48**	**-**	**-**	**-**	**516.48**

* Projects amounting to less than INR 5 million are clubbed together

(c) Aging of CWIP as on 31st March 2023

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	326.69	281.00	282.01	12.21	**901.91**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**326.69**	**281.00**	**282.01**	**12.21**	**901.91**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(d) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Upgradation of existing liquid jetty to handle VLGC Vessels	447.23	-	-	-	447.23
Development of Railway Infrastructure for DFC Corridor Compatibility	255.47	-	-	-	255.47
Upgradation of Fire Fighting System at Liquid Jetty	64.30	-	-	-	64.30
Installation of Additional Mechanical Bagging Machines for Fertilizer Evacuation	38.09	-	-	-	38.09
Rail Replacement at RMGC Yard	17.27	-	-	-	17.27
HP data Storage replacement	12.84	-	-	-	12.84
Construction of pedestrian walkway at Fertilizer Shed	6.80	-	-	-	6.80
Miscellaneous*	24.89	-	-	-	24.89
Total	**866.89**	**-**	**-**	**-**	**866.89**

* Projects amounting to less than INR 5 million are clubbed together

3(d) (i) Intangible Assets

Particulars	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount
	As at 1 April 2023	Additions during the year	Deductions/ Adjuments during the year	As at 31 March 2024	As at 1 April 2023	Charge on account of Amortisation for the year	On Deductions / Adjuments	As at 31 March 2024	As at 31 March 2024
Computer Software	58.93	31.59	1.04	**89.48**	50.09	12.94	1.04	**61.99**	27.49
Total	**58.93**	**31.59**	**1.04**	**89.48**	**50.09**	**12.94**	**1.04**	**61.99**	**27.49**
Intangible assets under development	43.63	4.14	44.84	**2.93**	-	-	-	-	**2.93**

3(d) (ii) Intangible Assets

Particulars	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount
	As at 1 April 2022	Additions during the year	Deductions/ Adjuments during the year	As at 31 March 2023	As at 1 April 2022	Charge on account of Amortisation for the year	On Deductions / Adjuments	As at 31 March 2023	As at 31 March 2023
Computer Software	56.95	1.98	-	**58.93**	43.78	6.31	-	**50.09**	8.84
Total	**56.95**	**1.98**	**-**	**58.93**	**43.78**	**6.31**	**-**	**50.09**	**8.84**
Intangible assets under development	16.45	29.16	1.98	**43.63**	-	-	-	-	**43.63**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3(e) (i) Intangible assets under development

	As at 31 March 2024	As at 31 March 2023
Intangible assets under development	2.93	43.63
Total	**2.93**	**43.63**

31st March'2024: Intangible assets under development comprises of Video AI for Wildlife detection, Asset Digitalization Project and Fixed asset tagging project.

31st March'2023: Intangible assets under development comprises of Asset Digitalization Project and Navis Stress test OEM cost.

(a) Aging of Intangible assets under development as on 31st March 2024

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	2.93	-	-	-	**2.93**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**2.93**	**-**	**-**	**-**	**2.93**

(b) Completion schedule for Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Asset Digitalization Project	0.33	-	-	-	0.33
Fixed asset tagging project	0.26	-	-	-	0.26
Total	**0.59**	**-**	**-**	**-**	**0.59**

(c) Aging of Intangible assets under development as on 31st March 2023

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	27.68	15.95	-	-	43.63
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**27.68**	**15.95**	**-**	**-**	**43.63**

(d) Completion schedule for Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Asset Digitalization Project	41.36	-	-	-	41.36
Total	**41.36**	**-**	**-**	**-**	**41.36**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

4 (a) Investments

	As at 31 March 2024	As at 31 March 2023
Investments in equity instruments (fully paid up) :		
Unquoted		
76,000,010 (31 March 2023 : 76,000,010) equity shares of INR 10 each of Pipavav Railway Corporation Limited. (Associate company of Gujarat Pipavav Port Limited)	830.00	830.00
Total investment in equity instruments	**830.00**	**830.00**
Total non-current investments	**830.00**	**830.00**
Aggregate amount of unquoted investments	830.00	830.00
Aggregate amount of impairment in the value of investments	-	-

4 (b) Other financials assets

	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Security deposits - considered good	51.58	3.58	38.98	3.02
Security deposits - considered doubtful	-	4.23	-	4.23
Less: Loss allowance	-	(4.23)	-	(4.23)
Fixed deposits of original maturity of more than 12 months	30.05	-	-	409.28
Receivable from Gujarat Maritime Board (Refer Note 32)	185.35	-	185.35	-
Others	-	26.01	-	-
Total other financials assets	**266.98**	**29.59**	**224.33**	**412.30**

5 (a) Income tax assets (net)

	As at 31 March 2024	As at 31 March 2023
Advance Tax *	202.87	202.87
Total Current tax assets (net)	**202.87**	**202.87**

* Net of provision for tax of INR 5,230.38 million (31 March 2023 : INR 5,230.38 million)

	As at 31 March 2024	As at 31 March 2023
Opening Balance	202.87	202.87
Closing Balance	202.87	202.87

5 (b) Income tax provisions (net)

	As at 31 March 2024	As at 31 March 2023
Provision for tax #	4.49	44.20
Total Current tax provisions (net)	**4.49**	**44.20**

Net of Advance tax of INR 3,034.43 million (31 March 2023 : INR 1,653.30 million)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Reconciliation of Income tax provisions

	As at 31 March 2024	As at 31 March 2023
Opening Balance	44.20	69.94
Add: Current tax payable for the year	1,341.41	1,047.01
Less: Taxes Paid	(1,381.12)	(1,072.75)
Closing Balance	4.49	44.20

6 Other non-current assets

	As at 31 March 2024	As at 31 March 2023
Capital advances	2.39	6.40
Total other non-current assets	**2.39**	**6.40**

7 Inventories

	As at 31 March 2024	As at 31 March 2023
Stores and spares	89.63	75.95
Total inventories	**89.63**	**75.95**

Amounts recognised in Statement of Profit and Loss

Write down of Inventories to net realisable value amounted to INR 6.15 million (As at 31 March 2023 : 10.03 million). These are recognised as an expense (Refer note - 25)

8 (a) Trade receivables

	As at 31 March 2024	As at 31 March 2023
Trade receivables from contracts with customers-billed	309.64	411.55
Trade receivables from contracts with customers-unbilled	57.23	96.08
Trade receivables from contracts with related parties-unbilled (Refer note - 34)	-	44.21
Trade receivables from contracts with related parties-billed (Refer note - 34)	281.52	384.64
Loss allowance (Refer note - 28)	(71.73)	(80.28)
Total trade receivables	**576.66**	**856.20**

Break-up of security details

	As at 31 March 2024	As at 31 March 2023
Trade receivables considered good-secured	43.00	16.79
Trade receivables which have significant increase in credit risk	8.42	13.33
Credit impaired	63.30	66.95
Loss allowance	(71.73)	(80.28)
Total trade receivables	**576.66**	**856.20**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

8 (a) (i) Aging of trade receivables:

As at 31 March 2024

	Unbilled	Not due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	57.23	178.46	320.40	11.70	8.23	0.10	0.54	576.66
which have significant increase in credit risk	-	-	4.60	2.08	1.74	-	-	8.42
credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	0.26	1.12	0.95	60.98	63.31
Total	**57.23**	**178.46**	**325.00**	**14.04**	**11.09**	**1.05**	**61.52**	**648.39**

As at 31 March 2023

	Unbilled	Not due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	140.29	261.21	431.99	21.85	0.23	-	0.63	856.20
which have significant increase in credit risk	-	-	9.96	3.37	-	-	-	13.33
credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	0.03	2.80	1.31	1.19	61.62	66.95
Total	**140.29**	**261.21**	**441.98**	**28.02**	**1.54**	**1.19**	**62.25**	**936.48**

8 (b) Cash and cash equivalents

	As at 31 March 2024	As at 31 March 2023
Cash on hand	-	-
- In current accounts	35.09	52.71
- In Exchange Earners' Foreign Currency accounts	-	0.00
- Deposits with maturity of less than three months	201.49	105.00
Total cash and cash equivalents	**236.58**	**157.71**

Note: There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

8 (c) Other bank balances

	As at 31 March 2024	As at 31 March 2023
Deposits with original maturity of more than three months but less than 12 months	10,199.08	8,780.35
Unpaid share application money #	-	-
Unpaid dividend account	10.06	9.87
Total other bank balances	**10,209.14**	**8,790.22**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

8 (d) Loans

	As at 31 March 2024	As at 31 March 2023
Loans to employees - unsecured considered good	5.81	4.73
Total loans	**5.81**	**4.73**

9 Other current assets

	As at 31 March 2024	As at 31 March 2023
Advance for supplies	31.91	151.66
Prepaid expenses	80.59	13.76
Balances with government authorities	31.94	41.42
Receivable from Gujarat Marchitime Board [Refer Note 33(b)]	-	-
Deposit with Government authorities	2.58	-
Other receivables	-	19.37
Total other current assets	**148.27**	**230.66**

10 Equity share capital

	As at 31 March 2024	As at 31 March 2023
Authorised share capital		
600,000,000 (31 March 2023 : 600,000,000) equity shares of INR 10 each	6,000.00	6,000.00
	6,000.00	**6,000.00**
Issued, subscribed and paid up share capital		
483,439,910 (31 March 2023 : 483,439,910) equity shares of INR 10 each, fully paid-up	4,834.40	4,834.40
	4,834.40	**4,834.40**

a Reconciliation of number of equity shares outstanding as at the beginning and at the end of reporting period

	As at 31 March 2024		As at 31 March 2023	
	Number	INR	Number	INR
Equity shares at the commencement of the year	483,439,910	4,834.40	483,439,910	4,834.40
Issued during the year	-	-	-	-
At the end of the year	**483,439,910**	**4,834.40**	**483,439,910**	**4,834.40**

b Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

c Equity shares in the Company held by each shareholder holding more than 5% shares #

Name of Shareholder	As at 31 March 2024		As at 31 March 2023	
	Number	Percentage	Number	Percentage
APM Terminals Mauritius Limited	212,738,931	44.01%	212,738,931	44.01%
ICICI Prudential Mutual Fund	11,122,320	2.30%	35,336,063	7.31%
HDFC Mutual Fund	44,587,394	9.22%	39,516,488	8.17%

As per the records of the Company, including its register of members.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

d Details of shareholding of promoters:

Name of the promoter	As at 31 March 2024			As at 31 March 2023		
	Number of shares	Percentage of total number of shares	Percentage of change during the year	Number of shares	Percentage of total number of shares	Percentage of change during the year
APM Terminals Mauritius Limited	212,738,931	44.01%	0.00%	212,738,931	44.01%	0.00%

11 Reserves and surplus

	As at 31 March 2024	As at 31 March 2023
Securities premium [Refer Note- (i) below]	14,288.87	14,288.87
Retained earnings [Refer Note- (ii) below]	1,803.76	1,659.88
Total reserves and surplus	**16,092.63**	**15,948.75**

(i) Securities premium *

	As at 31 March 2024	As at 31 March 2023
Opening balance	14,288.87	14,288.87
Movement during the year	-	-
Closing balance	**14,288.87**	**14,288.87**

*Securities premium is used to record the premium on issue of shares. This is utilised in accordance with the provisions of the Act.

(ii) Retained earnings

	As at 31 March 2024	As at 31 March 2023
Opening balance	1,659.88	1,200.93
Net profit for the year	3,537.98	2,917.80
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post employment benefit obligation, net of tax	(10.02)	6.70
Dividends		
- Final dividend for the year ended	(1,643.70)	(1,160.26)
- Interim dividend for the year ended	(1,740.38)	(1,305.29)
Closing balance	**1,803.76**	**1,659.88**

12 Other financial liabilities

	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Retention monies payable	79.01	99.52	108.61	55.00
Security deposits received *	27.20	62.72	20.88	66.51
Capital creditors *	-	153.63	-	97.75
Unclaimed dividend (Refer note below)	-	10.06	-	9.87
Other Security deposit	-	-	88.73	-
Total other financial liabilities	**106.21**	**325.93**	**218.22**	**229.13**

Note :

There are no amounts due for payment to Investor Education and Protection Fund under Section 125 of The Companies Act 2013 as at the year end.

* For due to related parties refer note - 34

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

13 Employee benefits obligations

	As at 31 March 2024		As at 31 March 2023	
	Non-current	**Current**	**Non-current**	**Current**
Compensated absences [Refer note (i) below]	-	49.38	-	46.61
Gratuity [Refer note (iii) below]	10.19	20.33	-	14.79
Other employee benefits payables	23.51	100.53	25.21	72.93
Total employee benefits obligations	**33.70**	**170.24**	**25.21**	**134.33**

(i) Compensated absences

The leave salary is payable to all eligible employees for each day of accumulated leave on death or on resignation. Amount charged to the Statement of Profit and Loss on account of compensated absences during the year amounts to INR 9.50 million (31 March 2023: INR 5.10 million) and is included in Note 22 - 'Employee benefits expense'. Accumulated current provision for compensated absences aggregates to INR 49.38 million (31 March 2023: INR 46.61 million). The entire amount of the provision of INR 49.38 million (31 March 2023: INR 46.61 million) is presented as current, since the Company does not have an unconditional right to defer settlement for compensated absences.

(ii) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed as it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 31.14 million (31 March 2023 – INR 30.69 million).

(iii) Post-employment obligations - Gratuity

The Company makes annual contribution to the Employee's Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded defined benefit plan for employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service. Gratuity payments due to employees are processed disregarding the upper limits specified by Income Tax Act, 1961 and The Payment of Gratuity Act, 1972.

The amount recognised in the balance sheet and movements in the net defined benefit obligation over the years are as follows :

	Present value of obligation	Fair value of plan assets	Net amount
Balance as at 01 April 2023	**136.13**	**(121.34)**	**14.79**
Current service cost	10.35	-	10.35
Interest expense / (income)	10.13	(9.03)	1.10
Total amount recognised in the Statement of Profit and Loss	**20.48**	**(9.03)**	**11.45**
Remeasurements			
Loss from change in financial assumptions	2.95	-	2.95
Experience loss	10.49	-	10.49
Return on Plan Assets, Excluding Interest Income	-	(0.04)	(0.04)
Total amount recognised in other comprehensive income	**13.44**	**(0.04)**	**13.40**
Employers contributions	-	(9.12)	(9.12)
(Liability Transferred Out/ Divestments)	(0.26)	0.26	-
Benefit payments	(10.52)	10.52	-
Balance as at 31 March 2024	**159.27**	**(128.75)**	**30.52**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

	Present value of obligation	Fair value of plan assets	Net amount
Balance as at 01 April 2022	**128.37**	**(103.17)**	**25.20**
Current service cost	9.94	-	9.94
Interest expense / (income)	8.96	(7.20)	1.76
Total amount recognised in the Statement of Profit and Loss	**18.90**	**(7.20)**	**11.70**
Remeasurements			
(Gain) / loss from change in financial assumptions	(4.99)	-	(4.99)
Experience (gain) / loss	(3.47)	-	(3.47)
Return on Plan Assets, Excluding Interest Income	-	(0.48)	(0.48)
Total amount recognised in other comprehensive income	**(8.46)**	**(0.48)**	**(8.94)**
Employers contributions	-	(13.17)	(13.17)
Liability Transferred In/ Acquisitions	5.77	(5.77)	-
(Liability Transferred Out/ Divestments)	(1.19)	1.19	-
Benefit payments	(7.26)	7.26	-
Balance as at 31 March 2023	**136.13**	**(121.34)**	**14.79**

The net liability disclosed above relates to funded plans are as follows :

	31 March 2024	31 March 2023
Present value of funded obligations	159.27	136.13
Fair value of plan assets	(128.75)	(121.34)
Deficit of funded plan (Gratuity)	**30.52**	**14.79**

The significant actuarial assumptions were as follows :

	31 March 2024	31 March 2023
Discount rate	7.19%	7.44%
Salary growth rate	8.00%	8.00%
Expected rate of return on plan assets	7.19%	7.44%
Attrition rate	5.00%	5.00%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

(iv) Sensitivity Analysis

	31 March 2024	31 March 2023
Projected Benefit Obligation on Current Assumptions	159.29	136.13
Delta Effect of +1% Change in Rate of Discounting	(11.26)	(9.88)
Delta Effect of -1% Change in Rate of Discounting	12.79	11.24
Delta Effect of +1% Change in Rate of Salary Increase	12.56	11.07
Delta Effect of -1% Change in Rate of Salary Increase	(11.28)	(9.92)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.74)	(0.46)
Delta Effect of -1% Change in Rate of Employee Turnover	0.81	0.50

Category of assets

	31 March 2024	31 March 2023
Insurance fund (100%)	128.75	121.34
Total	**128.75**	**121.34**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(v) Risk exposure :

Though its defined benefits plan, the Company is exposed to a number of risks, the most significant of which are detailed below:

Changes in bond yields

A decrease in bond yield will increase plan liabilities, although this will be partially offset by increase in the plan's bond holding.

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Plan assets are invested with the Life Insurance Corporation of India Limited. It is subject to interest rate risk. The Company intends to maintain the above investments in the continuing years.

Maturity Analysis of Projected Benefit Obligation: From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting

	31 March 2024	31 March 2023
1st Following Year	13.36	8.44
2nd Following Year	9.71	10.82
3rd Following Year	12.33	9.52
4th Following Year	10.66	10.96
5th Following Year	11.08	10.25
Sum of Years 6 To 10	91.21	73.31
Sum of Years 11 and above	158.63	151.74

14 Taxation

a. Tax expense recognised in the Statement of Profit and Loss

	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax		
Current tax on profits for the year	1,341.41	1,047.01
Total	**1,341.41**	**1,047.01**
Deferred tax		
(Increase)/Decrease in deferred tax asset	(117.47)	38.13
(Decrease) in deferred tax liabilities	(23.91)	(84.29)
Total Deferred tax credit	**(141.38)**	**(46.16)**
Total income tax expense	**1,200.03**	**1,000.85**

Reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

	For the year ended 31 March 2024	For the year ended 31 March 2023
Accounting profit before tax	4,738.01	3,918.65
Applicable tax rate of the reporting entity	25.168%	25.168%
Expected total tax expense	1,192.46	986.25
Amount charged in Statement of Profit and Loss	1,200.03	1,000.85
Difference	(7.57)	(14.60)
Tax effect of amounts which are (not deductible) /allowable in calculating taxable income:		
(i) Expenditures not deductible for tax purpose	(17.69)	(14.76)
(ii) Deduction under section 80M	9.56	-
(iii) Others	0.56	0.16
Total	**(7.57)**	**(14.60)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

b (i) Deferred tax relates to the following :

	As at 31 March 2024	As at 31 March 2023
Deferred Tax Assets		
Expenditure deductible on payment basis	182.23	61.46
Lease Liability	199.36	199.93
Defined benefit obligations under section 43B	26.57	25.92
Total deferred tax assets	**408.16**	**287.31**
Deferred Tax Liability		
On difference between book depreciation and tax depreciation	1,503.44	1,512.28
Right-of-use asset	166.82	181.89
Total deferred tax liabilities	**1,670.26**	**1,694.17**
Net deferred tax liabilities	**1,262.10**	**1,406.86**

b (ii) Movement in deferred tax assets / (liabilities)

	Expenditure deductible on Payment Basis	Defined benefit obligations under section 43B	Lease Liability	Right-of-use asset	On difference between book depreciation and tax depreciation	Total
At 1 April 2022	**61.19**	**25.58**	**118.49**	**(100.91)**	**(1,555.13)**	**(1,450.78)**
(Charged)/credited:						
- to Statement of Profit and Loss	0.27	2.58	81.44	(80.98)	42.85	46.16
- to other comprehensive income	-	(2.24)	-	-	-	(2.24)
At 31 March 2023	**61.46**	**25.92**	**199.93**	**(181.89)**	**(1,512.28)**	**(1,406.86)**
At 1 April 2023	61.46	25.92	199.93	(181.89)	(1,512.28)	(1,406.86)
(Charged)/credited:						
- to Statement of Profit and Loss	120.77	(2.73)	(0.57)	15.07	8.84	141.38
- to other comprehensive income	-	3.38	-	-	-	3.38
At 31 March 2024	**182.23**	**26.57**	**199.36**	**(166.82)**	**(1,503.44)**	**(1,262.10)**

15 Other non-current liabilities

	As at 31 March 2024	As at 31 March 2023
Deferred income on Government Grant	373.38	421.46
Total other non-current liabilities	**373.38**	**421.46**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

16 Trade payables

	As at 31 March 2024	As at 31 March 2023
Dues to Micro, Small and Medium Enterprises (Refer note - 36)	4.19	17.65
Other than Micro, Small and Medium Enterprises	403.37	515.38
Dues to Related Parties (Refer note - 34)	196.43	126.40
Total Trade payables	**603.99**	**659.43**

As at 31 March 2024

Aging of trade payables:	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	-	2.12	0.37	0.54	1.16	4.19
Others	466.23	-	107.91	25.66	-	-	599.80
Total	**466.23**	-	**110.03**	**26.03**	**0.54**	**1.16**	**603.99**

