

Ref: NCL/CS/2021-22/25

August 17, 2021

To,
The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Script Code: 539332

To,
The Manager
Listing Department
National Stock Exchange of India Limited,
Plot No. C-1, G – Block,
Bandra Kurla Complex,
Mumbai – 400051
Script Code: NAVKARCORP

Dear Sir / Madam,

SUBJECT: INTIMATION OF 13TH (THIRTEENTH) ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING

This is to inform the Exchanges that:

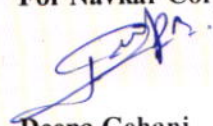
1. The 13th (Thirteenth) Annual General meeting (AGM) of the shareholders of the Company will be held on Wednesday, September 15, 2021 at 11:00 A.M. (IST) through Video conferencing (VC)/ any Other Audio Visual Means (OAVM).
2. The Register of Members and Share Transfer Books shall remain closed from Thursday, September 09, 2021 to Wednesday, September 15, 2021, (both days inclusive), for the purpose of AGM.
3. The Company will provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting") from a place other than venue of AGM. The e-voting communication giving instructions for e-voting has been specified in the notice calling the 13th (Thirteenth) AGM.
4. The Company has fixed Wednesday, September 08, 2021 as the cut-off date for determining the members eligible to vote either by e-voting or at the AGM. Annual Report 2020-21 containing notice calling Thirteenth AGM, Directors' Report, Audited Financial Statement for the year ended March 31, 2021 etc. which is being sent to all the shareholders and all other concerned is enclosed.

The aforesaid Notice and Annual Report are being made available on the Company's website i.e. www.navkarcfs.com

Kindly take the above on your records and acknowledge.

Thanking You.
Yours faithfully

For Navkar Corporation Limited



Deepa Gehani
Company Secretary & Compliance Officer

Place: Navi Mumbai



Regd. Office: 205, 2nd Floor, J.K. Chambers, Sector-17, Vashi, Navi Mumbai-400 703

Corporate Office: 13th Floor, Goodwill Infinity, Plot No.E/3A, Sector-12, Near Utsav Chowk, Kharghar, Navi Mumbai-410210
● Tel.: 022 3800 6500 ● Fax.: 022 3800 6509 ● www.navkarcfs.com ● CIN: L63000MH2008PLC187146

Admin Office : Survey No.89/93/95/97, at Somathane Village, Kon-Savla Road, Taluka-Panvel, Dist. Raigad, Maharashtra-410206, India
● T.+91-2143-662525 (100 lines) ● +91-2143-262028-32 ● F.+91-2143-262042 ● +91-2143-262011 ● E. admin@navkarcfs.com



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



Annual Report
2020 - 2021

CORPORATE

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Logistics to connect the world

Being one of the leading and growing logistics solution provider, we provide customized, scalable, technology enabled solutions to our customers across diversified industries.

We commenced our journey as an independent entity with a focus on meeting logistics requirements of business entities.