As at 31 March 2023

Aging of trade payables:	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	-	15.95	0.54	0.66	0.50	17.65
Others	526.40	-	104.28	11.10	-	-	641.78
Total	**526.40**	-	**120.23**	**11.64**	**0.66**	**0.50**	**659.43**

17 Provisions

	As at 31 March 2024	As at 31 March 2023
Claims (Refer note - 32)	814.96	208.00
Total provisions	**814.96**	**208.00**

18 Other current liabilities

	As at 31 March 2024	As at 31 March 2023
Deferred income on Government Grant	48.08	48.24
Statutory dues payables	149.50	132.60
Accruals of Incentives and Rebates [Refer note - 18(a)]	1,273.83	1,151.34
Income received in advance	0.14	0.15
Rebate related liability	13.93	50.56
Advance from customers (contract liabilities) *	84.36	61.19
Total other current liabilities	**1,569.84**	**1,444.08**

* Revenue recognised that was included in advance from customers at the beginning of the period is 61.19 million (31 March 2023 : INR 90.15 million)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

18 (a) Movement in Accruals of Incentives and Rebates

	As at 31 March 2024	As at 31 March 2023
At the commencement of the year	**1,151.34**	**803.73**
Accruals made during the year	1,706.48	1,275.70
Accruals utilised during the year	(1,583.99)	(928.09)
At the end of the year	**1,273.83**	**1,151.34**

19 Revenue from operations

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue with contracts with customers		
Income from port services	9,206.79	8,462.54
Other operating revenue	677.50	706.96
Total revenue from operations (Refer note below)	**9,884.29**	**9,169.50**

Note:

Timing of recognition

	For the year ended 31 March 2024	For the year ended 31 March 2023
At a point in time	9,310.17	8,587.40
Over a period of time	574.12	582.10
Total revenue from operations	**9,884.29**	**9,169.50**

Reconciliation of revenue recognised with contract price:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Contract price	11,903.79	10,757.68
Adjustments for:		
Credits/discount	313.02	312.48
Refund liabilities-Incentives and rebates	1,706.48	1,275.70
Revenue from operations	**9,884.29**	**9,169.50**

20 Other income

	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income		
- bank deposits	647.01	405.69
- others	-	0.63
Dividends received from Associate company (Refer note below)	38.00	-
Deferred Income recognised (Government grant)	48.24	51.31
Service Income from Group company	53.12	49.27
Miscellaneous income	0.60	3.10
Total other income	**786.97**	**510.00**

Note :

All dividends from equity investments relates to investments held at the end of the reporting period.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

21 Operating expenses

	For the year ended 31 March 2024	For the year ended 31 March 2023
Handling expenses	1,272.53	1,524.16
Waterfront royalty	308.51	274.19
Business support service charges	70.92	64.76
Other direct costs	94.84	58.89
Total operating expenses	**1,746.80**	**1,922.00**

22 Employee benefits expense

	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus	701.93	669.12
Contribution to provident fund and other funds [Refer note 13(ii)]	31.14	30.69
Gratuity [Refer note 13(iii)]	11.45	11.70
Compensated absences [Refer note 13(i)]	9.50	5.10
Staff welfare	37.33	29.20
Total employee benefits expense	**791.35**	**745.81**

23 Finance costs

	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest and finance charges on lease liabilities	83.70	75.64
Interest on Income tax	5.96	-
Others	3.54	3.91
Total finance costs	**93.20**	**79.55**

24 Depreciation and amortisation expense

	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation of property, plant and equipment	904.44	941.95
Amortisation of intangible assets	12.94	6.31
Depreciation of right-of-use assets [refer note-3(b)]	238.63	213.28
Total depreciation and amortisation expense	**1,156.01**	**1,161.54**

25 Other expenses

	For the year ended 31 March 2024	For the year ended 31 March 2023
Power and fuel	316.57	316.12
Rent	0.79	0.11
Repairs and maintenance		
- Building	61.75	121.81
- Machinery and equipment	384.25	239.23
- Others	138.86	86.10
Insurance	198.27	178.28

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

	For the year ended 31 March 2024	For the year ended 31 March 2023
Rates and taxes	1.11	6.45
Travelling	80.38	72.66
Legal and professional fees	108.93	123.62
Directors sitting fees (Refer note - 34)	3.20	3.60
Commission to Directors (Refer note - 34)	5.14	4.13
Expenditure towards Corporate Social Responsibility [Refer note - 25(a)]	70.27	67.27
Payment to auditors [Refer note - 25(b)]	7.32	7.04
Advertisement and sales promotion	22.33	11.09
Communication	3.43	4.01
Loss on sale / disposal of fixed assets (net)	1.23	4.55
Loss on termination of leased asset	6.50	-
Loss on foreign currency transactions and translations (net)	38.65	32.91
Bad Debt Write Off	1.14	7.58
Provisions for inventory (Refer note - 7)	6.15	10.03
Inventory Write Off	-	2.91
Provisions for doubtful debts [Refer note - 8(a)]	(8.55)	7.53
Provision for security deposit	-	4.23
Freight and forwarding	-	2.33
Water charges	73.86	35.43
Contract labour	63.16	82.49
Miscellaneous	30.87	48.77
Total other expenses	**1,615.61**	**1,480.28**

25 (a) Corporate Social Responsibility (CSR)

	For the year ended 31 March 2024	For the year ended 31 March 2023
Amount required to be spent as per Section 135 of the Act	70.07	67.21
Amount spent during the year	**70.27**	**67.27**
(i) Construction/ acquisition of any asset	9.74	8.29
(ii) On purposes other than (i) above	60.53	58.98
Total corporate social responsibility expense	**70.27**	**67.27**

Excludes NIL advance paid (31 March 2023 : NIL).

	As at 31 March 2024		As at 31 March 2023	
	In cash	Yet to be paid in cash	In cash	Yet to be paid in cash
(i) Construction/acquisition of any asset	9.74	-	0.25	8.04
(ii) On purposes other than (i) above	50.29	10.24	38.96	20.02

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Corporate social responsibility expenditure:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Amount required to be spent by the Company during the year	70.07	67.21
Amount of expenditure incurred	70.27	67.27
Amount of shortfall for the year	-	-
Amount of cumulative shortfall at the end of the year	-	-

The Company has incurred INR 70.27 million during the year for Education, Skill Development, Women Empowerment, Livestock Development, Health and Environment, 24x7 Life Support Ambulance, Disaster Relief and Management, Agriculture and Natural Resources Management, Installation of Solar and Electrical Street Lights, Bi monthly eye checkup camps and cataract surgery, Livestock Development, School Infrastructure Development and construction of sanitation units etc. in the 45 villages surrounding port belonging to Rajula and Jafrabad Taluka, outreach of skill development is more than 300 villages.

25 (b) Details of payment to auditors

	For the year ended 31 March 2024	For the year ended 31 March 2023
Payment to auditors		
As auditor		
Audit fee	3.26	3.26
Tax audit fee	0.24	0.24
Limited review of quarterly results	1.35	1.35
Others	0.10	-
Group Audit fees	2.13	2.13
Other services		
Reimbursement of expenses	0.24	0.06
Total payment to auditor	**7.32**	**7.04**

26 Exceptional items

	For the year ended 31 March 2024	For the year ended 31 March 2023
Cyclone related (Refer note (a) and (b) below)	12.04	371.67
Interest on litigation provisions (Refer note (c) below)	518.24	-
Total Exceptional items	**530.28**	**371.67**

(a)

	For the year ended 31 March 2024	For the year ended 31 March 2023
Abnormal expenses - Cyclone	62.04	371.67
Receipt of interim claims	(50.00)	-
Total	**12.04**	**371.67**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(b) On 17th May 2021, the Company's port location at Pipavav was hit by cyclone "Tauktae". Due precautions were taken to minimise the impact of the cyclone on the infrastructure at the port and there was no loss of life. However, the operations at the port were disrupted till 1st June 2021 mainly due to the loss of grid power supply. Further, certain portion of the property, plant and equipment required repairs for which the Company had started necessary activities. The Company has incurred ₹ 62.04 million during the year ended 31st March 2024 (year ended 31st March 2023: ₹ 371.67 million). The Company has received interim claims of ₹ 50 million during the year ended 31st March 2024 (year ended 31st March 2023: ₹ Nil) towards insurance claims. The Company has incurred ₹ 779.80 million towards cyclone expenditure and has received an interim claim of ₹ 350.00 million upto 31st March 2024. The Company will progressively share the details of expenses being incurred with the insurer. Additional expenses incurred in due course by the Company and continue to be disclosed under 'Exceptional Items'.

(c) The Company had entered into an agreement with one of its customers in the year 1998 for setting up the tank farms at Port. As per the terms of agreement, the customer paid land premium and development charges of ₹ 107.30 million. One of the conditions of the agreement was that the Company should provide the rail connectivity at Pipavav on or before March 2000. The Company could not meet this condition as the rail connectivity was established only by the year 2003. The customer initiated the arbitration proceedings against the Company in the year 2005 seeking a refund of ₹ 107.30 million with interest thereon in accordance with the agreement. The Arbitrator on 12th February 2024 announced an award against the Company and asked the Company to refund the principle with interest till the date of payment. The Company has filed for rectification of the award due to the apparent errors in the claim amount. The arbitrator convened the hearing on 13th May 2024 and the revised order is awaited. Pending receipt of the revised order, the Company has accrued the estimated amount payable of ₹ 671.64 million including interest cost of ₹ 518.24 million which is included above. The Company is evaluating further course of action in respect of this matter.

27. Fair value measurements

(a) Financial instruments by category

There are no financial assets and liabilities designated at fair value through profit or loss or other comprehensive income. All the Financial instruments are carried at amortised cost.

	As at 31 March 2024	As at 31 March 2023
Financial assets at amortised cost		
Non-Current		
Security deposits	51.58	38.98
Receivable from Gujarat Maritime Board	185.35	185.35
Fixed deposits of original maturity of more than 12 months	30.05	-
Current		
Security deposits	3.58	3.02
Fixed deposits of original maturity of more than 12 months	-	409.28
Loans to employees	5.81	4.73
Trade receivables	576.66	856.20
Cash and cash equivalents	236.58	157.71
Other bank balances	10,209.14	8,790.22
Others	26.01	-
Total Financial assets	**11,324.76**	**10,445.49**
Financial liabilities at amortised cost		
Non-Current		
Retention monies payable	79.01	108.61
Security deposits received	27.20	20.88
Other security deposit	-	88.73
Lease liabilities	567.28	617.45
Current		
Trade payables	603.99	659.43
Retention monies payable	99.52	55.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
Security deposits received	62.72	66.51
Capital creditors	153.63	97.75
Unclaimed dividend	10.06	9.87
Lease liabilities	224.84	176.93
Total Financial liabilities	**1,828.25**	**1,901.16**

Financial instruments carried at amortised cost

Fair value of the current financial assets and current financial liabilities carried at amortised cost is not materially different from the carrying amount. In general, fair value is determined primarily based on the present value of expected future cash flows.

(b) Fair value hierarchy

As at 31 March 2024	Note No.	Level 1	Level 2	Level 3	Total
Financial assets at amortised cost					
Non-Current					
Security deposits	4 (b)	-	-	51.58	51.58
Receivable from Gujarat Maritime Board	4 (b)	-	-	185.35	185.35
Fixed deposits of original maturity of more than 12 months	4 (b)	-	-	30.05	30.05
Current					
Security deposits	4 (b)	-	-	3.58	3.58
Loans to employees	8 (d)	-	-	5.81	5.81
Trade receivables	8 (a)	-	-	576.66	576.66
Cash and cash equivalents	8 (b)	-	-	236.58	236.58
Other bank balances	8 (c)	-	-	10,209.14	10,209.14
Others	4 (b)	-	-	26.01	26.01
Total Financial assets		-	-	**11,324.76**	**11,324.76**
Financial liabilities at amortised cost					
Non-Current					
Retention monies payable	12	-	-	79.01	79.01
Security deposits received	12	-	-	27.20	27.20
Lease liabilities	3(b)	-	-	567.28	567.28
Current					
Trade payables	16	-	-	603.99	603.99
Retention monies payable	12	-	-	99.52	99.52
Security deposits received	12	-	-	62.72	62.72
Capital creditors	12	-	-	153.63	153.63
Unclaimed dividend	12	-	-	10.06	10.06
Lease liabilities	3(b)	-	-	224.84	224.84
Total Financial liabilities		-	-	**1,828.25**	**1,828.25**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

As at 31 March 2023	Note No.	Level 1	Level 2	Level 3	Total
Financial assets at amortised cost					
Non-Current					
Security deposits	4 (b)	-	-	38.98	38.98
Receivable from Gujarat Maritime Board	4 (b)	-	-	185.35	185.35
Current					
Security deposits	4 (b)	-	-	3.02	3.02
Fixed deposits of original maturity of more than 12 months	4 (b)	-	-	409.28	409.28
Loans to employees	8 (d)	-	-	4.73	4.73
Trade receivables	8 (a)	-	-	856.20	856.20
Cash and cash equivalents	8 (b)	-	-	157.71	157.71
Other bank balances	8 (c)	-	-	8,790.22	8,790.22
Total Financial assets		**-**	**-**	**10,445.49**	**10,445.49**
Financial liabilities at amortised cost					
Non-Current					
Retention monies payable	12	-	-	108.61	108.61
Security deposits received	12	-	-	20.88	20.88
Other security deposit	12	-	-	88.73	88.73
Lease liabilities	3(b)	-	-	617.45	617.45
Current					
Trade payables	16	-	-	659.43	659.43
Retention monies payable	12	-	-	55.00	55.00
Security deposits received	12	-	-	66.51	66.51
Capital creditors	12	-	-	97.75	97.75
Unclaimed dividend	12	-	-	9.87	9.87
Lease liabilities	3(b)	-	-	176.93	176.93
Total Financial liabilities		**-**	**-**	**1,901.16**	**1,901.16**

The Company uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation technique:

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

The hierarchies used are as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

28. Financial risk management

The Company's activities expose it to a variety of financial risks:

(a) Credit risk

(b) Liquidity risk

(c) Market risk

The Company's overall risk management programme focuses on the unpredictability of global and domestic markets impacting overall country's imports and exports to minimise the potential adverse effects on the Company's financial performance. Risk management is carried out by finance department under policies approved by the Board of Directors.

(a) Credit risk

The Company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the Company. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost as well as credit exposures to trade customers including outstanding receivables.

Credit risk management: Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company's credit risk arises from accounts receivable balances.

Concentration risk: As at the year ended March 31, 2024 and March 31, 2023, only one related party exceeds 10% of the Company's total trade receivables.

The historical experience of collecting receivables, supported by the level of default, is that credit risk is low and so trade receivables are considered to be single class of financial assets. For some trade receivables the company has obtained security deposits which can be utilised if the counterparty is in default.

The Company has used practical expedient by computing expected credit loss allowance for trade receivable by taking into consideration payment profiles of sales over a period of 60 months before the reporting date and the corresponding historical credit loss experiences within this period. The expected credit loss is based on the ageing of the days, the receivables due and the expected credit loss rate. In addition, in case of event driven situation as disputes, changes in customer's credit risk history, specific provisions are made after evaluating the relevant facts and expected recovery.

Expected credit loss for trade receivables under simplified approach:

For the year ended 31 March 2024:

Particulars	Unbilled	Not Due	0–90 days	91–180 days	181–270 days	271-365 days	More than 365 days	Total
Carrying amount – trade receivables	57.23	178.46	285.88	39.12	11.78	2.00	10.61	585.08
Credit impaired	-	-	-	-	0.26	-	63.05	63.31
Gross carrying amount - trade receivables	57.23	178.46	285.88	39.12	12.04	2.00	73.66	648.39
Expected loss rate	0%	0%	1%	7%	16%	8%	16%	
Expected credit loss provision	-	-	1.74	2.86	1.92	0.16	1.74	8.42
Loss allowance - Credit impaired	-	-	-	-	0.26	-	63.05	63.31
Total Provision	-	-	1.74	2.86	2.18	0.16	64.79	71.73
Carrying amount of trade receivables	57.23	178.46	284.14	36.26	9.86	1.84	8.87	576.66

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

For the year ended 31 March 2023:

Particulars	Unbilled	Not Due	0–90 days	91–180 days	181–270 days	271-360 days	More than 360 days	Total
Carrying amount – trade receivables	140.29	261.21	345.39	96.59	14.65	10.83	8.81	877.77
Credit impaired	-	-	-	-	0.58	1.96	56.17	58.71
Gross carrying amount - trade receivables	140.29	261.21	345.39	96.59	15.23	12.79	64.98	936.48
Expected loss rate	0%	1%	1%	4%	12%	17%	90%	
Expected credit loss provision	-	2.61	3.12	4.26	1.83	1.80	7.95	21.57
Loss allowance - Credit impaired	-	-	-	-	0.58	1.96	56.17	58.71
Total Provision	-	2.61	3.12	4.26	2.41	3.76	64.12	80.28
Carrying amount of trade receivables	140.29	258.60	342.27	92.33	12.82	9.03	0.86	856.20

Reconciliation of loss allowance provision of trade receivables:

Particulars	Trade receivables
Loss allowance on 1 April 2022	**72.75**
Increase in loss allowance recognised in profit or loss during the year	16.16
Receivables written off during the year as uncollectible	-
Unused amount reversed	8.63
Loss allowance on 31 March 2023	**80.28**
Increase in loss allowance recognised in profit or loss during the year	26.28
Receivables written off during the year as uncollectible	2.34
Unused amount reversed	32.49
Loss allowance on 31 March 2024	**71.73**

(b) Liquidity risk

Liquidity risk is the risk that the Company will fail in meeting its obligations to pay its financial liabilities. Prudent liquidity risk management implies maintaining sufficient cash to meet obligations when due. In respect of its operations, the Company funds its activities primarily through cash generated in operations. Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. Based on recent trends observed, profitability, cash generation, cash surpluses held by the Company, the Company does not envisage any material liquidity risks.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date. Balances due within 12 months and more than 12 months equal their carrying balances as the impact of discounting is not significant.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

	Notes	Carrying Amount	Payable on Demand	Less than 12 months	More than 12 months
As at 31 March 2024					
Trade payables	16	603.99	-	603.99	-
Retention monies payable	12	178.53	-	99.52	79.01
Security deposits received	12	89.92	62.72	-	27.20
Capital creditors	12	153.63	-	153.63	-
Unclaimed dividend	12	10.06	10.06	-	-
Lease liabilities	3(b)	792.12	-	224.84	567.28
As at 31 March 2023					
Trade payables	16	659.43	-	659.43	-
Retention monies payable	12	163.61	-	55.00	108.61
Security deposits received	12	87.39	66.51	-	20.88
Capital creditors	12	97.75	-	97.75	-
Unclaimed dividend	12	9.87	9.87	-	-
Lease liabilities	3(b)	794.38	-	176.93	617.45

(c) Market risk

Market risk is the risk that changes in market factors, such as foreign exchange rates, will affect the Company's profit or the value of its holdings of financial instruments. Below sensitivity analyses relate to the position of financial instruments at 31 March 2024 and 31 March 2023. It is assumed that the exchange rate sensitivities have a symmetric impact, i.e. an increase in rates results in the same absolute movement as a decrease in rates.

The sensitivity analyses show the effect on profit or loss and equity of a reasonably possible change in exchange rates and interest rates.

Foreign Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primary with respect to USD, GBP and EURO. The Company's business model incorporates assumptions on currency risk and ensures any exposure is covered through the normal business operations. As the functional reporting currency is in INR, the foreign currency risk exists for the Company.

(a) Foreign currency risk exposure:

Foreign currency exposure not covered by Forward Contracts as at 31 March 2024:

Details	USD Exposure		GBP Exposure		EURO Exposure	
	INR	USD	INR	GBP	INR	Euro
Receivables/Advance to Vendor	**275.37**	**3.30**	**-**	**-**		
	407.89	*4.88*	-	-	-	-
Advance to vendors	**-**	**-**	**0.16**	**@**	**-**	**-**
	-	-	-	-	-	-
Capital Creditors	**23.14**	**0.28**	**-**	**-**	**-**	**-**
	23.79	*0.29*	-	-	-	-
Payables	**186.45**	**2.24**	**-**	**-**	**0.05**	**@**
	151.92	*1.86*	-	-	*2.04*	*0.02*

@ Amount is below the rounding off norm adopted by the Company

Note: Amounts in italics represent amounts as at 31 March 2023

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(b) Sensitivity:

Details	Impact on profit after tax	
	31 March 2024	31 March 2023
USD sensitivity		
INR/USD -Increase by 10% (31 March 2023-10%)	**6.58**	23.22
INR/USD -Decrease by 10% (31 March 2023-10%)	**(6.58)**	(23.22)
GBP sensitivity		
INR/GBP -Increase by 10% (31 March 2023-10%)	**(0.02)**	-
INR/GBP -Decrease by 10% (31 March 2023-10%)	**0.02**	-
EUR sensitivity		
INR/EUR -Increase by 10% (31 March 2023-10%)	**@**	(0.20)
INR/EUR -Decrease by 10% (31 March 2023-10%)	**@**	0.20

@ Amount is below the rounding off norm adopted by the Company

29. Capital Management

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to optimize returns to our shareholders. The Company considers the following components of its Balance Sheet to be managed capital:

1) Share Capital 2) Share Premium and 3) Retained Earnings

The Company's capital structure is based on the Management's assessment of the balances of key elements to ensure strategic decisions and day to day activities. The capital structure of the Company is managed with a view of the overall macro-economic conditions and the risk characteristics of the underlying assets.

The Company's policy is to maintain a strong capital structure with a focus to mitigate all existing and potential risks to the Company, maintain shareholder, vendor and market confidence and sustain continuous growth and development of the Company.

The Company's focus is on keeping a strong total equity base to ensure independence, security, as well as high financial flexibility without impacting the risk profile of the Company. In order, to maintain or adjust the capital structure, the Company will take appropriate steps as may be necessary. The Company does not have any debt or financial covenants.

The Management monitors the return on capital as well as the level of dividend to shareholders. The Company goal is to continue to be able to provide return to shareholders by continuing to distribute dividends in future period. Refer the following table for the final and interim dividend declared and paid.

Dividends

(a) Equity shares

Particulars	31 March 2024	31 March 2023
(i) Final dividend for the year ended 31 March 2022 of INR 2.40 per fully paid share	-	1,160.26
(ii) Final dividend for the year ended 31 March 2023 of INR 3.40 per fully paid share	1,643.70	-
(iii) Interim dividend for the year ended 31 March 2023 of INR 2.70 per fully paid share	-	1,305.29
(iv) Interim dividend for the year ended 31 March 2024 of INR 3.60 per fully paid share	1,740.38	-

(b) Dividends not recognised at the end of the reporting period

The directors have recommended the payment of a final dividend of INR 3.70 per fully paid equity share (31 March 2023 – INR 3.40). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

30. Capital and other commitments

Particulars	31 March 2024	31 March 2023
(a) Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities (net of advances)	978.75	848.52
(b) Bonds/Undertaking given by the Company under Concessional Duty / Exemption scheme to the Government Authorities (The Company has fulfilled the obligations and is in the process of obtaining confirmation of fulfillment from the authorities)	2,949.14	2,949.14

31. Land lease and other infrastructure services

(i) The Company has given a total area of 1,111,813 Square Mtr. (31 March 2023: 1,111,813 Square Mtr.) of land on lease to various customers.

(ii) Income of INR 193.77 million (31 March 2023 INR 162.82 million) for land lease and other infrastructure services recognised in Statement of Profit and Loss is included in Other Operating Revenue in Note 19.

(iii) The future minimum payments receivable for land and other infrastructure services under the said non-cancellable operating lease are as follows:

Particulars	31 March 2024	31 March 2023
Receivable within one year	169.42	165.10
Receivable between one and five years	627.31	703.59
Receivable more than five years	-	93.11

32. Provisions and Contingent liabilities

(a) (i) Claims against Company not acknowledged as debt aggregates to INR 1,599.56 million (31 March 2023: INR 1,283.14 million). Provisions made in respect of the same aggregates to INR 814.96 million (31 March 2023: INR 208.00 million).

Movement in provisions

	Litigations / Disputes	
	31 March 2024	31 March 2023
At the commencement of the year	208.00	208.00
Provision made during the year	606.96	-
Provision reversed during the year	-	-
Payment made during the year	-	-
At the end of the year	**814.96**	**208.00**

Future cash outflows in respect of above are determinable only on receipt of judgements/decisions pending with various authorities/forums and/or final outcome of the matters.

(b) Other contingent liabilities in respect of taxation matter not acknowledged as debt aggregates to INR 134.46 million (31 March 2023: INR 113.50 million).

In respect of taxation matters not acknowledged as debt	Litigations / Disputes	
	31 March 2024	31 March 2023
Income tax matters	91.69	75.84
Service tax matters	42.77	37.66
Total	**134.46**	**113.50**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(c) The Company had made an application for approval of expansion plan to Gujarat Maritime Board (GMB) on 1st October 2012. The approval was received from GMB vide letter dated 10th April 2015. As per one of the conditions of the approval, the Company had issued a bank guarantee of ₹ 185.35 Million which was encashed by GMB on 13th February 2019. Further, GMB also asked the Company to pay ₹ 337.59 million towards liquidated damages along with interest thereupon at the rate of 18% per annum, and GST on the aforesaid bank guarantee amounting to ₹ 33.36 million along with interest thereupon at the rate of 18% per annum, vide their letter dated 27th October 2021. The Company reviewed the terms and conditions of approval and based on the management assessment and external legal expert advice, the Management believes that the amount of bank guarantee is recoverable as well as no liquidated damages are liable to be paid and had filed a Commercial Suit before the Commercial Court, Rajula in this regard. The Commercial Court, Rajula has directed both the parties to settle the matter through Arbitration process. The proceedings for appointment of arbitrator was initiated by the Company by sending legal notice u/s 11 of the Arbitration Act on 28th August 2023. The said notice was replied by GMB on 27th September 2023 stating that the matter should be resolved as per the dispute resolution mechanism as par the concession agreement. The Company has given its concurrence for the alternative dispute resolution mechanism and the matter is pending for further proceedings.

33. Earnings per share

		For the year ended 31 March 2024	For the year ended 31 March 2023
Profit for the year	**(A)**	3,537.98	2,917.80
Calculation of weighted average number of equity shares			
Number of equity shares at the beginning of the year		483,439,910	483,439,910
Number of equity shares at the end of the year		483,439,910	483,439,910
Weighted average number of equity shares outstanding during the year	**(B)**	483,439,910	483,439,910
Basic and diluted earnings per share (INR)	**(A/B)**	7.32	6.04

34. Related party transactions

(a) List of related parties and their relationship

Relation	Party
A. Where control exists	(i) AP Moller Maersk A/S (Ultimate Holding Company)
	(ii) APM Terminals Mauritius Limited, Mauritius #
B. Other related parties with whom transactions have taken place during the year:	
Fellow subsidiaries:	(i) Maersk Line India Private Limited, India
	(ii) GPRO Services India Private Limited, India
	(iii) Gateway Terminals India Private Limited, India
	(iv) Maersk A/S
	(v) APM Terminals Medport Tangier
	(vi) Maersk Fleet Management and Technology India Private Limited
	(vii) APM Terminals Crane & Engineering Services (Shanghai) Co. Ltd
	(viii) APM Terminals Management B.V., The Netherlands
	(ix) APM Terminals Bahrain B.S.C*
	(x) Svitzer Hazira Private Limited
	(xi) APM Terminals Management (Singapore) Pte. Ltd
	(xii) APM Terminals Crane and Engineering Services Ltd.
	(xiii) Suez Canal Container Terminal SAE

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Relation	Party
Associate:	Pipavav Railway Corporation Limited
C. Executive Directors	Jakob Friis Sorensen (upto 31st December 2022)
	Girish Aggarwal (from 1st January 2023)
D. Non- Executive Directors	Tejpreet Singh Chopra
	Hina Shah (upto 29th July 2023)
	Pradeep Mallick (upto 29th July 2021)
	Matangi Gowrishankar (from 3rd August 2022)
	Jonathan Richard Goldner*
	Julian Bevis*(upto 11th December 2023)
	Timothy John Smith*
	Keld Pedersen*
	Soren Brandt*
	Avantika Singh (upto 21st September 2022)*
	Ranjitsinh Barad, IAS (from 8th February 2023)*
	Samir Chaturvedi
	Monica Widhani
	Steven Deloor* (from 29th September 2023)
	Rajkumar Beniwal, IAS (from 13th December 2023)
	Maarten Degryse*(upto 28th September 2023)
E. Key Management personnel	Santosh Breed (Chief Financial Officer)
	Manish Agnihotri (Company Secretary)

* No transactions during the year

On 6 August 2020, majority of Directors in the Board were representative of APM Terminals Mauritius Limited (shareholder) which provided the shareholder an ability to control the decision making. Accordingly, the Company became a subsidiary of APM Terminals Mauritius Limited w.e.f. 6 August, 2020.

(b) Related party transactions

Transactions during the period	APM Terminals Mauritius Limited	MAERSK A/S	Gateway Terminals India Private Limited	A.P.Moller - Maersk A/S	APM Terminals Management B.V.	GPRO Services India Private Limited	Svitzer Hazira Private Limited	Maersk Line India Private Limited	Pipavav Railway Corporation Limited	Other Affiliates	Total
Income:											
Income from port services	-	**1,920.47**	-	-	-	-	-	**0.54**	-	-	**1,921.01**
	-	*2,087.30*	-	-	-	-	-	*0.50*	*0.01*	*1.32*	*2,089.13*
Miscellaneous income	-	-	-	-	-	-	-	**0.05**	-	-	**0.05**
	-	-	-	-	-	*0.74*	-	*0.06*	-	*0.16*	*0.96*
Service Income from Group company	-	-	**9.26**	**10.19**	**32.83**	-	-	-	-	**0.84**	**53.12**
	-	-	*9.42*	*5.93*	*27.40*	-	-	-	-	*6.52*	*49.27*
Expenses:											
Professional services received	-	**(31.23)**	-	-	-	**(5.57)**	-	-	-	-	**(36.80)**
	-	*(27.68)*	-	*1.56*	-	*(4.30)*	-	*(1.21)*	-	-	*(31.63)*

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Transactions during the period	APM Terminals Mauritius Limited	MAERSK A/S	Gateway Terminals India Private Limited	A.P.Moller - Maersk A/S	APM Terminals Management B.V.	GPRO Services India Private Limited	Svitzer Hazira Private Limited	Maersk Line India Private Limited	Pipavav Railway Corporation Limited	Other Affiliates	Total
Business support service charges	**-**	**-**	**-**	**-**	**(70.92)**	**-**	**-**	**-**	**-**	**-**	**(70.92)**
	-	-	-	-	*(64.76)*	-	-	-	-	-	*(64.76)*
Salaries, wages and bonus	**-**	**-**	**(3.06)**	**(2.50)**	**-**	**(0.12)**	**-**	**-**	**-**	**-**	**(5.68)**
	-	-	*(4.45)*	*(2.48)*	*(2.64)*	-	-	-	-	*0.74*	*(8.83)*
Repairs and maintenance	-	-	-	(0.64)	(114.82)	(1.02)	-	-	**(4.54)**	(0.16)	**(121.18)**
	-	-	-	*(1.97)*	*(133.75)*	-	-	-	*(4.25)*	*(14.00)*	*(153.97)*
Depreciation of right-of-use assets	**-**	**-**	**-**	**-**	**-**	**-**	**(41.90)**	**-**	**-**	**-**	**(41.90)**
	-	-	-	-	-	-	*(41.90)*	-	-	-	*(41.90)*
Interest and finance charges on lease liabilities	**-**	**-**	**-**	**-**	**-**	**-**	**(12.86)**	**-**	**-**	**-**	**(12.86)**
	-	-	-	-	-	-	*(15.93)*	-	-	-	*(15.93)*
Purchase of Capital work-in-progress	**-**	**-**	**-**	**-**	**(23.15)**	**-**	**-**	**-**	**-**	**-**	**(23.15)**
	-	-	-	-	*(18.18)*	-	-	-	-	-	*(18.18)*
Dividend payment	**(1,489.17)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,489.17)**
	(1,084.97)	-	-	-	-	-	-	-	-	-	*(1,084.97)*

Balance as at year end	APM Terminals Mauritius Limited	MAERSK A/S	Gateway Terminals India Private Limited	A.P.Moller - Maersk A/S	APM Terminals Management B.V.	GPRO Services India Private Limited	Svitzer Hazira Private Limited	Maersk Line India Private Limited	Pipavav Railway Corporation Limited	Other Affiliates	Total
Closing Balances: Trade Receivable	**-**	**269.14**	**2.86**	**3.23**	**5.91**	**-**	**-**	**0.06**	**-**	**0.32**	**281.52**
	-	*356.65*	*9.04*	*5.27*	*7.04*	-	-	*0.12*	-	*6.52*	*384.64*
Unbilled Revenue	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	*44.21*	-	-	-	-	-	-	-	-	*44.21*
Advance from customers	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-	-	-	*0.02*	-	*0.02*
Trade Payable	**-**	**123.50**	**0.74**	**5.87**	**54.53**	**1.68**	**9.11**	**0.20**	**0.76**	**0.04**	**196.43**
	-	*61.37*	*6.64*	*2.71*	*41.17*	*1.39*	*(0.13)*	*0.85*	*0.80*	*11.60*	*126.40*
Capital Creditors	**-**	**-**	**-**	**-**	**23.14**	**-**	**-**	**-**	**-**	**-**	**23.14**
	-	-	-	-	2.27	-	-	-	-	-	2.27
Deposit received	**-**	**40.00**	**-**	**-**	**-**	**-**	**-**	**0.03**	**0.03**	**-**	**40.06**
	-	*40.00*	-	-	-	-	-	*0.03*	-	*1.20*	*41.23*
Deposit made	**-**	**-**	**-**	**-**	**-**	**2.45**	**-**	**-**	**-**	**-**	**2.45**
	-	-	-	-	-	2.45	-	-	-	-	2.45
Accruals of Incentives and Rebates	**-**	**105.76**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**105.76**
	-	*86.96*	-	-	-	-	-	-	-	-	*86.96*
Investment	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**830.00**	**-**	**830.00**
	-	-	-	-	-	-	-	-	*830.00*	-	*830.00*

Note: Amounts in italics represent amounts as at 31 March 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Name of Non-Executive Directors/Key Managerial personnel	Fees for attending Board/Committee meetings	Commission	Managerial Remuneration	Total
Tejpreet Singh Chopra	**0.50**	**1.82**	-	**2.32**
	0.50	*1.65*	-	*2.15*
Hina Shah	**0.20**	**0.91**	-	**1.11**
	0.85	*0.83*	-	*1.68*
Pradeep Mallick	-	-	-	-
	-	*0.28*	-	*0.28*
Samir Chaturvedi	**1.05**	**0.91**	-	**1.96**
	1.15	*0.83*	-	*1.98*
Monica Widhani	**0.85**	**0.91**	-	**1.76**
	0.80	0.55	-	*1.35*
Matangi Gowrishankar	**0.60**	**0.61**	-	**1.21**
	0.30	-	-	*0.30*
Santosh Breed @	-	-	**14.66**	**14.66**
	-	-	*14.76*	*14.76*
Jakob Friis Sorensen @	-	-	-	-
	-	-	*51.51*	*51.51*
Girish Aggarwal @	-	-	**20.49**	**20.49**
	-	-	*5.15*	*5.15*
Manish Agnihotri @	-	-	**9.90**	**9.90**
	-	-	*9.52*	*9.52*

Amounts in italics represent amounts as at 31 March 2023

@ Key Management personnel who are under the employment of the Company are entitled to the post employment benefits and other long term employee benefits recognised as per Ind AS-19-'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

35. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. Managing Director and Chief Financial Officer of the Company are the chief operating decision makers. The Company operates only in one Business Segment i.e. 'Port Services' which primarily includes services such as Marine services, Berth hire, Wharfage, Yard Operations, Stevedorage and the activities incidental thereto within India, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

Accordingly, the segment revenue, segment result, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation and amortisation during the year are all as reflected in the financial statements as of and for the year ended March 31, 2024.

Geographical Information:-

Particulars	Year ended March 31,2024			Year ended March 31,2023		
	India	Outside India	Total	India	Outside India	Total
Revenue by location of customers	7,963.82	1,920.47	9,884.29	7,082.20	2,087.30	9,169.50

All non-current assets of the Company are located in India.

The Company has a revenue of INR 1,921.01 million (31 March 2023: INR 2,089.13 million) from related parties representing more than 10% of the total revenue.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

36. Other notes

Dues to Micro and Small suppliers

Under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the Company, the details of outstanding dues to the Micro and Small enterprises as defined in the MSMED Act, 2006 as set out in the following disclosures:

Particulars	As at March 31, 2024	As at March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1.98	15.58
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2.21	2.07
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	4.00	9.90
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0.14	0.37
Further interest remaining due and payable for earlier years	2.07	1.70

37. Additional regulatory information required by Schedule III

(i) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3(a) to the Standalone financial statements, are held in the name of the Company, except for land aggregating INR 24.99 million which was purchased during prior years for handing it over to Government of Gujarat, pursuant to the order issued by Hon'ble Supreme Court. This land has been exchanged with the land located inside the port premises which does not form part of the current Concession with Gujarat Maritime Board (GMB).

(ii) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(vi) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(vii) Financial ratios:

Ratio	Numerator	Denominator	Current period	Previous period	% Variance	Remarks
(a) Current Ratio	Current assets	Current liabilities	3.04	3.64	-16.34%	Increase in fixed deposits of maturity period of less than 12 months offsetted by provision for legal cases
(b) Debt-equity ratio	Borrowings + interest accrued but not due on borrowings	Shareholder's equity	-	-	-	-
(c) Debt service coverage ratio	Profit after tax + Interest on borrowings + Non cash expenses – Non cash income	Principal repayments	-	-	-	-
(d) Return on Equity (%)	Net profit after tax	Average shareholder's equity	16.96%	14.20%	19.50%	The increase is primarily on account of increase in net profit after tax for the current year
(e) Inventory turnover ratio	COGS	Average inventory	-	-	-	-
(f) Trade Receivables turnover ratio	Revenue From Operations	Average trade receivable	13.80	13.33	3.53%	-
(g) Trade payables turnover ratio	Operating expenses + Other Expenses	Average trade payable	5.32	6.16	-13.64%	Reduction in Operating expenses (Handling) due to lower bulk volume handled
(h) Net capital turnover ratio	Revenue From Operations	Current assets – Current liabilities	1.30	1.20	8.51%	The increase is driven by increase in revenue across all line of business except bulk
(i) Net profit (%)	Net profit after tax	Sales	35.79%	31.82%	12.49%	Primarily on account of higher volume handled and reduction in cyclone cost
(j) Return on Capital employed (%)	Earnings before interest and tax	Capital employed (Total equity+ lease liabilities + deferred tax liability)	21.02%	17.40%	20.85%	The increase is primarily on account of increase in earnings before interest on tax for the current year
(k) Return on investment (%)	Earnings before interest and tax	Average total assets	18.11%	15.50%	16.83%	The increase is primarily on account of increase in earnings before interest on tax for the current year

(viii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(ix) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(x) Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

(xi) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xii) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xiii) Borrowing secured against current assets

The Company does not have any borrowings from banks or financial institutions on the basis of current assets during the current or previous year.

(xiv) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xv) Utilisation of borrowings availed from banks and financial institutions

The Company has not availed any borrowings from banks or financial institutions during the current or previous year.

38. Back up of Books

As per the requirements of rule 3 of the Companies (Accounts) Rules 2014, the Company has started taking daily backup of the certain books and records maintained in electronic mode on servers physically located in India from 9 December 2023, and for certain other books and records form 17 December 2023. Further back up of the certain books and records, and the back-up of audit logs (as referred in note 39) was not maintained for the entire financial year.

39. Audit trail

As per the requirements of rule 3(1) of the Companies (Accounts) Rules 2014, the Company has used accounting software for maintaining its books of account which has a feature of creating and recording the edit log for all relevant transaction with the date when such changes were made within such accounting software. The audit trail feature has operated throughout the year for all the relevant transactions recorded in the software, except that audit trail was not available for certain transactions and master data set and for direct database changes.

40. Summary of other accounting policies

40.1 Foreign currency transactions

(i) Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (‘the functional currency’). The financial statements are presented in Indian rupee (INR), which is Company’s functional and presentation currency.

(ii) Transactions and balances:

Foreign currency transactions are recorded in Indian rupees using the rates prevailing on the date of the respective transactions. Exchange differences arising on foreign currency transactions settled during the period are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date; the resultant exchange differences are recognised in the Statement of Profit and Loss.

As at the balance sheet date all non-monetary items denominated in foreign currency are carried at historical cost or other similar valuations are reported using the exchange rate that existed when the values were determined.

40.2 Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. Impairment losses are recognised in the Statement of Profit and Loss.

40.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

40.4 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

40.5 Contributed equity

Equity shares are classified as equity. 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.

40.6 Investment in Associate company

The Company carries its investments in associate at cost less impairment losses. The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable amount in accordance with policy given in 40.2.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of Gujarat Pipavav Port Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

1. We have audited the accompanying consolidated financial statements of Gujarat Pipavav Port Limited (hereinafter referred to as the "Company") and its associate company (refer Note 34 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, except for the indeterminate effect of the matter described in the Basis of Qualified section, the aforesaid consolidated 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 consolidated state of affairs of the Company and its associate company as at March 31, 2024 and consolidated total comprehensive income (comprising of profit and other comprehensive loss), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Qualified Opinion

3. The consolidated financial statements include the Company's share of total comprehensive income (comprising of profit and other comprehensive loss) of INR 94.600.68 million, based on unaudited financial statements as at and for the year ended March 31, 2024, in respect of its associate company. Our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included for the year ended on March 31, 2024, in respect of this associate company is based solely on such unaudited financial statements of the associate company for the year ended on March 31, 2024, as furnished to us by the Management of the Company. In absence of availability of audited financial statements we are unable to comment on additional adjustments and/disclosure that are required to be made to these consolidated financial statements.