Single-window Solutions

Cargo Handling

Transportation

Value-added services

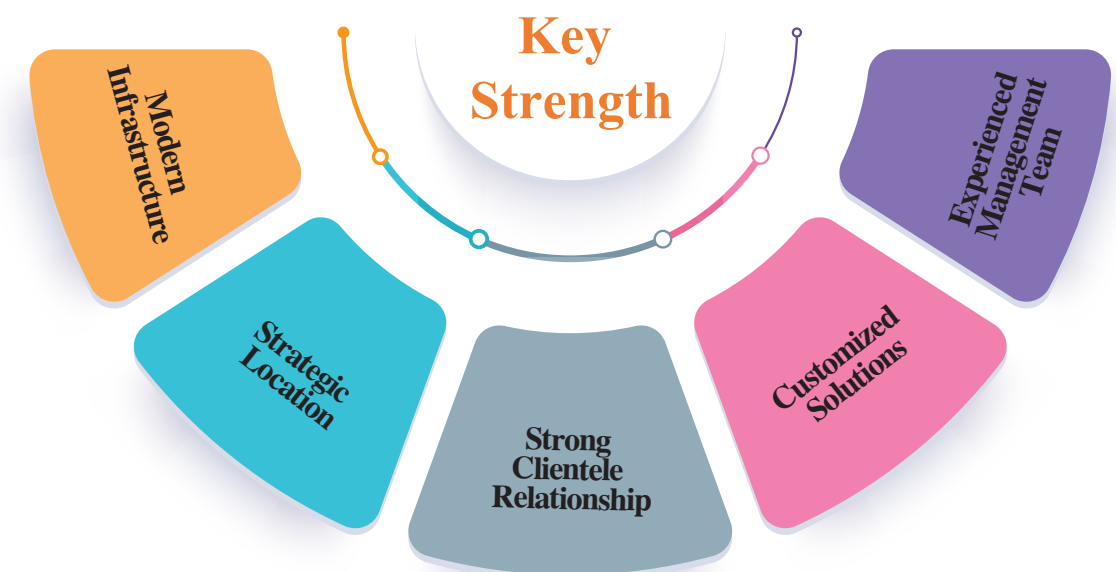
Warehousing

Customs

Plant and Quarantine facility

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

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



- CFS' strategically located close to NHs and connected to JNPT through PFT, providing good connectivity to interior parts of the country. JNPT, Chennai port and the Mundra port handle 75% of India's total container traffic.
- Team of skilled & qualified professionals enables to identify new opportunities helps in implementing business strategies & to continue to build on the track record of handling container freight.
- Total Area: 7.71 mn. sq. ft., of which 2.21 mn. sq. ft. is notified customs area.
- Services offered like packing, labelling, bar-coding, palletizing, fumigation etc. Provide repair & maintenance services for containers, which results in quick turnaround time for the transportation of containers. Have more than 10,000 TEUs of empty containers to store.
- Strong established relationships with shipping lines & customs house Diversified portfolio as Export contributed 35%, Import - 57% and domestic 9% of our total cargo volume, respectively.

Strong Equipment Bank of 1200 + vehicles

CFSs installed capacity : 535,500 TEUs p.a.

Tumb ICD installed capacity : 474,000 TEUs p.a.

Our Offerings

We offer a comprehensive repertoire of solutions to our customers:

Cargo Handling Service



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

Empty Container Storage



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



Private Freight Terminal



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

Facilities for Hazardous Cargo



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

Container's Repair and Maintenance

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

Reefer Containers



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

Bonded Warehousing Facility



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

Keep Moving Forward



So far our business ensured mobility of your cargo. But we realised the need to provide our customers with seamless and unbounded mobility - a kind that ensures mobility beyond regions. This was important because it is crucial to be there where our customers are. Thus, we decided to expand, and, expanded in the right direction.

Today, we have three Container Freight Stations two at Ajiwali and one at Somathane in Panvel.

We are proficient to handle all type of cargoes ranging from bulk to liquid in tanks and all other container cargoes. We provide cold storage facilities at our CFS and important custom clearance services, handling and the temporary storage of import or export laden and empty containers. We provide all the ancillary support and value-added services like packing, labelling/bar-coding, palletising, fumigation and other related activities at the warehouses.

We operates two Railway Terminals referred to as Private Freight Terminals (PFTs). These terminals are at our Somathane (Panvel) facility and at ICD Tumb. While the PFT at Somathane is served with three railway tracks, the one at ICD Tumb has four rail tracks. The railway terminals are used for handling export rakes of agro products, domestic rakes and container rakes (referred to as BLC rakes). The PFTs handle all types of railway rakes.

KEY MILESTONES

2006

Commencement of operations at Ajivali

2014

Obtained approvals for managing hazardous cargo at Ajivali CFS II and Panvel CFS

2008

Incorporation of the Company Ajivali CFS II

2015

IPO of INR 6000 Mn (5100 Mn fresh issue and 900 Mn OFS) ICD approval for NTL at Tumb, Umbergaon, Valsad district (near Vapi)

2009

Panvel, JNPT CFS

2017

QIP of INR 1450 Mn Approval for Rail Private Freight Terminal (PFT) for Tumb - ICD Commencement of Multimodal Rail logistics operations

2010

Panvel CFS approval as public bonded warehouse

2018

Tumb PFT operational

2011

Private railway siding at Panvel station (PFT)

2020

Approval for CTO License (Container Terminal Operator) 2 Railway Rakes Purchased

2012

Commercial notification of the private railway siding at Panvel

2021

Extension of Custom Notified Area at Tumb by 4,59,914 square feet

OUR VISION

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

NAVKAR MANTRA

Integrity

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

Customer Focus

Our first priority customer satisfaction through provisions of comprehensive and effective logistics services.