4. 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 Consolidated Financial Statements" section of our report. We are independent of the Company and its associate company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

5. We draw attention to Note 32(c) to the consolidated financial statements which describes the associated uncertainty and the necessary steps being taken by the Company based on external legal expert's advice in relation to the recovery of Bank Guarantee amounting to INR 185.35 million encashed by Gujarat Maritime Board ('GMB') on February 13, 2019, and further demand of Rs. 337.59 million alongwith interest thereupon at the rate of 18% per annum towards liquidated damages, and Rs. 33.36 million towards GST alongwith interest thereupon at the rate of 18% per annum, raised by GMB vide their letter dated October 27, 2021. Our opinion is not modified in respect of this matter.

Key audit matters

6. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Estimation of accruals in respect of incentives and rebates related to volume sales (Refer note 2.4 and 2.23 to the consolidated finacial statements) The Company recognizes revenue net of trade incentives and rebates wherever applicable. The amounts netted off from revenue is INR 1,706.48 million (Refer note 19 in the consolidated financial statements) and accrual recognized as at March 31, 2024 on account of incentives and rebates amounted to INR 1,273.83 million (Refer note 18 in the consolidated financial statements). Such incentives and rebates are based on contract terms and volume of future sales forecast involving significant management judgement and estimation and accordingly has been determined to be a key audit matter.	In relation to the estimation of accrual in respect of incentives and rebates related to volume sales, we performed procedures, including the following: 1. Assessed the appropriateness of accounting policy and related disclosures in the standalone financial statements. 2. Understood and evaluated the design and tested the operating effectiveness of internal controls over calculations of rebates and incentives and timing of recognition of the same. 3. On a test check basis, verified the credit notes issued during the year in respect of rebates and incentives to customers and compared the same with contractual terms as well as accrual already recognized to assess reasonableness of such accrual recognized. 4. Performed look-back analysis for past trends by comparing recent actuals with the estimates of earlier year and including payments/credit notes issued to customers subsequent to the year end on sample basis. 5. Performed a sensitivity analysis by reducing and increasing the sales forecasts within a reasonably foreseeable range. 6. Assessed manual journals posted to other than revenue to identify unusual items and corroborating the journals entries with supporting documents. Based on the above procedures performed, we did not identify any significant differences in the Management's estimation of accrual in respect of incentives and rebates related to volume sales where applicable.

Other Information

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

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

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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 and Those Charged with Governance for the Consolidated Financial Statements

8. The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Company including its associate company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the Company and its associate company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and associate company respectively, 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the Company and its associate company are responsible for assessing the ability of the Company and of its associate company 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.

10. The respective Board of Directors of the Company and its associate company are responsible for overseeing the financial reporting process of the Company its associate company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 ability of the Company and its associate company 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 consolidated 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 and its associate company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associate company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

13. We communicate with those charged with governance of the Company 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.

14. 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.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the 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.

Report on Other Legal and Regulatory Requirements

16. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks in CARO, 2020 report on the standalone financial statements of the Company in our audit report dated May 22, 2024.

The statutory audit report of associate company Pipavav Railway Corporation Limited has not been issued until the date of this report. Accordingly, no comments for the said associate company have been included for the purpose of reporting under this clause.

17. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and, except for the possible effects of the matter described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, except for the possible effects of the matter described in the 'Basis for Qualified Opinion' section above, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except that with respect to books and records maintained in electronic mode daily backup on servers physically located in India was not maintained for the following: (Refer note 39 in the consolidated financial statements)

i. certain books of account and books and papers for the period 1 April 2023 to 8 December 2023;

ii. certain other books of account and other books and papers for the period 1 April 2023 to 16 December 2023; and

iii. records and audit logs.

iv. the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").

(c) Except for the possible effects of the matter described in the Basis for Qualified Opinion section, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.

(d) Except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Company as on March 31, 2024, taken on record by the Board of Directors of the Company, none of the directors of the Company is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act. Also refer paragraph 3 of the Basis of Qualified Opinion section.

(f) With respect to the maintenance of accounts and other matters connected therewith, we draw reference to our comment in paragraph 17 (b) above.

(g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Company and the operating effectiveness of such controls, we refer to Annexure A of this report. Also refer paragraph 3 of the Basis for Qualified Opinion section.

(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. Except for the possible effects of the matter described in the paragraph basis for Qualified Opinion, the consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Company and its associate company– Refer Note 32 to the consolidated financial statements.

ii. Except for the possible effects of the matter described in the basis for Qualified Opinion section, the Company and its associate were not required to recognise a provision as at arch 31, 2024, under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contract. The Company and its associates company did not have any derivative contracts as at March 31, 2024.

iii. Except for the possible effects of the matter described in the basis for Qualified Opinion section, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its associate company.

iv. (a) The management of the Company have represented to us that, to the best of their knowledge and belief, as disclosed in the notes 38 (viii) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such associate company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management of the Company have represented to us that, to the best of their knowledge and belief, as disclosed in the notes 38 (viii) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such associate company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Except for the possible effects of the matter described in the Basis for Qualified Opinion section, based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our or notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

v. Except for the possible effects of the matter described in the Basis for Qualified Opinion section, the dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that audit trail was not available for certain transactions and master data set and for direct database changes. During the course of performing our procedures, except for the aforesaid instances of audit trail not being maintained where the question of our commenting on whether the audit trail has been tampered with does not arise, we did not notice any instance of audit trail feature being tampered with. (Refer note 40 in the consolidated financial statements).

In the absence of the audited financial statements and audit report of the associate company for the year ended March 31, 2024, we are unable to comment on whether the audit trail feature of the associate company was enabled and operated throughout the year for all relevant transactions recorded in the database or whether there were any instances of the audit trail feature been tampered with.

18. Except for the possible effects of the matter described in the Basis for Qualified Opinion section, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N500016

Alpa Kedia
Partner
Membership Number: 100681
UDIN: 24100681BKFGDI9739

Mumbai
May 22, 2024

Annexure A to Independent Auditor’s Report

Referred to in paragraph 17(g) of the Independent Auditor’s Report of even date to the members of Gujarat Pipavav Port Limited on the consolidated financial statements for the year ended March 31, 2024.

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of Gujarat Pipavav Port Limited (hereinafter referred to as the “Company”) and its associate company as of that date.

Management’s Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Company, and its associate company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“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 that 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 Act.

Auditor’s Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company’s internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Basis for Qualified Opinion

8. According to the information and explanations given to us and based on our audit, material weakness has been identified in the operating effectiveness of the Company's internal financial controls with reference to consolidated financial statements as at March 31, 2024 as the Company's period end financial controls related to ensuring that the financial information of the associate company i.e., Pipavav Railway Corporation Limited (PRCL), included in the consolidated financial statements of the Company, is in accordance with the audited financial statements of the associate company, did not operate effectively. This could result in material misstatement in the consolidated financial statements.

9. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

10. In our opinion, the Company and its associate company have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, and except for the possible effects of the material weakness described in the 'Basis for Qualified Opinion' section above on the achievement of the objectives of the control criteria, the Company's internal financial controls with reference to consolidated financial statements were operating effectively as of March 31, 2024.

11. We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Company for the year ended March 31, 2024, and the material weakness affects our opinion on the consolidated financial statements of the Company and we have issued a qualified audit opinion on the consolidated financial statements. [Refer paragraph 3 of Independent Auditor's Report on consolidated financial statements].

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N500016

Alpa Kedia
Partner
Membership Number: 100681
UDIN: 24100681BKFGDI9739

Mumbai
May 22, 2024

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	12,890.52	12,899.98
Right-of-use-assets	3 (b)	662.83	722.72
Capital work-in-progress	3 (c)	802.30	901.91
Intangible assets	3 (d)	27.49	8.84
Intangible assets under development	3 (e)	2.93	43.63
Investments accounted for using the equity method	4 (a)	3,210.99	3,154.32
Financial Assets			
Other financial assets	4 (b)	266.98	224.33
Income tax assets (net)	5 (a)	202.87	202.87
Other non-current assets	6	2.39	6.40
Total non-current assets		**18,069.30**	**18,165.00**
Current assets			
Inventories	7	89.63	75.95
Financial Assets			
(i) Trade receivables	8 (a)	576.66	856.20
(ii) Cash and cash equivalents	8 (b)	236.58	157.71
(iii) Bank balance other than (ii) above	8 (c)	10,209.14	8,790.22
(iv) Loans	8 (d)	5.81	4.73
(v) Other financial assets	4 (b)	29.59	412.30
Other Current assets	9	148.27	230.66
Total current assets		**11,295.68**	**10,527.77**
Total Assets		**29,364.98**	**28,692.77**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10	4,834.40	4,834.40
Other equity			
Reserves and surplus	11	18,298.82	18,273.07
Total equity		**23,133.22**	**23,107.47**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	3(b)	567.28	617.45
(ii) Other financial liabilities	12	106.21	218.22
Employee benefit obligations	13	33.70	25.21
Deferred tax liabilities (net)	14(b)	1,436.90	1,406.86
Other non-current liabilities	15	373.38	421.46
Total non-current liabilities		**2,517.47**	**2,689.20**
Current liabilities			
Financial Liabilities			
(i) Trade payables			
(a) Total outstanding of Micro, Small and Medium Enterprises	16	4.19	17.65
(b) Total outstanding dues other than (a) above	16	599.80	641.78
(ii) Lease liabilities	3(b)	224.84	176.93
(iii) Other financial liabilities	12	325.93	229.13
Provisions	17	814.96	208.00
Employee benefit obligations	13	170.24	134.33
Income tax provisions (net)	5 (b)	4.49	44.20
Other current liabilities	18	1,569.84	1,444.08
Total current liabilities		**3,714.29**	**2,896.10**
Total Liabilities		**6,231.76**	**5,585.30**
Total equity and liabilities		**29,364.98**	**28,692.77**

The above Consolidated balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer
Mumbai
22 May 2024

Manish Agnihotri
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	For the year ended 31 Mar 2024	For the year ended 31 Mar 2023
Revenue from operations	19	9,884.29	9,169.50
Other income	20	748.97	510.00
Total Income		**10,633.26**	**9,679.50**
Expenses			
Operating expenses	21	1,746.80	1,922.00
Employee benefits expense	22	791.35	745.81
Finance costs	23	93.20	79.55
Depreciation and amortisation expense	24	1,156.01	1,161.54
Other expenses	25	1,615.61	1,480.28
Total expenses		**5,402.97**	**5,389.18**
Profit before share of net profits of investments accounted for using equity method and tax		5,230.29	4,290.32
Share of net profit /(loss) of associates accounted for using the equity method	4(a)	94.82	213.62
Profit before exceptional items and tax		**5,325.11**	**4,503.94**
Exceptional items		530.28	371.67
Profit before tax		**4,794.83**	**4,132.27**
Tax expense :			
For the year			
Current tax expense	14 (a)	1,341.41	1,047.01
Deferred tax (credit) / expense	14 (b)	33.42	(46.16)
Total tax expense		**1,374.83**	**1,000.85**
Profit for the year		**3,420.00**	**3,131.42**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement of post-employment benefit obligations		(13.40)	8.94
(ii) Share of other comprehensive income of associates		(0.22)	0.04
(iii) Less: Income tax relating to (i) above		3.38	(2.24)
(iv) Less: Income tax relating to (ii) above		0.07	(0.01)
Other comprehensive (loss)/income for the year, net of tax		**(10.17)**	**6.73**
Total comprehensive income for the year		**3,409.83**	**3,138.15**
Earning per equity share [face value per share INR 10 (31 March 2023: INR10)]			
Basic earnings per share	33	7.07	6.48
Diluted earnings per share	33	7.07	6.48

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
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Girish Aggarwal
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Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

A. Equity share capital

	Notes	Amount
As at 31 March 2022		**4,834.40**
Changes in equity share capital	10	-
As at 31 March 2023		**4,834.40**
Changes in the equity share capital	10	-
As at 31 March 2024		**4,834.40**

B. Other equity

Particulars	Attributable to owners of Gujarat Pipavav Port Limited			
	Notes	Reserves and Surplus		Total Other Equity
		Securities Premium Reserve	Retained Earnings	
Balance at 1 April 2022	11(i)	14,288.87	3,311.60	17,600.47
Profit for the year			3,131.42	3,131.42
Other Comprehensive Income			6.73	6.73
Total comprehensive income for the year ended 31 March 2023			**3,138.15**	**3,138.15**
Transaction with owners in their capacity as owners:				
Dividends paid			(2,465.55)	(2,465.55)
Balance at 31 March 2023	11(i)	14,288.87	3,984.20	18,273.07
Profit for the year	11(ii)		3,420.00	3,420.00
Other Comprehensive Income			(10.17)	(10.17)
Total comprehensive income for the year ended 31 March 2024			**3,409.83**	**3,409.83**
Transaction with owners in their capacity as owners:				
Dividends paid			(3,384.08)	(3,384.08)
Balance at 31 March 2024		**14,288.87**	**4,009.95**	**18,298.82**

The above Consolidated Statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date attached.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

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Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Cash flows from operating activities		
Profit before Income tax	4,794.83	4,132.27
Adjustments for :		
Share of (profit)/loss of associate company	(56.82)	(213.62)
Deferred income recognised	(48.24)	(51.31)
Depreciation and amortisation expense	1,156.01	1,161.54
Finance costs	93.20	79.55
Interest on litigation provisions	518.24	-
Interest income classified as investing cash flows	(647.01)	(405.69)
Loss on disposal of property, plant and equipment	1.23	4.55
Loss on termination of leased asset	6.50	-
Sundry balances written (back) / off	(11.74)	0.28
Provisions for doubtful debts and inventory	(2.40)	17.56
Bad debts written off	1.14	7.58
Inventory Write Off	-	2.91
Foreign currency transactions and translations differences	4.62	8.87
Provision for security deposit	-	4.23
	5,809.56	**4,748.72**
Operating profit before working capital changes		
Decrease / (Increase) in trade receivables	282.33	(360.23)
(Increase) / Decrease in inventories	(19.83)	12.92
(Increase) / Decrease in loans	(1.08)	1.61
(Increase) / Decrease in other financial assets	(39.17)	1.69
Decrease / (Increase) in other assets	82.40	(44.12)
(Decrease) / Increase in trade payables	(10.29)	189.20
Increase / (Decrease) in employee benefit obligations	31.00	(1.88)
(Decrease) / Increase in other financial liabilities	(74.46)	1.03
Increase in provision	88.73	-
Increase in other current liabilities	119.97	225.18
	459.60	**25.40**
Cash generated from operations	6,269.16	4,774.12
Income taxes paid	(1,381.12)	(1,072.75)
Net cash inflow from operating activities	**4,888.04**	**3,701.37**
Cash flows from investing activities		
Payments for property, plant and equipment	(712.69)	(578.25)
Payments for termination of leased asset	(6.96)	-
Interest received	590.21	278.54
Placement of fixed deposits with Banks	(14,110.58)	(27,010.68)
Proceeds from maturity of fixed deposits with Banks	13,127.89	26,493.68
Net cash outflow from investing activities	**(1,112.13)**	**(816.71)**

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Cash flows from financing activities		
Interest paid	(3.11)	(4.95)
Repayment of lease liability	(309.85)	(260.07)
Unclaimed Dividend	(0.19)	(1.14)
Dividends paid to Company's shareholders	(3,383.89)	(2,464.41)
Net cash outflow from financing activities	**(3,697.04)**	**(2,730.57)**
Net Increase in cash and cash equivalents	**78.87**	**154.09**
Cash and cash equivalents at the beginning of the financial year	157.71	3.62
Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at end of the year	**236.58**	**157.71**
Non cash financing and investing activites		
Acquitions of right of use assets	185.67	534.67

Reconciliation of cash and cash equivalents as per the cash flow statement

	31 March 2024	31 March 2023
Cash and cash equivalents as per above comprise of the following		
Cash and cash equivalents	236.58	157.71
Balance as per statement of cash flows	236.58	157.71

The above Consolidated statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date attached.
For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

1. (A) Company overview

i. Gujarat Pipavav Port Limited, (“the Company”) was incorporated on 5 August 1992 to construct, operate and maintain an all-weather port at Pipavav, District Amreli, in the State of Gujarat.

ii. The port is designed to handle bulk, container, liquid cargo and RORO and to provide port services such as marine services, material handling and storage operations.

iii. The Company has entered into a 30 year Concession Agreement with Government of Gujarat and Gujarat Maritime Board (“GMB”) dated 30 September 1998 to engage in the business of developing, constructing, operating and maintaining the port on a BOOT (Build Own Operate Transfer) basis.

iv. During the year 2005, AP Moller-Maersk group together with certain financial investors acquired the complete shareholdings held by the original promoter viz. Seaking Infrastructure Limited (“SKIL”) group, on receipt of approval from Government of Gujarat, and GMB. Accordingly, AP Moller-Maersk group became the key promoter of the Company under the Concession agreement.

v. Pursuant to the approval of the shareholders of the Company in an extra ordinary general meeting held on 17 November 2009, the Company has issued and allotted through Initial Public Offering (IPO) 108,695,652 equity shares of INR 10 each at a premium of INR 36 per share aggregating to a total of INR 5,000 million to all categories of investors. The issue was made in accordance with the terms of the Company’s prospectus dated 30 August 2010 and the shares got listed on 9 September 2010 on Bombay Stock Exchange and National Stock Exchange.

The Consolidated financial statements were authorised for issue by the board of directors on May 22, 2024.

(B) Principles of consolidation and equity accounting

(i) Associates

Associates are all entities over which the Company has significant influence but not control or joint control. This is generally the case where the Company holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(ii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Company’s share of the post-acquisition profits or losses of the investee in The Consolidated Statement of Profit and Loss, and the Company’s share of other comprehensive income/loss of the investee in other comprehensive income/loss. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When the Company’s share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Company and its associates are eliminated to the extent of the Company’s interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Company.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 41.2 below.

(iii) Changes in ownership interests

When the Company ceases to equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in Consolidated Statement of Profit and Loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate. In addition, any amounts previously recognised in other comprehensive income/loss in respect of that associate are accounted for as if the Company had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income/loss are reclassified to profit or loss.

If the ownership interest in an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(iv) The Associate entity considered in the consolidated financial statements is:

Sr. No.	Name of the Company	Country of incorporation	% voting power held as at March 31, 2024
1	Pipavav Railway Corporation Limited (the 'Associate Company')	India	38.78%

2. Material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these Consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis of preparation of financial statements

(i) Compliance with Ind AS

The Consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical cost convention

The Consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities are measured at fair value ; and
- defined benefit plans – plan assets measured at fair value

(iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Division II of the Schedule III to the Act. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iv) New and amended standards adopted by the Company

The Ministry of Corporate Affairs vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, which amended certain accounting standards and are effective 1 April 2023:

- Disclosure of accounting policies – amendments to Ind AS 1
- Definition of accounting estimates – amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction – amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Company's accounting policy already complies with the now mandatory treatment.

2.2. Use of estimates:

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the accounting period in which such revision takes place.

2.3. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Managing Director and Chief Financial Officer of the Company are the chief operating decision makers. Refer note 36 for segment information presented.

2.4. Revenue recognition

Company is engaged in providing port services such as marine services, material handling and storage operations. Revenue is recognized from rendering of services at a point in time upon the completion of services as per contract with customers except for revenue from storage operations which is recognised on a time proportion basis. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company satisfies the performance obligation as per the contract.

Rebate and discount is offered to the esteemed customers who achieve a threshold volume specified in individual contracts and are recognized as refund liabilities.

Estate income is recognised on lease of office premises as per the contract entered.

2.5. Government Grant

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of profit and loss on a straight-line basis over the expected lives of the related assets and presented within other income.

2.6. Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its associate operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Consolidated financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income/loss or directly in equity. In this case, the tax is also recognised in other comprehensive income/loss or directly in equity, respectively.

2.7. Leases

As a lessee

The Company has taken various assets on lease such as tugs, boats, offices, land, etc. Rental contracts are typically made for longer fixed periods.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments),
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the company entities use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

2.8. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9. Exceptional Items

Company recognises exceptional item when items of income and expenses within Statement of Profit and Loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period.

2.10. Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components.

For trade receivables and contract assets, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

2.11. Inventories

Inventories comprise of stores, spares, loose tools, fuel and lubricants and are held for maintenance and repairs of various assets at the Port. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting discounts. These are carried at the lower of cost and net realisable value. Costs are assigned to individual items of inventory on the basis of weighted average method. Systematic provisioning is made for inventories held for more than a year. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

2.12. Investment and Other Financial assets

(i) Classification of financials assets at amortised costs

The Company classifies its financial assets at amortised costs only if both the following criteria are met:

- The asset is held within a business model whose objective is to collect the contractual cash flows, and
- The contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial assets are classified at amortised cost comprise trade receivables and loans.

(ii) Classification

The Company classifies its financial assets at amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(iii) Initial recognition and Measurement

At initial recognition, the Company measures a financial asset (excluding trade receivables which do not contain a significant financing component) at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the Statement of Profit and Loss.

(iv) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 28 details how the Company determines whether there has been a significant increase in credit risk.

(v) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(vi) Income recognition

Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost is calculated using the effective interest method is recognised in the Statement of Profit and Loss as part of other income. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividends

Dividends are recognised in the Consolidated Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.13. Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on the straight-line method, over the estimated useful life of each asset from the subsequent month of the date of purchase.

The estimated useful life of assets which are those prescribed in Schedule II are as follows:

- Buildings 5 - 60 years
- Computer Software 3 years
- Furniture and Fittings 5 - 10 years
- Motor Vehicles 8 years
- Plant, Machinery and Equipments 3 - 15 years

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

Based on internal technical evaluation following assets have a different useful life than prescribed by schedule II of the Act.

Asset Details	Block of Assets	Technical Estimate in Years
Ship to Shore Cranes	Plant, Machinery and Equipment	20
Power Distribution Systems	Plant, Machinery and Equipment	15
Carpeted Roads	Port Road - External	20
Jetties	Plant, Machinery and Equipment	30
Dredging	Dredging	50
Boundary Wall	Buildings	20
Old Residential Complex, Marine Office Building, Warehouses and Guest houses	Buildings	15
Railway sidings	Railway sidings	30

All assets costing individually INR 125,000 or less are depreciated fully in the year of purchase.

The useful lives are reviewed by the management at each reporting date and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss within other gains/(losses).

In accordance with Concession agreement all contracted immovable and movable assets shall be transferred to and shall vest in GMB at the end of the concession period, for consideration equivalent to the Depreciated Replacement Value (DRV). The DRV needs to be computed as at the date of expiry of the agreement and is therefore currently not determinable. Accordingly, these assets are depreciated based on their estimated useful lives after taking into consideration likely extension of the agreement.

2.14. Intangible assets

(a) Acquired Intangible Assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and / or accumulated impairment loss, if any.

Intangible assets are amortised in the Statement of Profit and Loss using the straight line method over their estimated useful lives, from the date that they are available for use. Accordingly, at present, these are being amortised on straight line basis based on the period of the licence in case of licensed software or for 3 years. Such intangible assets that are not yet available for use are tested annually for impairment.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

(b) Internally-generated intangible assets

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- management’s intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset is recognised. Where no internally-generated intangible asset can be recognized, development expenditure is charged to the Consolidated Statement of Profit and Loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets acquired separately.

2.15. Financial Liabilities

(a) Classification

Financial liabilities issued by the entity are classified according to the substance of the contractual arrangements entered into and the definition of a financial liability.

(b) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified at fair value through profit and loss.

(c) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Financial liabilities are classified as measured at amortised cost. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Consolidated Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

(d) Derecognition

A financial liability is derecognised 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 and Loss, unless it is in the nature of equity contribution by parent.

2.16. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.17. Employee benefits

(i) 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 employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Post-employment obligations

Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance sheet date.

All expenses related to defined benefit plans are recognised in employee benefits expense in the Statement of Profit and Loss. The Company recognises gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC) under the Group Gratuity cum Life Assurance (Cash Accumulation) Scheme.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income/loss. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit and Loss as past service cost.

(iii) Other Long term employee benefit obligation

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the period in which they arise.

The obligations are presented as current liabilities in the balance sheet if the entity 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.

2.18. Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.19. Contingent liabilities

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

2.20. Earnings per share (EPS)

The basic EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.

2.21. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.22. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of it's property, plant and equipment, investment properties and intangible assets measured as per previous GAAP and use that carrying value as the deemed cost of property, plant and equipment, investment properties and intangible assets.

2.23. Critical estimates and judgements

The preparation of financial statements require the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise the judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line in the financial statements.

The areas involving critical estimates or judgements are:

- Estimates of current tax expense and deferred tax expense-Refer Note 5 and 14
- Estimated useful life of Property, Plant and Equipment and Intangible assets-Refer Note 2.13, 2.14, 3(a) and 3(d)
- Estimation of defined benefit obligation-Refer Note 13
- Estimation of fair value of contingent liabilities-Refer Note 32
- Estimation of accruals in respect of incentives and rebates related to sale volume-Refer Note 18 (a)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3 (a) (i) Property, plant and equipment [1 April 2023 to 31 March 2024]

Particulars	Gross Carrying Amount					Accumulated Depreciation				Net Carrying Amount
	As at 1 April 2023	Additions during the year	Transfers during the year	Deductions	As at 31 March 2024	As at 1 April 2023	Charge on account of Depreciation for the year	Deductions	As at 31 March 2024	As at 31 March 2024
Land and site development	320.37	-	-	-	**320.37**	-	-	-	-	**320.37**
Buildings	5,784.65	596.12	-	0.27	**6,380.50**	1,719.44	153.30	0.12	1,872.62	**4,507.88**
Port Road - External	734.59	-	-	-	**734.59**	385.57	32.22	-	417.79	**316.80**
Plant, Machinery and Equipments	10,049.64	206.88	-	117.62	**10,138.90**	5,323.21	595.01	116.67	5,801.55	**4,337.35**
Dredging	3,869.19	-	-	-	**3,869.19**	722.76	90.61	-	813.37	**3,055.82**
Railway sidings	389.11	82.23	-	-	**471.34**	115.39	26.57	-	141.96	**329.38**
Furniture, Fittings and Leasehold Improvements	32.00	2.23	-	0.52	**33.71**	26.75	3.36	0.52	29.59	**4.12**
Motor Vehicles	27.23	8.77	-	3.38	**32.62**	13.68	3.37	3.23	13.82	**18.80**
Total	**21,206.78**	**896.23**	**-**	**121.79**	**21,981.22**	**8,306.80**	**904.44**	**120.54**	**9,090.70**	**12,890.52**
Capital work in progress	901.91	969.03	1,068.64	-	**802.30**	-	-	-	-	**802.30**

Notes :

1. Land and site development includes
   - Freehold land of INR 50.55 million
   - Land aggregating INR 24.99 million was purchased during prior years for handing it over to Government of Gujarat, pursuant to the order issued by Hon'ble Supreme Court. This land has been exchanged with the land located inside the port premises which does not form part of the current Concession with Gujarat Maritime Board (GMB).
   - Expenditure of INR 244.83 million incurred towards Land Filling and Site development.
2. Refer to note 30 for disclosure of capital commitments for the acquisition of property, plant and equipment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3(a) (ii) Property, plant and equipment [1 April 2022 to 31 March 2023]

Particulars	Gross Carrying Amount					Accumulated Depreciation				Net Carrying Amount
	As at 1 April 2022	Additions during the year	Transfers during the year	Deductions	As at 31 March 2023	As at 1 April 2022	Charge on account of Depreciation for the year	Deductions	As at 31 March 2023	As at 31 March 2023
Land and site development	320.37	-	-	-	**320.37**	-	-	-	-	**320.37**
Buildings	5,768.48	46.51	-	30.34	**5,784.65**	1,596.37	153.41	30.34	1,719.44	**4,065.21**
Port Road - External	734.59	-	-	-	**734.59**	351.97	33.60	-	385.57	**349.02**
Plant, Machinery and Equipments	9,935.30	121.86	-	7.52	**10,049.64**	4,691.47	636.02	4.28	5,323.21	**4,726.43**
Dredging	3,869.19	-	-	-	**3,869.19**	632.28	90.48	-	722.76	**3,146.43**
Railway sidings	389.11	-	-	-	**389.11**	91.89	23.50	-	115.39	**273.72**
Furniture, Fittings and Leasehold Improvements	30.73	1.38	-	0.11	**32.00**	24.59	2.27	0.11	26.75	**5.25**
Motor Vehicles	25.06	9.44	-	7.27	**27.23**	16.63	2.67	5.62	13.68	**13.55**
Total	**21,072.83**	**179.19**	**-**	**45.24**	**21,206.78**	**7,405.20**	**941.95**	**40.35**	**8,306.80**	**12,899.98**
Capital work in progress	473.89	1,141.87	713.85	-	**901.91**	-	-	-	-	**901.91**

Notes :

1. Land and site development includes
   - Freehold land of INR 50.55 million
   - Land aggregating INR 24.99 million was purchased during prior years for handing it over to Government of Gujarat, pursuant to the order issued by Hon’ble Supreme Court. This land has been exchanged with the land located inside the port premises which does not form part of the current Concession with Gujarat Maritime Board (GMB).
   - Expenditure of INR 244.83 million incurred towards Land Filling and Site development.
2. Refer to note 30 for disclosure of capital commitments for the acquisition of property, plant and equipment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3(b) (i) Leases

(i) Amount recognised in the Balance Sheet

The Balance Sheet shows the following amounts relating to leases:

	As at 31 March 2024	As at 31 March 2023
Right of Use Assets		
Land	42.55	52.00
Plant & Machinery	580.36	606.46
Administration Building	10.66	18.48
Containers	-	10.57
Workshop and Operational Buildings	29.26	35.21
Total	**662.83**	**722.72**
Lease Liabilities		
Current	224.84	176.93
Non current	567.28	617.45
Total	**792.12**	**794.38**

Additions to the right-of-use assets during the year were INR 185.67 million (31 March 2023 INR 534.67 million)

(ii) Amount recognised in the statement of profit and loss

The statement of profit or loss shows the following amounts relating to leases:

	As at 31 March 2024	As at 31 March 2023
Depreciation charge of right of use assets		
Land	9.46	9.46
Plant & Machinery	211.77	193.54
Administration Building	7.82	7.47
Containers	3.64	1.82
Workshop & Operational Buildings	5.94	0.99
Total	**238.63**	**213.28**
Interest expenses (Included in finance cost)	83.70	75.64
Expenses relating to short-term lease not included in lease liabilities (Included in operating expenses)	412.09	379.99
Expenses relating to leases of low-value assets that are not included in lease liabilities (Included in operating expenses)	0.79	0.11

The total cash outflow for leases for the year was INR 309.85 million (31 March 2023 was INR 260.07 million)

The lease contains variable payment terms that are linked to the movement of the container outside the Port premises during the period. Variable lease payments that depend on movement of the containers are recognised in profit or loss in the period in which the movement occurs. During the current year, there are no container movements.

3(c) (i) Capital work in progress

	As at 31 March 2024	As at 31 March 2023
Capital work in progress	802.30	901.91
Total	**802.30**	**901.91**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

31st March'2024: Capital work-in-progress mainly comprises of Upgradation of Fire Fighting System at Liquid Jetty, Fertilizer shed at CFS area (7,500 sqm apx), Jetty Fendering System replacement, Development of Railway Infrastructure for DFC Corridor Compatibility and Network refresh project for Pipavav.

31st March'2023: Capital work-in-progress mainly comprises of Upgradation of existing liquid jetty to handle VLGC Vessels, Development of Railway Infrastructure for DFC Corridor Compatibility, Upgradation of Fire Fighting System at Liquid Jetty, Installation of Additional Mechanical Bagging Machines for Fertilizer Evacuation, All Port area illumination upgradation, Rail Replacement at RMGC Yard, HP data Storage replacement.

(a) Aging of CWIP as on 31st March 2024

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	676.94	104.64	3.09	17.63	**802.30**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**676.94**	**104.64**	**3.09**	**17.63**	**802.30**

(b) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Upgradation of Fire Fighting System at Liquid Jetty	298.90	-	-	-	298.90
Jetty Fendering System replacement	86.10	-	-	-	86.10
Development of Railway Infrastructure for DFC Corridor Compatibility	29.84	-	-	-	29.84
Network refresh project for Pipavav	29.12	-	-	-	29.12
Construction of pedestrian walkway at Fertilizer Shed	9.98	-	-	-	9.98
Pedestrian walkway with concrete barriers	9.02	-	-	-	9.02
Road weighbridges 100 MT capacity with civil foundation works	8.22	-	-	-	8.22
Upgradation of existing liquid jetty to handle VLGC Vessels	6.21	-	-	-	6.21
Miscellaneous*	39.09	-	-	-	39.09
Total	**516.48**	**-**	**-**	**-**	**516.48**

* Projects amounting to less than INR 5 million are clubbed together

(c) Aging of CWIP as on 31st March 2023

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	326.69	281.00	282.01	12.21	**901.91**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**326.69**	**281.00**	**282.01**	**12.21**	**901.91**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(d) Completion schedule for capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Upgradation of existing liquid jetty to handle VLGC Vessels	447.23	-	-	-	447.23
Development of Railway Infrastructure for DFC Corridor Compatibility	255.47	-	-	-	255.47
Upgradation of Fire Fighting System at Liquid Jetty	64.30	-	-	-	64.30
Installation of Additional Mechanical Bagging Machines for Fertilizer Evacuation	38.09	-	-	-	38.09
Rail Replacement at RMGC Yard	17.27	-	-	-	17.27
HP data Storage replacement	12.84	-	-	-	12.84
Construction of pedestrian walkway at Fertilizer Shed	6.80	-	-	-	6.80
Miscellaneous*	24.89	-	-	-	24.89
Total	**866.89**	-	-	-	**866.89**

* Projects amounting to less than INR 5 million are clubbed together

3(d) (i) Intangible Assets

Particulars	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount
	As at 1 April 2023	Additions during the year	Deductions/ Adjuments during the year	As at 31 March 2024	As at 1 April 2023	Charge on account of Amortisation for the year	On Deductions / Adjuments	As at 31 March 2024	As at 31 March 2024
Computer Software	58.93	31.59	1.04	**89.48**	50.09	12.94	1.04	**61.99**	27.49
Total	**58.93**	**31.59**	**1.04**	**89.48**	**50.09**	**12.94**	**1.04**	**61.99**	**27.49**
Intangible assets under development	43.63	4.14	44.84	**2.93**	-	-	-	-	**2.93**

3(d) (ii) Intangible Assets

Particulars	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount
	As at 1 April 2022	Additions during the year	Deductions/ Adjuments during the year	As at 31 March 2023	As at 1 April 2022	Charge on account of Amortisation for the year	On Deductions / Adjuments	As at 31 March 2023	As at 31 March 2023
Computer Software	56.95	1.98	-	**58.93**	43.78	6.31	-	**50.09**	8.84
Total	**56.95**	**1.98**	**-**	**58.93**	**43.78**	**6.31**	**-**	**50.09**	**8.84**
Intangible assets under development	**16.45**	**29.16**	**1.98**	**43.63**	-	-	-	-	**43.63**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

3(e) (i) Intangible assets under development

	As at 31 March 2024	As at 31 March 2023
Intangible assets under development	2.93	43.63
Total	**2.93**	**43.63**

31st March'2024: Intangible assets under development comprises of Video AI for Wildlife detection, Asset Digitalization Project and Fixed asset tagging project.

31st March'2023: Intangible assets under development comprises of Asset Digitalization Project and Navis Stress test OEM cost.

(a) Aging of Intangible assets under development as on 31st March 2024

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	2.93	-	-	-	**2.93**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**2.93**	**-**	**-**	**-**	**2.93**

(b) Completion schedule for Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Asset Digitalization Project	0.33	-	-	-	0.33
Fixed asset tagging project	0.26	-	-	-	0.26
Total	**0.59**	**-**	**-**	**-**	**0.59**

(c) Aging of Intangible assets under development as on 31st March 2023

Particulars	Amounts in capital work-in-progress for				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress	27.68	15.95	-	-	43.63
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**27.68**	**15.95**	**-**	**-**	**43.63**

(d) Completion schedule for Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in				
	Less than one year	1 – 2 years	2 – 3 years	More than 3 years	Total
(i) Projects in progress:-					
Asset Digitalization Project	41.36	-	-	-	41.36
Total	**41.36**	**-**	**-**	**-**	**41.36**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

4 (a) Interests in Associates

Set out below is the associate of the company as at 31 March 2024 which, in the opinion of the directors, are material to the group. The entity listed below have share capital consisting solely of equity shares, which are held directly by the company. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Place of business	% of ownership interest	Relationship	Accounting method	Quoted fair value		Carrying amount #	
					31 March 2024	31 March 2023	31 March 2024	31 March 2023
Pipavav Railway Corporation Limited	India	38.78%	Associate	Equity method	*	*	3,210.99	3,154.32

Pipavav Railway Corporation Limited engages in the construction, operation, and maintenance of a railway line connecting Port of Pipavav to Surendranagar Junction of Western Railway in Gujarat. Its railway system provides single window transport solutions for the movement of bulk and containerized cargo.

* Unlisted entity – No quoted price available.

Reconciliation to carrying amounts

	As at 31 March 2024	As at 31 March 2023
Opening carrying amount	3,154.32	2,940.67
Profit for the period	94.82	213.62
Other comprehensive income	(0.22)	0.04
Income Tax relating to the above	0.07	(0.01)
Dividend from PRCL	(38.00)	-
Closing net assets	**3,210.99**	**3,154.32**

4 (b) Other financials assets

	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Security deposits - considered good	51.58	3.58	38.98	3.02
Security deposits - considered doubtful	-	4.23	-	4.23
Less: Loss allowance	-	(4.23)	-	(4.23)
Fixed deposits of original maturity of more than 12 months	30.05	-	-	409.28
Receivable from Gujarat Maritime Board (Refer Note 32)	185.35	-	185.35	-
Others	-	26.01	-	-
Total other financials assets	**266.98**	**29.59**	**224.33**	**412.30**

5 (a) Income tax assets (net)

	As at 31 March 2024	As at 31 March 2023
Advance Tax *	202.87	202.87
Total Current tax assets (net)	**202.87**	**202.87**

* Net of provision for tax of INR 5,230.38 million (31 March 2023 : INR 5,230.38 million)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
Opening Balance	202.87	202.87
Closing Balance	202.87	202.87

5 (b) Income tax provisions (net)

	As at 31 March 2024	As at 31 March 2023
Provision for tax #	4.49	44.20
Total Current tax provisions (net)	**4.49**	**44.20**

Net of Advance tax of INR 3,034.43 million (31 March 2023 : INR 1,653.30 million)

Reconciliation of Income tax provisions

	As at 31 March 2024	As at 31 March 2023
Opening Balance	44.20	69.94
Add: Current tax payable for the year	1,341.41	1,047.01
Less: Taxes Paid	(1,381.12)	(1,072.75)
Closing Balance	4.49	44.20

6 Other non-current assets

	As at 31 March 2024	As at 31 March 2023
Capital advances	2.39	6.40
Total other non-current assets	**2.39**	**6.40**

7 Inventories

	As at 31 March 2024	As at 31 March 2023
Stores and spares	89.63	75.95
Total inventories	**89.63**	**75.95**

Amounts recognised in Statement of Profit and Loss

Write down of Inventories to net realisable value amounted to INR 6.15 million (As at 31 March 2023 : 10.03 million). These are recognised as an expense (Refer note - 25)

8 (a) Trade receivables

	As at 31 March 2024	As at 31 March 2023
Trade receivables from contracts with customers-billed	309.64	411.55
Trade receivables from contracts with customers-unbilled	57.23	96.08
Trade receivables from contracts with related parties-unbilled (Refer note - 34)	-	44.21
Trade receivables from contracts with related parties-billed (Refer note - 34)	281.52	384.64
Loss allowance (Refer note - 28)	(71.73)	(80.28)
Total trade receivables	**576.66**	**856.20**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Break-up of security details

	As at 31 March 2024	As at 31 March 2023
Trade receivables considered good-unsecured	533.66	839.41
Trade receivables considered good-secured	43.00	16.79
Trade receivables which have significant increase in credit risk	8.42	13.33
Credit impaired	63.30	66.95
Total	**648.39**	**936.48**
Loss allowance	(71.73)	(80.28)
Total trade receivables	**576.66**	**856.20**

8 (a) (i) Aging of trade receivables:

As at 31 March 2024

	Unbilled	Not due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	57.23	178.46	320.40	11.70	8.23	0.10	0.54	576.66
which have significant increase in credit risk	-	-	4.60	2.08	1.74	-	-	8.42
credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired	-	-	-	0.26	1.12	0.95	60.98	63.31
Total	**57.23**	**178.46**	**325.00**	**14.04**	**11.09**	**1.05**	**61.52**	**648.39**

As at 31 March 2023

	Unbilled	Not due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
considered good	140.29	261.21	431.99	21.85	0.23	-	0.63	856.20
which have significant increase in credit risk	-	-	9.96	3.37	-	-	-	13.33
credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables								
considered good	-	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-	-
credit impaired			0.03	2.80	1.31	1.19	61.62	66.95
Total	**140.29**	**261.21**	**441.98**	**28.02**	**1.54**	**1.19**	**62.25**	**936.48**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

8 (b) Cash and cash equivalents

	As at 31 March 2024	As at 31 March 2023
Balances with banks		
- In current accounts	35.09	52.71
- Deposits with maturity of less than three months	201.49	105.00
Total cash and cash equivalents	**236.58**	**157.71**

Note: There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

8 (c) Other bank balances

	As at 31 March 2024	As at 31 March 2023
Deposits with original maturity of more than three months but less than 12 months	10,199.08	8,780.35
Unpaid dividend account	10.06	9.87
Total other bank balances	**10,209.14**	**8,790.22**