Bias for action

A sense of urgency in every work to avoid the service disruption.

Excellence

Focused excellence logistic services to cater all the requirements of business partners.

Hard work

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

OUR MISSION

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

OUR JOURNEY SO FAR....

Better logistics solutions for you

Guiding with Prudence

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

Our diverse leadership team, comprising our Board of Directors, Key Managerial Personnel, Senior Management are the stewards of the Company. They steer business affairs, determine the Company's long-term strategy, assess opportunities and identify risks, all with a single goal in mind — to earn customer trust

Board of Directors

Mr. Shantilal Jayavantraj Mehta
Chairman & Managing Director

Mr. Nemichand Jayavantraj Mehta
Whole-time Director

Mr. Jayesh Nemichand Mehta
Non-Executive-Non Independent Director
(w.e.f. September 02, 2020)

Mr. Ashok Kumar Thakur
Non-Executive Independent Director

Ms. Pooja Hemant Goyal
Non-Executive Independent Director

Mr. Sandeep Kumar Singh
Non-Executive Independent Director

Key Managerial Personnel

Mr. Dinesh Mohanlal Jain
Chief Executive Officer
(w.e.f. October 28, 2020)

Mr. Anish Sewaram Maheshwari
Chief Financial Officer

Ms. Deepa Gehani
Company Secretary & Compliance Officer

Committees of the Board

Audit Committee

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

Stakeholders Relationship Committee

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

Nomination & Remuneration Committee

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

Corporate Social Responsibility Committee

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

Finance & Operation Committee

Mr. Jayesh Nemichand Mehta - Chairman
Mr. Shantilal Jayavantraj Mehta - Member
Mr. Nemichand Jayavantraj Mehta - Member

Major assets base

1200+ Equipment Bank

✦ (Total Equipment Bank of 1200+ Vehicles/Equipment's)

2 Owned Railway Wagons

6 Rubber Tyre Gantry Cranes (RTGs)

Custom Notified Area

✦ 135,156 sq.ft. Ajivali CFS I

✦ 428,400 sq. ft. Ajivali CFS II

✦ 1,073, 224.25 sq.ft. Somathane CFS III

✦ 4,59,914 sq. ft. Vapi ICD

Total Capacity

✦ 25,000 TEUs – Ajivali CFS I

✦ 65,000 TEUs – Ajivali CFS II

✦ 445,500 TEUs – Somathane CFS III

✦ 474,000 TEUs – Vapi ICD

Corporate Information

NAVKAR CORPORATION LIMITED

CIN: L63000MH2008PLC187146

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th (Thirteenth) Annual General Meeting (“AGM”) of the Members of Navkar Corporation Limited (“the Company”) will be held on Wednesday, September 15, 2021 at 11:00 a.m. through video conferencing (“VC”) or other audio visual means (“OAVM”) to transact the following businesses. The venue of the meeting deemed to be the registered office of the Company situated at 205-206 J K Chambers, Sector 17, Vashi, Navi Mumbai – 400705, Maharashtra, India:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and auditors thereon.**

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

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- To appoint Mr. Jayesh Nemichand Mehta (DIN: 00510313), who retires by rotation as a Director.**

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

“**RESOLVED THAT** Mr. Jayesh Nemichand Mehta (DIN: 00510313), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company .”

- To review, consider and approve the revise remuneration of the Statutory Auditors, Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants.**

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

“**RESOLVED THAT** pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder, including any amendments, modifications, variations or re-enactments thereof, approval of the members of the Company be and is hereby accorded to the Board of Directors for the payment of remuneration of ₹ 33,50,000 (Rupees Thirty Three Lakhs Fifty Thousand Only) to, Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants, Statutory Auditors of the Company for the Financial year 2021-2022 and subject to increment of up to 10% in every subsequent year as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the

Audit Committee of the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary to give full effect to the foregoing resolution.”