8 (d) Loans

	As at 31 March 2024	As at 31 March 2023
Loans to employees - unsecured considered good	5.81	4.73
Total loans	**5.81**	**4.73**

9 Other current assets

	As at 31 March 2024	As at 31 March 2023
Advance for supplies	31.91	151.66
Prepaid expenses	80.59	13.76
Balances with government authorities	31.94	41.42
Advances to employees	1.25	4.45
Deposit with Government authorities	2.58	-
Other receivables	-	19.37
Total other current assets	**148.27**	**230.66**

10 Equity share capital

	As at 31 March 2024	As at 31 March 2023
Authorised share capital		
600,000,000 (31 March 2023 : 600,000,000) equity shares of INR 10 each	6,000.00	6,000.00
	6,000.00	**6,000.00**
Issued, subscribed and paid up share capital		
483,439,910 (31 March 2023 : 483,439,910) equity shares of INR 10 each, fully paid-up	4,834.40	4,834.40
	4,834.40	**4,834.40**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

a Reconciliation of number of equity shares outstanding as at the beginning and at the end of reporting period

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	INR	Number	INR
Equity shares at the commencement of the year	483,439,910	4,834.40	483,439,910	4,834.40
Issued during the year	-	-	-	-
At the end of the year	**483,439,910**	**4,834.40**	**483,439,910**	**4,834.40**

b Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

c Equity shares in the Company held by each shareholder holding more than 5% shares #

Name of Shareholder	As at 31 March 2024		As at 31 March 2023	
	Number	Percentage	Number	Percentage
APM Terminals Mauritius Limited	212,738,931	44.01%	212,738,931	44.01%
ICICI Prudential Mutual Fund	11,122,320	2.30%	35,336,063	7.31%
HDFC Mutual Fund	44,587,394	9.22%	39,516,488	8.17%

As per the records of the Company, including its register of members.

d Details of shareholding of promoters:

Name of the promoter	As at 31 March 2024			As at 31 March 2023		
	Number of shares	Percentage of total number of shares	Percentage of change during the year	Number of shares	Percentage of total number of shares	Percentage of change during the year
APM Terminals Mauritius Limited	212,738,931	44.01%	0.00%	212,738,931	44.01%	0.00%

11 Reserves and surplus

	As at 31 March 2024	As at 31 March 2023
Securities premium reserve [Refer Note- (i) below]	14,288.87	14,288.87
Retained earnings [Refer Note- (ii) below]	4,009.95	3,984.20
Total reserves and surplus	**18,298.82**	**18,273.07**

(i) Securities premium reserve *

	As at 31 March 2024	As at 31 March 2023
Opening balance	14,288.87	14,288.87
Movement during the year	-	-
Closing balance	**14,288.87**	**14,288.87**

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(ii) Retained earnings

	As at 31 March 2024	As at 31 March 2023
Opening balance	3,984.20	3,311.60
Net profit for the year	3,420.00	3,131.42
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post employment benefit obligation, net of tax	(10.17)	6.73
Dividends		
- Final dividend for the year ended	(1,643.70)	(1,160.26)
- Interim dividend for the year ended	(1,740.38)	(1,305.29)
Closing balance	**4,009.95**	**3,984.20**

12 Other financial liabilities

	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Retention monies payable	79.01	99.52	108.61	55.00
Security deposits received *	27.20	62.72	20.88	66.51
Capital creditors *	-	153.63	-	97.75
Unclaimed dividend (Refer note below)	-	10.06	-	9.87
Other Security deposit	-	-	88.73	-
Total other financial liabilities	**106.21**	**325.93**	**218.22**	**229.13**

Note :

There are no amounts due for payment to Investor Education and Protection Fund under Section 125 of The Companies Act 2013 as at the year end.

* For due to related parties refer note - 34

13 Employee benefits obligations

	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Compensated absences [Refer note (i) below]	-	49.38	-	46.61
Gratuity [Refer note (iii) below]	10.19	20.33	-	14.79
Other employee benefits payables	23.51	100.53	25.21	72.93
Total employee benefits obligations	**33.70**	**170.24**	**25.21**	**134.33**

(i) Compensated absences

The leave salary is payable to all eligible employees for each day of accumulated leave on death or on resignation. Amount charged to the Statement of Profit and Loss on account of compensated absences during the year amounts to INR 9.50 million (31 March 2023: INR 5.10 million) and is included in Note 22 - 'Employee benefits expense'. Accumulated current provision for compensated absences aggregates to INR 49.38 million (31 March 2023: INR 46.61 million). The entire amount of the provision of INR 49.38 million (31 March 2023: INR 46.61 million) is presented as current, since the Company does not have an unconditional right to defer settlement for compensated absences.

(ii) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

of the Company is limited to the amount contributed as it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 31.14 million (31 March 2023 – INR 30.69 million).

(iii) Post-employment obligations - Gratuity

The Company makes annual contribution to the Employee's Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded defined benefit plan for employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service. Gratuity payments due to employees are processed disregarding the upper limits specified by Income Tax Act, 1961 and The Payment of Gratuity Act, 1972.

The amount recognised in the balance sheet and movements in the net defined benefit obligation over the years are as follows :

	Present value of obligation	Fair value of plan assets	Net amount
Balance as at 01 April 2023	**136.13**	**(121.34)**	**14.79**
Current service cost	10.35	-	10.35
Interest expense / (income)	10.13	(9.03)	1.10
Total amount recognised in the Statement of Profit and Loss	**20.48**	**(9.03)**	**11.45**
Remeasurements			
Loss from change in financial assumptions	2.95	-	2.95
Experience loss	10.49	-	10.49
Return on Plan Assets, Excluding Interest Income	-	(0.04)	(0.04)
Total amount recognised in other comprehensive income	**13.44**	**(0.04)**	**13.40**
Employers contributions	-	(9.12)	(9.12)
(Liability Transferred Out/ Divestments)	(0.26)	0.26	-
Benefit payments	(10.52)	10.52	-
Balance as at 31 March 2024	**159.27**	**(128.75)**	**30.52**
Balance as at 01 April 2022	128.37	(103.17)	25.20
Current service cost	9.94	-	9.94
Interest expense / (income)	8.96	(7.20)	1.76
Total amount recognised in the Statement of Profit and Loss	**18.90**	**(7.20)**	**11.70**
Remeasurements			
(Gain) / loss from change in financial assumptions	(4.99)	-	(4.99)
Experience (gain) / loss	(3.47)	-	(3.47)
Return on Plan Assets, Excluding Interest Income	-	(0.48)	(0.48)
Total amount recognised in other comprehensive income	**(8.46)**	**(0.48)**	**(8.94)**
Employers contributions	-	(13.17)	(13.17)
Liability Transferred In/ Acquisitions	5.77	(5.77)	-
(Liability Transferred Out/ Divestments)	(1.19)	1.19	-
Benefit payments	(7.26)	7.26	-
Balance as at 31 March 2023	**136.13**	**(121.34)**	**14.79**

The net liability disclosed above relates to funded plans are as follows :

	31 March 2024	31 March 2023
Present value of funded obligations	159.27	136.13
Fair value of plan assets	(128.75)	(121.34)
Deficit of funded plan (Gratuity)	**30.52**	**14.79**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

The significant actuarial assumptions were as follows :

	31 March 2024	31 March 2023
Discount rate	7.19%	7.44%
Salary growth rate	8.00%	8.00%
Expected rate of return on plan assets	7.19%	7.44%
Attrition rate	5.00%	5.00%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

(iv) Sensitivity Analysis

	31 March 2024	31 March 2023
Projected Benefit Obligation on Current Assumptions	159.29	136.13
Delta Effect of +1% Change in Rate of Discounting	(11.26)	(9.88)
Delta Effect of -1% Change in Rate of Discounting	12.79	11.24
Delta Effect of +1% Change in Rate of Salary Increase	12.56	11.07
Delta Effect of -1% Change in Rate of Salary Increase	(11.28)	(9.92)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.74)	(0.46)
Delta Effect of -1% Change in Rate of Employee Turnover	0.81	0.50

Category of assets

	31 March 2024	31 March 2023
Insurance fund (100%)	128.75	121.34
Total	**128.75**	**121.34**

(v) Risk exposure :

Though its defined benefits plan, the Company is exposed to a number of risks, the most significant of which are detailed below:

Changes in bond yields

A decrease in bond yield will increase plan liabilities, although this will be partially offset by increase in the plan's bond holding.

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Plan assets are invested with the Life Insurance Corporation of India Limited. It is subject to interest rate risk. The Company intends to maintain the above investments in the continuing years.

Maturity Analysis of Projected Benefit Obligation: From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting

	31 March 2024	31 March 2023
1st Following Year	13.36	8.44
2nd Following Year	9.71	10.82
3rd Following Year	12.33	9.52
4th Following Year	10.66	10.96
5th Following Year	11.08	10.25
Sum of Years 6 To 10	91.21	73.31
Sum of Years 11 and above	158.63	151.74

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

14 Taxation

a. Tax expense recognised in the Statement of Profit and Loss

	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax		
Current year	1,341.41	1,047.01
Total	**1,341.41**	**1,047.01**
Deferred tax		
(Increase) / decrease in deferred tax asset	(117.47)	38.13
(Decrease) in deferred tax liabilities	150.89	(84.29)
Total Deferred tax expense / (credit)	**33.42**	**(46.16)**
Total income tax expense	**1,374.83**	**1,000.85**

Reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

	For the year ended 31 March 2024	For the year ended 31 March 2023
Accounting profit before tax	4,794.83	4,132.27
Applicable tax rate of the reporting entity#	25.168%	25.168%
Expected total tax expense	1,206.76	1,040.01
Amount charged in Statement of Profit and Loss	1,374.83	1,000.85
Difference	(168.07)	39.16
Tax effect of amounts which are (not deductible) /allowable in calculating taxable income:		
(i) Expenditures not deductible for tax purpose	(17.69)	(14.76)
(ii) Share of profit in associate (net of dividend income in current year)	23.86	53.76
(iii) Undistributed profit of associate	(174.80)	-
(iv) Others	0.56	0.16
Total	**(168.07)**	**39.16**

b (i) Deferred tax relates to the following :

	As at 31 March 2024	As at 31 March 2023
Deferred Tax Assets		
Expenditure deductible on payment basis	182.23	61.46
Lease Liability	199.36	199.93
Defined benefit obligations under section 43B	26.57	25.92
Total deferred tax assets	**408.16**	**287.31**
Deferred Tax Liability		
Undistributed profit of associate	174.80	-
On difference between book depreciation and tax depreciation	1,503.44	1,512.28
Right-of-use asset	166.82	181.89
Total deferred tax liabilities	**1,845.06**	**1,694.17**
Net deferred tax liabilities	**1,436.90**	**1,406.86**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

b (ii) Movement in deferred tax assets / (liabilities)

	Undistributed profit of associate	Expenditure deductible on Payment Basis	Defined benefit obligations under section 43B	Lease Liability	Right-of-use asset	On difference between book depreciation and tax depreciation	Total
At 1 April 2022	**-**	**61.19**	**25.58**	**118.49**	**(100.91)**	**(1,555.13)**	**(1,450.78)**
(Charged)/credited:							
- to Statement of Profit and Loss	**-**	**0.27**	2.58	**81.44**	**(80.98)**	**42.85**	46.16
- to other comprehensive income	**-**	-	(2.24)	**-**	**-**	**-**	(2.24)
At 31 March 2023	**-**	**61.46**	**25.92**	**199.93**	**(181.89)**	**(1,512.28)**	**(1,406.86)**
At 1 April 2023	-	61.46	25.92	199.93	(181.89)	(1,512.28)	(1,406.86)
(Charged)/credited:							
- to Statement of Profit and Loss	(174.80)	120.77	(2.73)	(0.57)	15.07	8.84	(33.42)
- to other comprehensive income	-	-	3.38	-	-	-	3.38
At 31 March 2024	**(174.80)**	**182.23**	**26.57**	**199.36**	**(166.82)**	**(1,503.44)**	**(1,436.90)**

15 Other non-current liabilities

	As at 31 March 2024	As at 31 March 2023
Deferred income on Government Grant	373.38	421.46
Total other non-current liabilities	**373.38**	**421.46**

16 Trade payables

	As at 31 March 2024	As at 31 March 2023
Dues to Micro, Small and Medium Enterprises (Refer note - 36)	4.19	17.65
Other than Micro, Small and Medium Enterprises	403.37	515.38
Dues to Related Parties (Refer note - 34)	196.43	126.40
Total Trade payables	**603.99**	**659.43**

As at 31 March 2024

Aging of trade payables:	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	-	2.12	0.37	0.54	1.16	4.19
Others	466.23	-	107.91	25.66	-	-	599.80
Total	**466.23**	-	**110.03**	**26.03**	**0.54**	**1.16**	**603.99**

As at 31 March 2023

Aging of trade payables:	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	-	15.95	0.54	0.66	0.50	17.65
Others	526.40	-	104.28	11.10	-	-	641.78
Total	**526.40**	-	**120.23**	**11.64**	**0.66**	**0.50**	**659.43**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

17 Provisions

	As at 31 March 2024	As at 31 March 2023
Claims (Refer note - 32)	814.96	208.00
Total provisions	**814.96**	**208.00**

18 Other current liabilities

	As at 31 March 2024	As at 31 March 2023
Deferred income on Government Grant	48.08	48.24
Statutory dues payables	149.50	132.60
Accruals of Incentives and Rebates [Refer note - 18(a)]	1,273.83	1,151.34
Income received in advance	0.14	0.15
Rebate related liability	13.93	50.56
Advance from customers (contract liabilities) *	84.36	61.19
Total other current liabilities	**1,569.84**	**1,444.08**

* Revenue recognised that was included in advance from customers at the beginning of the period is 61.19 million (31 March 2023 : INR 90.15 million)

18 (a) Movement in Accruals of Incentives and Rebates

	As at 31 March 2024	As at 31 March 2023
At the commencement of the year	1,151.34	803.73
Accruals made during the year	1,706.48	1,275.70
Accruals utilised during the year	(1,583.99)	(928.09)
At the end of the year	**1,273.83**	**1,151.34**

19 Revenue from operations

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue with contracts with customers		
Income from port services	9,206.79	8,462.54
Other operating revenue	677.50	706.96
Total revenue from operations (Refer note below)	**9,884.29**	**9,169.50**

Timing of recognition	For the year ended 31 March 2024	For the year ended 31 March 2023
At a point in time	9,310.17	8,587.40
Over a period of time	574.13	582.10
Total revenue from operations	**9,884.29**	**9,169.50**

Reconciliation of revenue recognised with contract price:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Contract price	11,903.79	10,757.68
Adjustments for:		
Credits/discount	313.02	312.48
Refund liabilities-Incentives and rebates	1,706.48	1,275.70
Revenue from operations	**9,884.29**	**9,169.50**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

20 Other income

	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income		
- bank deposits	647.01	405.69
- others	-	0.63
Deferred Income recognised (Government grant)	48.24	51.31
Service Income from Group company	53.12	49.27
Miscellaneous income	0.60	3.10
Total other income	**748.97**	**510.00**

Note :

All dividends from equity investments relates to investments held at the end of the reporting period.

21 Operating expenses

	For the year ended 31 March 2024	For the year ended 31 March 2023
Handling expenses	1,272.53	1,524.16
Waterfront royalty	308.51	274.19
Business support service charges	70.92	64.76
Other direct costs	94.84	58.89
Total operating expenses	**1,746.80**	**1,922.00**

22 Employee benefits expense

	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus	701.93	669.12
Contribution to provident fund and other funds [Refer note 13(ii)]	31.14	30.69
Gratuity [Refer note 13(iii)]	11.45	11.70
Compensated absences [Refer note 13(i)]	9.50	5.10
Staff welfare	37.33	29.20
Total employee benefits expense	**791.35**	**745.81**

23 Finance costs

	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest and finance charges on lease liabilities	83.70	75.64
Interest on Income tax	5.96	-
Others	3.54	3.91
Total finance costs	**93.20**	**79.55**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

24 Depreciation and amortisation expense

	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation of property, plant and equipment	904.44	941.95
Amortisation of intangible assets	12.94	6.31
Depreciation of right-of-use assets [refer note-3(b)]	238.63	213.28
Total depreciation and amortisation expense	**1,156.01**	**1,161.54**

25 Other expenses

	For the year ended 31 March 2024	For the year ended 31 March 2023
Power and fuel	316.57	316.12
Rent	0.79	0.11
Repairs and maintenance		
- Building	61.75	121.81
- Machinery and equipment	384.25	239.23
- Others	138.86	86.10
Insurance	198.27	178.28
Rates and taxes	1.11	6.45
Travelling	80.38	72.66
Legal and professional fees	108.93	123.62
Directors sitting fees (Refer note - 34)	3.20	3.60
Commission to Directors (Refer note - 34)	5.14	4.13
Expenditure towards Corporate Social Responsibility [Refer note - 25(a)]	70.27	67.27
Payment to auditors [Refer note - 25(b)]	7.32	7.04
Advertisement and sales promotion	22.33	11.09
Communication	3.43	4.01
Loss on sale / disposal of fixed assets (net)	1.23	4.55
Loss on termination of leased asset	6.50	-
Loss on foreign currency transactions and translations (net)	38.65	32.91
Bad Debt Write Off	1.14	7.58
Provisions for inventory (Refer note - 7)	6.15	10.03
Inventory Write Off	-	2.91
Provisions for doubtful debts [Refer note - 8(a)]	(8.55)	7.53
Provision for security deposit	-	4.23
Freight and forwarding	-	2.33
Water charges	73.86	35.43
Contract labour	63.16	82.49
Miscellaneous	30.87	48.77
Total other expenses	**1,615.61**	**1,480.28**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

25 (a) Corporate Social Responsibility (CSR)

	For the year ended 31 March 2024	For the year ended 31 March 2023
Amount required to be spent as per Section 135 of the Act	70.07	67.21
Amount spent during the year	**70.27**	**67.27**
(i) Construction/ acquisition of any asset	9.74	8.29
(ii) On purposes other than (i) above	60.53	58.98
Total corporate social responsibility expense	**70.27**	**67.27**

Excludes NIL advance paid (31 March 2023 : NIL).

	As at 31 March 2024		As at 31 March 2023	
	In cash	Yet to be paid in cash	In cash	Yet to be paid in cash
(i) Construction/acquisition of any asset	9.74	-	0.25	8.04
(ii) On purposes other than (i) above	50.29	10.24	38.96	20.02

Corporate social responsibility expenditure:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Amount required to be spent by the Company during the year	70.07	67.21
Amount of expenditure incurred	70.27	67.27
Amount of shortfall for the year	-	-
Amount of cumulative shortfall at the end of the year	-	-

The Company has incurred INR 70.27 million during the year for Education, Skill Development, Women Empowerment, Livestock Development, Health and Environment, 24x7 Life Support Ambulance, Disaster Relief and Management, Agriculture and Natural Resources Management, Installation of Solar and Electrical Street Lights, Bi monthly eye checkup camps and cataract surgery, Livestock Development, School Infrastructure Development and construction of sanitation units etc. in the 45 villages surrounding port belonging to Rajula and Jafrabad Taluka, outreach of skill development is more than 300 villages.

25 (b) Details of payment to auditors

	For the year ended 31 March 2024	For the year ended 31 March 2023
Payment to auditors		
As auditor		
Audit fee	3.26	3.26
Tax audit fee	0.24	0.24
Limited review of quarterly results	1.35	1.35
Others	0.10	-
Group Audit fees	2.13	2.13
Other services		
Reimbursement of expenses	0.24	0.06
Total payment to auditor	**7.32**	**7.04**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

26 Exceptional items

	For the year ended 31 March 2024	For the year ended 31 March 2023
Cyclone related (Refer note (a) and (b) below)	12.04	371.67
Interest on litigation provisions (Refer note (c) below)	518.24	-
Total Exceptional items	**530.28**	**371.67**

(a)

	For the year ended 31 March 2024	For the year ended 31 March 2023
Abnormal expenses - Cyclone	62.04	371.67
Receipt of interim claims	(50.00)	-
Total	**12.04**	**371.67**

(b) On 17th May 2021, the Company’s port location at Pipavav was hit by cyclone "Tauktae". Due precautions were taken to minimise the impact of the cyclone on the infrastructure at the port and there was no loss of life. However, the operations at the port were disrupted till 1st June 2021 mainly due to the loss of grid power supply. Further, certain portion of the property, plant and equipment required repairs for which the Company had started necessary activities. The Company has incurred ₹ 62.04 million during the year ended 31st March 2024 (year ended 31st March 2023: ₹ 371.67 million). The Company has received interim claims of ₹ 50 million during the year ended 31st March 2024 (year ended 31st March 2023: ₹ Nil) towards insurance claims. The Company has incurred ₹ 779.80 million towards cyclone expenditure and has received an interim claim of ₹ 350.00 million upto 31st March 2024. The Company will progressively share the details of expenses being incurred with the insurer. Additional expenses incurred in due course by the Company and continue to be disclosed under ‘Exceptional Items’.

(c) The Company had entered into an agreement with one of its customers in the year 1998 for setting up the tank farms at Port. As per the terms of agreement, the customer paid land premium and development charges of ₹ 107.30 million. One of the conditions of the agreement was that the Company should provide the rail connectivity at Pipavav on or before March 2000. The Company could not meet this condition as the rail connectivity was established only by the year 2003. The customer initiated the arbitration proceedings against the Company in the year 2005 seeking a refund of ₹ 107.30 million with interest thereon in accordance with the agreement. The Arbitrator on 12th February 2024 announced an award against the Company and asked the Company to refund the principle with interest till the date of payment. The Company has filed for rectification of the award due to the apparent errors in the claim amount. The arbitrator convened the hearing on 13th May 2024 and the revised order is awaited. Pending receipt of the revised order, the Company has accrued the estimated amount payable of ₹ 671.64 million including interest cost of ₹ 518.24 million which is included above. The Company is evaluating further course of action in respect of this matter.

27. Fair value measurements

(a) Financial instruments by category

There are no financial assets and liabilities designated at fair value through profit or loss or other comprehensive income. All the Financial instruments are carried at amortised cost.

	As at 31 March 2024	As at 31 March 2023
Financial assets at amortised cost		
Non-Current		
Security deposits	51.58	38.98
Receivable from Gujarat Maritime Board	185.35	185.35
Fixed deposits of original maturity of more than 12 months	30.05	-
Current		
Security deposits	3.58	3.02
Fixed deposits of original maturity of more than 12 months	-	409.28
Loans to employees	5.81	4.73

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
Trade receivables	576.66	856.20
Cash and cash equivalents	236.58	157.71
Other bank balances	10,209.14	8,790.22
Others	26.01	-
Total Financial assets	**11,324.76**	**10,445.49**
Financial liabilities at amortised cost		
Non-Current		
Retention monies payable	79.01	108.61
Security deposits received	27.20	20.88
Other security deposit	-	88.73
Lease liabilities	567.28	617.45
Current		
Trade payables	603.99	659.43
Retention monies payable	99.52	55.00
Security deposits received	62.72	66.51
Capital creditors	153.63	97.75
Unclaimed dividend	10.06	9.87
Lease liabilities	224.84	176.93
Total Financial liabilities	**1,828.25**	**1,901.16**

Financial instruments carried at amortised cost

Fair value of the current financial assets and current financial liabilities carried at amortised cost is not materially different from the carrying amount. In general, fair value is determined primarily based on the present value of expected future cash flows.

(b) Fair value hierarchy

As at 31 March 2024	Note No.	Level 1	Level 2	Level 3	Total
Financial assets at amortised cost					
Non-Current					
Security deposits	4 (b)	-	-	51.58	51.58
Receivable from Gujarat Maritime Board	4 (b)	-	-	185.35	185.35
Fixed deposits of original maturity of more than 12 months	4 (b)	-	-	30.05	30.05
Current					
Security deposits	4 (b)	-	-	3.58	3.58
Loans to employees	8 (d)	-	-	5.81	5.81
Trade receivables	8 (a)	-	-	576.66	576.66
Cash and cash equivalents	8 (b)	-	-	236.58	236.58
Other bank balances	8 (c)	-	-	10,209.14	10,209.14
Others	4 (b)	-	-	26.01	26.01
Total Financial assets		-	-	**11,324.76**	**11,324.76**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

As at 31 March 2024	Note No.	Level 1	Level 2	Level 3	Total
Financial liabilities at amortised cost					
Non-Current					
Retention monies payable	12	-	-	79.01	79.01
Security deposits received	12	-	-	27.20	27.20
Lease liabilities	3(b)	-	-	567.28	567.28
Current					
Trade payables	16	-	-	603.99	603.99
Retention monies payable	12	-	-	99.52	99.52
Security deposits received	12	-	-	62.72	62.72
Capital creditors	12	-	-	153.63	153.63
Unclaimed dividend	12	-	-	10.06	10.06
Lease liabilities	3(b)	-	-	224.84	224.84
Total Financial liabilities		**-**	**-**	**1,828.25**	**1,828.25**

As at 31 March 2023	Note No.	Level 1	Level 2	Level 3	Total
Financial assets at amortised cost					
Non-Current					
Security deposits	4 (b)	-	-	38.98	38.98
Receivable from Gujarat Maritime Board	4 (b)	-	-	185.35	185.35
Current					
Security deposits	4 (b)	-	-	3.02	3.02
Fixed deposits of original maturity of more than 12 months	4 (b)	-	-	409.28	409.28
Loans to employees	8 (d)	-	-	4.73	4.73
Trade receivables	8 (a)	-	-	856.20	856.20
Cash and cash equivalents	8 (b)	-	-	157.71	157.71
Other bank balances	8 (c)	-	-	8,790.22	8,790.22
Total Financial assets		**-**	**-**	**10,445.49**	**10,445.49**
Financial liabilities at amortised cost					
Non-Current					
Retention monies payable	12	-	-	108.61	108.61
Security deposits received	12	-	-	20.88	20.88
Other security deposit	12	-	-	88.73	88.73
Lease liabilities	3(b)	-	-	617.45	617.45
Current					
Trade payables	16	-	-	659.43	659.43
Retention monies payable	12	-	-	55.00	55.00
Security deposits received	12	-	-	66.51	66.51
Capital creditors	12	-	-	97.75	97.75
Unclaimed dividend	12	-	-	9.87	9.87
Lease liabilities	3(b)	-	-	176.93	176.93
Total Financial liabilities		**-**	**-**	**1,901.16**	**1,901.16**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

The Company uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation technique:

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

The hierarchies used are as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

28. Financial risk management

The Company's activities expose it to a variety of financial risks:

(a) Credit risk

(b) Liquidity risk

(c) Market risk

The Company's overall risk management programme focuses on the unpredictability of global and domestic markets impacting overall country's imports and exports to minimise the potential adverse effects on the Company's financial performance. Risk management is carried out by finance department under policies approved by the Board of Directors.

(a) Credit risk

The Company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the Company. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost as well as credit exposures to trade customers including outstanding receivables.

Credit risk management: Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company's credit risk arises from accounts receivable balances.

Concentration risk: As at the year ended March 31, 2024 and March 31, 2023, only one related party exceeds 10% of the Company's total trade receivables.

The historical experience of collecting receivables, supported by the level of default, is that credit risk is low and so trade receivables are considered to be single class of financial assets. For some trade receivables the company has obtained security deposits which can be utilised if the counterparty is in default.

The Company has used practical expedient by computing expected credit loss allowance for trade receivable by taking into consideration payment profiles of sales over a period of 60 months before the reporting date and the corresponding historical credit loss experiences within this period. The expected credit loss is based on the ageing of the days, the receivables due and the expected credit loss rate. In addition, in case of event driven situation as disputes, changes in customer's credit risk history, specific provisions are made after evaluating the relevant facts and expected recovery.

Expected credit loss for trade receivables under simplified approach:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

For the year ended 31 March 2024:

Particulars	Unbilled	Not Due	0–90 days	91–180 days	180–270 days	271-360 days	More than 360 days	Total
Carrying amount – trade receivables	57.23	178.46	285.88	39.12	11.78	2.00	10.61	585.08
Credit impaired	-	-	-	-	0.26	-	63.05	63.31
Gross carrying amount - trade receivables	57.23	178.46	285.88	39.12	12.04	2.00	73.66	648.39
Expected loss rate	0%	0%	1%	7%	16%	8%	16%	
Expected credit loss provision	-	-	1.74	2.86	1.92	0.16	1.74	8.42
Loss allowance - Credit impaired	-	-	-	-	0.26	-	63.05	63.31
Total Provision	-	-	1.74	2.86	2.18	0.16	64.79	71.73
Carrying amount of trade receivables	57.23	178.46	284.14	36.26	9.86	1.84	8.87	576.66

For the year ended 31 March 2023:

Particulars	Unbilled	Not Due	0–90 days	91–180 days	180–270 days	271-360 days	More than 360 days	Total
Carrying amount – trade receivables	140.29	261.21	345.39	96.59	14.65	10.83	8.81	877.77
Credit impaired	-	-	-	-	0.58	1.96	56.17	58.71
Gross carrying amount - trade receivables	140.29	261.21	345.39	96.59	15.23	12.79	64.98	936.48
Expected loss rate	0%	1%	1%	4%	12%	17%	90%	
Expected credit loss provision	-	2.61	3.12	4.26	1.83	1.80	7.95	21.57
Loss allowance - Credit impaired	-	-	-	-	0.58	1.96	56.17	58.71
Total Provision	-	2.61	3.12	4.26	2.41	3.76	64.12	80.28
Carrying amount of trade receivables	140.29	258.60	342.27	92.33	12.82	9.03	0.86	856.20

Reconciliation of loss allowance provision of trade receivables:

Particulars	Trade receivables
Loss allowance on 1 April 2022	**72.75**
Increase in loss allowance recognised in profit or loss during the year	16.16
Receivables written off during the year as uncollectible	-
Unused amount reversed	8.63
Loss allowance on 31 March 2023	**80.28**
Increase in loss allowance recognised in profit or loss during the year	26.28
Receivables written off during the year as uncollectible	2.34
Unused amount reversed	32.49
Loss allowance on 31 March 2024	**71.73**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(b) Liquidity risk

Liquidity risk is the risk that the Company will fail in meeting its obligations to pay its financial liabilities. Prudent liquidity risk management implies maintaining sufficient cash to meet obligations when due. In respect of its operations, the Company funds its activities primarily through cash generated in operations. Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. Based on recent trends observed, profitability, cash generation, cash surpluses held by the Company, the Company does not envisage any material liquidity risks.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date. Balances due within 12 months and more than 12 months equal their carrying balances as the impact of discounting is not significant.

	Notes	Carrying Amount	Payable on Demand	Less than 12 months	More than 12 months
As at 31 March 2024					
Trade payables	16	603.99	-	603.99	-
Retention monies payable	12	178.53	-	99.52	79.01
Security deposits received	12	89.92	62.72	-	27.20
Capital creditors	12	153.63	-	153.63	-
Unclaimed dividend	12	10.06	10.06	-	-
Lease liabilities	3(b)	792.12	-	224.84	567.28
As at 31 March 2023					
Trade payables	16	659.43	-	659.43	-
Retention monies payable	12	163.61	-	55.00	108.61
Security deposits received	12	87.39	66.51	-	20.88
Capital creditors	12	97.75	-	97.75	-
Unclaimed dividend	12	9.87	9.87	-	-
Lease liabilities	3(b)	794.38	-	176.93	617.45

(c) Market risk

Market risk is the risk that changes in market factors, such as foreign exchange rates, will affect the Company's profit or the value of its holdings of financial instruments. Below sensitivity analyses relate to the position of financial instruments at 31 March 2024 and 31 March 2023. It is assumed that the exchange rate sensitivities have a symmetric impact, i.e. an increase in rates results in the same absolute movement as a decrease in rates.

The sensitivity analyses show the effect on profit or loss and equity of a reasonably possible change in exchange rates and interest rates.

Foreign Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primary with respect to USD, GBP and EURO. The Company's business model incorporates assumptions on currency risk and ensures any exposure is covered through the normal business operations. As the functional reporting currency is in INR, the foreign currency risk exists for the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(a) Foreign currency risk exposure:

Foreign currency exposure not covered by Forward Contracts as at 31 March 2024:

Details	USD Exposure		GBP Exposure		EURO Exposure	
	INR	USD	INR	GBP	INR	Euro
Receivables/Advance to Vendor	**275.37**	**3.30**	-	-		
	407.89	*4.88*	-	-	-	-
Advance to vendors	**-**	**-**	**0.16**	**@**	**-**	**-**
	-	-	-	-	-	-
Capital Creditors	**23.14**	**0.28**	-	-	**-**	**-**
	23.79	*0.29*	-	-	-	-
Payables	**186.45**	**2.24**	-	-	**0.05**	**@**
	151.92	*1.86*	-	-	*2.04*	*0.02*

@ Amount is below the rounding off norm adopted by the Company

Note: Amounts in italics represent amounts as at 31 March 2023

(b) Sensitivity:

Details	Impact on profit after tax	
	31 March 2024	31 March 2023
USD sensitivity		
INR/USD -Increase by 10% (31 March 2023-10%)	**6.58**	23.22
INR/USD -Decrease by 10% (31 March 2023-10%)	**(6.58)**	(23.22)
GBP sensitivity		
INR/GBP -Increase by 10% (31 March 2023-10%)	**(0.02)**	-
INR/GBP -Decrease by 10% (31 March 2023-10%)	**0.02**	-
EUR sensitivity		
INR/EUR -Increase by 10% (31 March 2023-10%)	**@**	(0.20)
INR/EUR -Decrease by 10% (31 March 2023-10%)	**@**	0.20

@ Amount is below the rounding off norm adopted by the Company

29. Capital Management

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to optimize returns to our shareholders. The Company considers the following components of its Balance Sheet to be managed capital:

1) Share Capital 2) Share Premium and 3) Retained Earnings

The Company's capital structure is based on the Management's assessment of the balances of key elements to ensure strategic decisions and day to day activities. The capital structure of the Company is managed with a view of the overall macro-economic conditions and the risk characteristics of the underlying assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

The Company's policy is to maintain a strong capital structure with a focus to mitigate all existing and potential risks to the Company, maintain shareholder, vendor and market confidence and sustain continuous growth and development of the Company.

The Company's focus is on keeping a strong total equity base to ensure independence, security, as well as high financial flexibility without impacting the risk profile of the Company. In order, to maintain or adjust the capital structure, the Company will take appropriate steps as may be necessary. The Company does not have any debt or financial covenants.

The Management monitors the return on capital as well as the level of dividend to shareholders. The Company goal is to continue to be able to provide return to shareholders by continuing to distribute dividends in future period. Refer the following table for the final and interim dividend declared and paid.

Dividends

(a) Equity share

		31 March 2024	31 March 2023
(i)	Final dividend for the year ended 31 March 2022 of INR 2.40 per fully paid share	-	1,160.26
(ii)	Final dividend for the year ended 31 March 2023 of INR 3.40 per fully paid share	1,643.70	-
(iii)	Interim dividend for the year ended 31 March 2023 of INR 2.70 per fully paid share	-	1,305.29
(iv)	Interim dividend for the year ended 31 March 2024 of INR 3.60 per fully paid share	1,740.38	-

(b) Dividends not recognised at the end of the reporting period

The directors have recommended the payment of a final dividend of INR 3.70 per fully paid equity share (31 March 2023 – INR 3.40). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

30. Capital and other commitments

Particulars		31 March 2024	31 March 2023
(a)	Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities (net of advances)	978.75	848.52
(b)	Bonds/Undertaking given by the Company under Concessional Duty / Exemption scheme to the Government Authorities (The Company has fulfilled the obligations and is in the process of obtaining confirmation of fulfillment from the authorities)	2,949.14	2,949.14

31. Land lease and other infrastructure services

(i) The Company has given a total area of 1,111,813 Square Mtr. (31 March 2023: 1,111,813 Square Mtr.) of land on lease to various customers.

(ii) Income of INR 193.77 million (31 March 2023 INR 162.82 million) for land lease and other infrastructure services recognised in Statement of Profit and Loss is included in Other Operating Revenue in Note 19.

(iii) The future minimum payments receivable for land and other infrastructure services under the said non-cancellable operating lease are as follows

Particulars	31 March 2024	31 March 2023
Receivable within one year	169.42	165.10
Receivable between one and five years	627.31	703.59
Receivable more than five years	-	93.11

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

32. Provisions and Contingent liabilities

(a) (i) Claims against Company not acknowledged as debt aggregates to INR 1,599.56 million (31 March 2023: INR 1,283.14 million). Provisions made in respect of the same aggregates to INR 814.96 million (31 March 2023: INR 208.00 million).

Movement in provisions

	Litigations / Disputes	
	31 March 2024	**31 March 2023**
At the commencement of the year	208.00	208.00
Provision made during the year	606.96	-
Provision reversed during the year	-	-
Payment made during the year	-	-
At the end of the year	814.96	208.00

Future cash outflows in respect of above are determinable only on receipt of judgements/decisions pending with various authorities/ forums and/or final outcome of the matters.

(b) Other contingent liabilities in respect of taxation matter not acknowledged as debt aggregates to INR 134.46 million (31 March 2023: INR 113.50 million).

In respect of taxation matters not acknowledged as debt	**Taxation Matters**	
	31 March 2024	**31 March 2023**
Income tax matters	91.69	75.84
Service tax matters	42.77	37.66
Total	**134.46**	**113.50**

(c) The Company had made an application for approval of expansion plan to Gujarat Maritime Board (GMB) on 1st October 2012. The approval was received from GMB vide letter dated 10th April 2015. As per one of the conditions of the approval, the Company had issued a bank guarantee of ₹ 185.35 Million which was encashed by GMB on 13th February 2019. Further, GMB also asked the Company to pay ₹ 337.59 million towards liquidated damages along with interest thereupon at the rate of 18% per annum, and GST on the aforesaid bank guarantee amounting to ₹ 33.36 million along with interest thereupon at the rate of 18% per annum, vide their letter dated 27th October 2021. The Company reviewed the terms and conditions of approval and based on the management assessment and external legal expert advice, the Management believes that the amount of bank guarantee is recoverable as well as no liquidated damages are liable to be paid and had filed a Commercial Suit before the Commercial Court, Rajula in this regard. The Commercial Court, Rajula has directed both the parties to settle the matter through Arbitration process. The proceedings for appointment of arbitrator was initiated by the Company by sending legal notice u/s 11 of the Arbitration Act on 28th August 2023. The said notice was replied by GMB on 27th September 2023 stating that the matter should be resolved as per the dispute resolution mechanism as par the concession agreement. The Company has given its concurrence for the alternative dispute resolution mechanism and the matter is pending for further proceedings.

33. Earnings per share

		For the year ended	**For the year ended**
		31 March 2024	**31 March 2023**
Profit for the year	**(A)**	3,420.00	3,131.42
Calculation of weighted average number of equity shares			
Number of equity shares at the beginning of the year		483,439,910	483,439,910
Number of equity shares at the end of the year		483,439,910	483,439,910
Weighted average number of equity shares outstanding during the year	**(B)**	483,439,910	483,439,910
Basic and diluted earnings per share (INR)	**(A/B)**	7.07	6.48

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

34. a. Interest in Associate company

Set out below is the associate of the Company as at 31 March 2024 which, in the opinion of the directors, is material to the Company. The entity listed below have share capital consisting solely of equity shares, which is held directly by the Company. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of Entity	Place of Business	% of ownership	Relationship	Accounting method	Carrying amount	
					31 March 2024	31 March 2023
Pipavav Railway Corporation Limited	India	38.78	Associate	Equity Method	3,210.99	3,154.32

b. Commitments and contingent liabilities in respect of associates

i. The associate company has received following Show Cause Notices (SCNs) from service tax authorities in the matter of applicability of service tax on the associate company in respect of apportioned freight earning received by the associate company from Railway:

Period of the Show Cause Notices	Amount of tax involved	Forum where Dispute is pending
April 2009 to March 2014	₹7,639.48 lakhs plus interest & penalties	Principal Commissioner of Service Tax, New Delhi.
April 2014 to March 2015	₹2,800.51 lakhs plus interest & penalties	Principal Commissioner of Service Tax, New Delhi.
April 2015 to June 2017 (received in April 2018)	₹7,418.19 lakhs plus interest & penalties	Commissioner of Central Tax, Central Excise & Service Tax, Delhi-South.
Total	₹17,858.18 Lakhs plus interest & penalties	

The associate company has not agreed with the department's contention and submitted detailed replies to the above SCNs requesting the adjudicating authorities to withdraw said SCNs. The associate company has not received any adjudication order in the matter till date.

The Company's share of expense incurred jointly with other investor's is mentioned below:

Particulars	31 March 2024	31 March 2023
Contingent liabilities — associates		
Share of contingent liabilities incurred jointly with other investors of the associate including interest and penlties	692.54	692.54
Total contingent liabilities	**692.54 plus interest & penalties**	**692.54 plus interest & penalties**

ii. With effect from 1st July 2017, service tax had been subsumed by the Goods and Service Tax (GST). The associate company has maintained the same stand, as was taken in the matter of service tax, with respect to applicability of the GST on the share of the freight earning received by the associate company from Railways and the Operation & Maintenance Costs recovered by Railways from the associate company. Operation and maintenance being done by Railways is interlinked and incidental to its core activity of transportation of cargo provided by Indian Railways to its customers on which tax obligations are fulfilled by Indian Railways. The associate company is of the view that no supply is involved by the associate company to Railways and visa-versa in sharing of freight revenue & costs by Railways with the associate company. Therefore, there are no GST obligations on the associate company in respect to sharing of the freight revenue & costs by Railways with the associate company including furnishing of the particulars & details for the same.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Furthermore, Indian Railways charges and collects GST on freight amount and deposits the same with the concerned tax authorities. Thereafter, the associate company gets its share out of net freight amount from Railways. Therefore, in view of this, the associate company has also contended that tax cannot be levied twice on the same amount (i.e. once on the Railways and again on the associate company).

Also, the matter had been referred to the Ministry of Railways (MOR) for taking up the case with the Finance Ministry, Government of India for issuance of necessary clarifications/ confirmation and resolution of issue in the best interest both for Railways and SPVs in this regard. During the last year, Tax Research Unit (TRU) of the Ministry of Finance, Government of India, had conveyed the recommendations of the GST council in its 48th Meeting held on 17th December, 2022 to MOR that Indian Railways (IR) and SPV are distinct persons and supply of services by SPV to IR by way of allowing IR to use the infrastructure built and owned by them during the concession period against consideration in form of pro rata share of revenue is a taxable supply. Similarly, service of maintenance supplied by IR to SPV is also a taxable service. Pursuant to this, MOR has made further representation on 6th April 2023 to Ministry of Finance, Government of India requesting them that apportioned freight earning and O&M costs under the Indian Railways' arrangement with its SPV companies are made exempted from payment of GST effectively from 1st July 2017. The issue at present is under perusal of the Ministry of Finance, Government of India. Further, in reference to the clarification given by the GST Council, the associate company had also obtained a legal opinion on the matter. As per the legal opinion, the apportioned freight earning as well as the O&M services provided by the Railways are eligible for being exempt under the GST Act.

Development during the Year

During the current year, Indian Railways (IR) vide letter dated 21st September 2023 and 30th November 2023 has issued instructions that IR would start transferring apportioned revenue to SPVs inclusive of GST starting from FY 2023-2024, considering that apportioned revenue is inclusive of GST and SPVs shall issue GST complaint tax invoice to IR in respect of apportioned revenue. As per the instructions, payment to SPVs may be made only after SPV issues GST compliant Tax invoice after adjusting the O&M charges. The associate company along with other SPVs has requested IR to withdraw the above instructions as the manner of calculation deprives the associate company to raise its legitimate claims on the Railways and unduly curtails apportioned freight revenue of the associate company significantly. SPVs have contended that taxes if any, should be over and above the due share of the apportioned freight earning payable to SPVs by IR.

Against the above instruction, other SPVs have filed writ petition before the Hon'ble Hight Court of Delhi. The Court have upheld the contention of SPVs and passed the interim order on 21st March 2024 that operation of the above instruction shall remained styed and parties shall be obliged to raise invoices, taking into account the provisions and implications of the Central Goods and Services Tax Act, 2017 and bear the burden of taxes accordingly. Final order of the court is awaited.

The associate company has communicated the court order to IR and requested IR to make apportionment of freight earning to the associate company considering the same is exclusive of taxes and pay GST over and above the apportioned earning. Response from IR is awaited. Further, representations made by IR before the Ministry of Finance, Government of India are yet under perusal.

The associate company has addressed these issues with Indian Railways and the matter stands unresolved on the reporting date. The associate company, however believes that this matter will be resolved within next few months. The financial statements do not include the impact of GST, if any in the matters.

iii. The associate company has booked the Variable Costs as per bills received from WR. In preparation of the bills of Variable Costs, WR uses the reconciled operating data (e.g. Gross Tonne Kilometers (GTKMs), Net Tonne Kilometers (NTKMs), loco hours etc.) and applies unit costs with the reconciled operating data in computation of various components of Variable Costs. The cost has been recognized based on the available data/ information in case bill(s) are not received.

However, effectively from February 2023, WR has started to use operating data (e.g. GTKMs, NTKMs, loco hours etc.), as per advice of WR' Traffic Accounts office, which has resulted in higher charges to the tune of ₹244.7 million approx. (Last Year: ₹28.42 million) during the current year under the various sub-heads of Variable Costs. The associate company has contested the same as operating data as advised by WR' Traffic Accounts office, based on which WR has raised their claims, are not supported with details for verification.

Further, the associate Company has certain issues with WR with respect of unilateral changes made in the billing methodology by WR which has been causing charging of the inflated costs to the associate. One of such issues relates to calculation of unit costs whereby, effectively from July-2020, units costs are calculated after dividing the combined WR' costs of crew (i.e. combined cost of both Passenger and Goods traffic) by GTKMs of WR' for Goods Traffic only. In this context, WR has proposed to include crew

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

cost pertaining to electric goods operations in working out unit cost for calculation of cost of crew and on this premise, WR has worked out additional cost of crew to the tune of ₹151.23 million. The cost has been worked out by WR based on the combined costs of passenger and goods train operations related combined cost factors (GTKMs etc.) on WR zone. However, The associate company has contended that cost and related cost factors pertaining goods train operations should only be used by WR in working out the unit cost for calculation of various components of variable costs. Since, the issue is yet to decided/ finalized, therefore no impact of the same has been taken in the financial statements.

The Company's share of expense incurred jointly with other investor's is ₹ 153.54 million.

c. Contingent Liabilities of associate where the amount is undeterminable.

i. The associate company received a Show Cause Notice during financial year 2011-12 from the office of Director General of Foreign Trade under section 14 read with section 11(2) of the Foreign Trade (Development and Regulation) Act, 1992, for non-fulfillment of export obligations in respect of EPCG license issued to the associate company under the Category "RAIL TRANSPORT SERVICE". The associate company has filed an application for redemption of EPCG License before DGFT. In view of the pending the decision in the matter, the liability (if any) is not ascertainable and hence, not been provided for.

ii. The associate company received a writ petition during financial year 2011-12, filed with Delhi High Court by an employee named Shri S. S. Negi demanding the arrears of differential Pay + DA (i.e. ₹15,017/- per month) and the corresponding increase in allowances/other benefits resulting out of re-fixation of the Pay of the petitioner from the date of his joining after giving him protection along-with interest @18% p.a. and to award ₹55,000/- towards cost of litigation. The said employee joined the associate company on absorption basis from MOR on 6th January 2010 and superannuated on 30th April, 2012. The case was also listed for regular hearing by Delhi High Court. The associate company has not received any Court Order in the matter, pending the decision thereon, the liability on this account if any, has not been provided for.

35. Related party transactions

(a) List of related parties and their relationship

Relation	Party
A. Where control exists	(i) AP Moller Maersk A/S (Ultimate Holding Company)
	(ii) APM Terminals Mauritius Limited, Mauritius #
B. Other related parties with whom transactions have taken place during the year:	
Fellow subsidiaries:	(i) Maersk Line India Private Limited, India
	(ii) GPRO Services India Private Limited, India
	(iii) Gateway Terminals India Private Limited, India
	(iv) Maersk A/S
	(v) APM Terminals Medport Tangier
	(vi) Maersk Fleet Management and Technology India Private Limited
	(vii) APM Terminals Crane & Engineering Services (Shanghai) Co. Ltd
	(viii) APM Terminals Management B.V., The Netherlands
	(ix) APM Terminals Bahrain B.S.C*
	(x) Svitzer Hazira Private Limited
	(xi) APM Terminals Management (Singapore) Pte. Ltd
	(xii) APM Terminals Crane and Engineering Services Ltd.
	(xiii) Suez Canal Container Terminal SAE
Associate:	Pipavav Railway Corporation Limited
C. Executive Directors	Jakob Friis Sorensen (upto 31st December 2022)
	Girish Aggarwal (from 1st January 2023)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

D. Non- Executive Directors	Tejpreet Singh Chopra
	Hina Shah (upto 29th July 2023)
	Pradeep Mallick (upto 29th July 2021)
	Matangi Gowrishankar (from 3rd August 2022)
	Jonathan Richard Goldner*
	Julian Bevis*(upto 11th December 2023)
	Timothy John Smith*
	Keld Pedersen*
	Soren Brandt*
	Avantika Singh (upto 21st September 2022)*
	Ranjitsinh Barad, IAS (from 8th February 2023)*
	Samir Chaturvedi
	Monica Widhani
	Steven Deloor* (from 29th September 2023)
	Rajkumar Beniwal, IAS (from 13th December 2023)
	Maarten Degryse*(upto 28th September 2023)
E. Key Management personnel	Santosh Breed (Chief Financial Officer)
	Manish Agnihotri (Company Secretary)

* No transactions during the year

On 6 August 2020, majority of Directors in the Board were representative of APM Terminals Mauritius Limited (shareholder) which provided the shareholder an ability to control the decision making. Accordingly, the Company became a subsidiary of APM Terminals Mauritius Limited w.e.f. 6 August, 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(b) Related party transactions

Transactions during the period	APM Terminals Mauritius Limited	MAERSK A/S	Gateway Terminals India Private Limited	A.P.Moller - Maersk A/S	APM Terminals Management B.V.	GPRO Services India Private Limited	Svitzer Hazira Private Limited	Maersk Line India Private Limited	Pipavav Railway Corporation Limited	Other Affiliates	Total
Income:											
Income from port services	**-**	**1,920.47**	**-**	**-**	**-**	**-**	**-**	**0.54**	**-**	**-**	**1,921.01**
	-	*2,087.30*	*-*	*-*	*-*	*-*	*-*	*0.50*	*0.01*	*1.32*	*2,089.13*
Miscellaneous income	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.05**	**-**	**-**	**0.05**
	-	*-*	*-*	*-*	*-*	*0.74*	*-*	*0.06*	*-*	*0.16*	*0.96*
Service Income from Group company	**-**	**-**	**9.26**	**10.19**	**32.83**	**-**	**-**	**-**	**-**	**0.84**	**53.12**
	-	*-*	*9.42*	*5.93*	*27.40*	*-*	*-*	*-*	*-*	*6.52*	*49.27*
Expenses:											
Professional services received	**-**	**(31.23)**	**-**	**-**	**-**	**(5.57)**	**-**	**-**	**-**	**-**	**(36.80)**
	-	*(27.68)*	*-*	*1.56*	*-*	*(4.30)*	*-*	*(1.21)*	*-*	*-*	*(31.63)*
Business support service charges	**-**	**-**	**-**	**-**	**(70.92)**	**-**	**-**	**-**	**-**	**-**	**(70.92)**
	-	*-*	*-*	*-*	*(64.76)*	*-*	*-*	*-*	*-*	*-*	*(64.76)*
Salaries, wages and bonus	**-**	**-**	**(3.06)**	**(2.50)**	**-**	**(0.12)**	**-**	**-**	**-**	**-**	**(5.68)**
	-	*-*	*(4.45)*	*(2.48)*	*(2.64)*	*-*	*-*	*-*	*-*	*0.74*	*(8.83)*
Repairs and maintenance	**-**	**-**	**-**	**(0.64)**	**(114.82)**	**(1.02)**	**-**	**-**	**(4.54)**	**(0.16)**	**(121.18)**
	-	*-*	*-*	*(1.97)*	*(133.75)*	*-*	*-*	*-*	*(4.25)*	*(14.00)*	*(153.97)*
Depreciation of right-of-use assets	**-**	**-**	**-**	**-**	**-**	**-**	**(41.90)**	**-**	**-**	**-**	**(41.90)**
	-	*-*	*-*	*-*	*-*	*-*	*(41.90)*	*-*	*-*	*-*	*(41.90)*
Interest and finance charges on lease liabilities	**-**	**-**	**-**	**-**	**-**	**-**	**(12.86)**	**-**	**-**	**-**	**(12.86)**
	-	*-*	*-*	*-*	*-*	*-*	*(15.93)*	*-*	*-*	*-*	*(15.93)*
Purchase of Capital work-in-progress	**-**	**-**	**-**	**-**	**(23.15)**	**-**	**-**	**-**	**-**	**-**	**(23.15)**
	-	*-*	*-*	*-*	*(18.18)*	*-*	*-*	*-*	*-*	*-*	*(18.18)*
Dividend payment	**(1,489.17)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,489.17)**
	(1,084.97)	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*(1,084.97)*

Balance as at year end	APM Terminals Mauritius Limited	MAERSK A/S	Gateway Terminals India Private Limited	A.P.Moller - Maersk A/S	APM Terminals Management B.V.	GPRO Services India Private Limited	Svitzer Hazira Private Limited	Maersk Line India Private Limited	Pipavav Railway Corporation Limited	Other Affiliates	Total
Closing Balances:											
Trade Receivable	**-**	**269.14**	**2.86**	**3.23**	**5.91**	**-**	**-**	**0.06**	**-**	**0.32**	**281.52**
	-	*356.65*	*9.04*	*5.27*	*7.04*	*-*	*-*	*0.12*	*-*	*6.52*	*384.64*
Unbilled Revenue	-	-	-	-	-	-	-	-	-	-	**-**
	-	*44.21*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*44.21*
Advance from customers	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*0.02*	*-*	*0.02*
Trade Payable	**-**	**123.50**	**0.74**	**5.87**	**54.53**	**1.68**	**9.11**	**0.20**	**0.76**	**0.04**	**196.43**
	-	*61.37*	*6.64*	*2.71*	*41.17*	*1.39*	*(0.13)*	*0.85*	*0.80*	*11.60*	*126.40*
Capital Creditors	-	-	-	-	**23.14**	-	**-**	-	-	-	**23.14**
	-	*-*	*-*	*-*	*2.27*	*-*	*-*	*-*	*-*	*-*	*2.27*
Deposit received	**-**	**40.00**	**-**	**-**	**-**	**-**	**-**	**0.03**	**0.03**	**-**	**40.06**
	-	*40.00*	*-*	*-*	*-*	*-*	*-*	*0.03*	*-*	*1.20*	*41.23*
Deposit made	-	**-**	**-**	**-**	**-**	**2.45**	**-**	**-**	**-**	**-**	**2.45**
	-	*-*	*-*	*-*	*-*	*2.45*	*-*	*-*	*-*	*-*	*2.45*
Accruals of Incentives and Rebates	**-**	**105.76**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**105.76**
	-	*86.96*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*86.96*
Investment	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**830.00**	**-**	**830.00**
	-	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*830.00*	*-*	*830.00*

Note: Amounts in italics represent amounts as at 31 March 2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

Name of Non-Executive Directors/Key Managerial personnel	Fees for attending Board/Committee meetings	Commission	Managerial Remuneration	Total
Tejpreet Singh Chopra	**0.50** *0.50*	**1.82** *1.65*	-	**2.32** *2.15*
Hina Shah	**0.20** *0.85*	**0.91** *0.83*		**1.11** *1.68*
Pradeep Mallick	- -	- *0.28*	-	- *0.28*
Samir Chaturvedi	**1.05** 1.15	**0.91** *0.83*	-	**1.96** *1.98*
Monica Widhani	**0.85** *0.80*	**0.91** *0.55*		**1.76** *1.35*
Matangi Gowrishankar	**0.60** *0.30*	**0.61** -	-	**1.21** *0.30*
Santosh Breed @	- -	- -	**14.66** *14.76*	**14.66** *14.76*
Jakob Friis Sorensen @	- -	- -	- *51.51*	- *51.51*
Girish Aggarwal @	- -	- -	**20.49** *5.15*	**20.49** *5.15*
Manish Agnihotri @	- -	- -	**9.90** *9.52*	**9.90** *9.52*

Amounts in italics represent amounts as at 31 March 2023

@ Key Management personnel who are under the employment of the Company are entitled to the post employment benefits and other long term employee benefits recognised as per Ind AS-19-'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

36. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. Managing Director and Chief Financial Officer of the Company are the chief operating decision makers. The Company operates only in one Business Segment i.e. 'Port Services' which primarily includes services such as Marine services, Berth hire, Wharfage, Yard Operations, Stevedorage and the activities incidental thereto within India, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

Accordingly, the segment revenue, segment result, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, the total amount of charge for depreciation and amortisation during the year are all as reflected in the financial statements as of and for the year ended March 31, 2024.

Geographical Information:-

Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
	India	Outside India	Total	India	Outside India	Total
Revenue by location of customers	7,963.82	1,920.47	9,884.29	7,082.20	2,087.30	9,169.50

All non-current assets of the Company are located in India.

The Company has a revenue of INR 1,921.01 million (31 March 2023: INR 2,089.13 million) from related parties representing more than 10% of the total revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

37. Other notes

Dues to Micro and Small suppliers

Under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the Company, the details of outstanding dues to the Micro and Small enterprises as defined in the MSMED Act, 2006 as set out in the following disclosures:

Particulars	As at March 31, 2024	As at March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1.98	15.58
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2.21	2.07
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	4.00	9.90
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0.14	0.37
Further interest remaining due and payable for earlier years	1.70	1.70

38. Additional regulatory information required by Schedule III

(i) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3(a) to the Consolidated financial statements, are held in the name of the Company, except for land aggregating INR 24.99 million which was purchased during prior years for handing it over to Government of Gujarat, pursuant to the order issued by Hon'ble Supreme Court. This land has been exchanged with the land located inside the port premises which does not form part of the current Concession with Gujarat Maritime Board (GMB).

(ii) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(vi) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(vii) Financial ratios:

Ratio	Numerator	Denominator	Current period	Previous period	% Variance	Remarks
(a) Current Ratio	Current assets	Current liabilities	3.04	3.64	-16.34%	Increase in fixed deposits of maturity period of less than 12 months offsetted by provision for legal cases
(b) Debt-equity ratio	Borrowings + interest accrued but not due on borrowings	Shareholder’s equity	-	-	-	-
(c) Debt service coverage ratio	Profit after tax + Interest on borrowings + Non cash expenses – Non cash income	Principal repayments	-	-	-	-
(d) Return on Equity (%)	Net profit after tax	Average shareholder's equity	16.96%	14.20%	19.50%	The increase is primarily on account of increase in net profit after tax for the current year
(e) Inventory turnover ratio	COGS	Average inventory	-	-	-	-
(f) Trade Receivables turnover ratio	Revenue From Operations	Average trade receivable	13.80	13.33	3.53%	-
(g) Trade payables turnover ratio	Operating expenses + Other Expenses	Average trade payable	5.32	6.16	-13.64%	Reduction in Operating expenses (Handling) due to lower bulk volume handled
(h) Net capital turnover ratio	Revenue From Operations	Current assets – Current liabilities	1.30	1.20	8.51%	The increase is driven by increase in revenue across all line of business except bulk
(i) Net profit (%)	Net profit after tax	Sales	35.79%	31.82%	12.49%	Primarily on account of higher volume handled and reduction in cyclone cost
(j) Return on Capital employed (%)	Earnings before interest and tax	Capital employed (Total equity+ lease liabilities + deferred tax liability)	21.02%	17.40%	20.85%	The increase is primarily on account of increase in earnings before interest on tax for the current year
(k) Return on investment (%)	Earnings before interest and tax	Average total assets	18.11%	15.50%	16.83%	The increase is primarily on account of increase in earnings before interest on tax for the current year

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

(viii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(ix) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(x) Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

(xi) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xii) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xiii) Borrowing secured against current assets

The Company does not have any borrowings from banks or financial institutions on the basis of current assets during the current or previous year.

(xiv) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xv) Utilisation of borrowings availed from banks and financial institutions

The Company has not availed any borrowings from banks or financial institutions during the current or previous year.

39. Back up of Books

As per the requirements of rule 3 of the Companies (Accounts) Rules 2014, the Company has started taking daily backup of the certain books and records maintained in electronic mode on servers physically located in India from 9 December 2023, and for certain other books and records form 17 December 2023. Further back up of the certain books and records, and the back-up of audit logs (as referred in note 40) was not maintained for the entire financial year.

40. Audit trail

As per the requirements of rule 3(1) of the Companies (Accounts) Rules 2014, the Company has used accounting software for maintaining its books of account which has a feature of creating and recording the edit log for all relevant transaction with the date when such changes were made within such accounting software. The audit trail feature has operated throughout the year for all the relevant transactions recorded in the software, except that audit trail was not available for certain transactions and master data set and for direct database changes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2024

(All amounts are in INR million, unless otherwise stated)

41. Summary of other accounting policies

41.1 Foreign currency transactions

(i) Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (‘the functional currency’). The financial statements are presented in Indian rupee (INR), which is Company’s functional and presentation currency.

(ii) Transactions and balances:

Foreign currency transactions are recorded in Indian rupees using the rates prevailing on the date of the respective transactions. Exchange differences arising on foreign currency transactions settled during the period are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date; the resultant exchange differences are recognised in the Statement of Profit and Loss.

As at the balance sheet date all non-monetary items denominated in foreign currency are carried at historical cost or other similar valuations are reported using the exchange rate that existed when the values were determined.

41.2 Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. Impairment losses are recognised in the Statement of Profit and Loss.

41.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

41.4 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

41.5 Contributed equity

Equity shares are classified as equity. 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.

41.6 Investment in Associate company

The Company carries its investments in associate at cost less impairment losses. The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable amount in accordance with policy given in 41.2.

As per our report of even date attached.
For Price Waterhouse Chartered Accountants LLP
Firm Registration No: 012754N/ N500016

Alpa Kedia
Partner
Membership No: 100681

Mumbai
22 May 2024

For and on Behalf of Board of Directors of
Gujarat Pipavav Port Limited
CIN: L63010GJ1992PLC018106

Girish Aggarwal
Managing Director
DIN : 07974838

Samir Chaturvedi
Director
DIN: 08911552

Santosh Breed
Chief Financial Officer

Manish Agnihotri
Company Secretary

Mumbai
22 May 2024

Notes

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