SPECIAL BUSINESS:

- To re-appoint Mr. Nemichand Jayavantraj Mehta (DIN 01131811), as a Whole Time Director of the company.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V thereof, Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee to Board of Directors, approval of the members be and is hereby accorded to re-appoint Mr. Nemichand Jayavantraj Mehta (DIN 01131811) as a Whole-time Director of the Company, for a period of 3 (Three) years commencing from September 01, 2021 to August 31, 2024, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, during the tenure of Mr. Nemichand Jayavantraj Mehta, the remuneration payable to him by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act or any modifications thereof with liberty to the Board / Committee of Board to decide the breakup of the remuneration from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deems fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, applications, documents, papers, forms to do all such act salter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Act.

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

Registered Office

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

Corporate Office

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

Statutory Auditors

Uttam Abuwala Ghosh & Associate
Chartered Accountants
409/410, Abuwala House, Gundecha
Industrial Complex, Next to Big Bazar,
Akurli Road, Kandivali (East),
Mumbai – 400101.

Secretarial Auditors

Mehta & Mehta
Practicing Company Secretaries
201-206, Shiv Smriti, 2nd Floor, 49A,
Dr. Annie Besant Road, Above
Corporation Bank, Worli, Mumbai – 400 018.

Registrar & Transfer Agents

Link Intime India Private Limited
C 101, 247 Park, LBS Road, Vikhroli (West),
Mumbai, Maharashtra 400083,
Maharashtra, India
Tel: 022-49186000
Fax: 022-49186060
E-Mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

Bankers

State Bank of India
Kotak Mahindra Bank Limited
Union Bank of India
HDFC Bank Limited
Tata Capital Financial Services Limited
Tata Motors Finance Solutions Limited
YES Bank Limited
ICICI Bank Limited
Axis Bank Limited
Indusind Bank Limited
IDFC First Bank Limited
Tata Motors Finance Limited
Daimler Financial Services India Private
Limited

 www.navkarcs.com

 cs@navkarcs.com

Disclaimer This document contains statements about expected future events and financial and operating results of Navkar Corporation Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management’s discussion and analysis report of the Navkar Corporation Limited Annual Report 2020-21.

5. To re-appoint Mr. Ashok Kumar Thakur (DIN 07573726), as an Independent Director of the company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee to the Board and the Board of Directors of the Company to the Members, Mr. Ashok Kumar Thakur (DIN 07573726), who was appointed by members at their Annual General Meeting held on August 24, 2017 as an Independent Director of the Company for a first term of five consecutive years commencing from January 25, 2017 and who holds office of the Independent Director up to January 24, 2022 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from January 25, 2022 to January 24, 2027 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.”

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

6. Alteration in the object clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other requisite approval(s), consent(s), permission(s), sanction(s) as may be required in this regard from the appropriate authorities, including the Registrar of Companies, and the terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities and agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute

to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded for alteration in the Object Clause of the Memorandum of Association of the Company (“MOA”) by inserting following clause after the existing clause III (A) 1 of the MOA.

2. “To carry on the business of industrial logistics parks, industrial park(s), multi modal logistics park(s), and such other related or similar logistic facilities in India or abroad and for that purpose, to enter into transactions to buy, develop, acquire, purchase, lease, cut to size handover or deal in any other form and types of assets including lands, buildings, properties and to develop, construct, build, alter, acquire, source convert, improve, design, erect, establish, equip, provide, participate, file bids, and participate in auctions, reconstruct, renovate, remodel, rebuild, undertake, contribute, assist etc., and to act or provide services relating to logistics business management, multimodal logistics operator, storage, transportation and such other related or similar logistics support”

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the change of object clause as aforesaid or any other matter incidental or consequential thereto.”

7. Alteration of Articles of Association with respect to removal of common seal clause.

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

“RESOLVED THAT pursuant to the provisions of the Section 14 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules, consent of the shareholders of the Company be and is hereby accorded to amend the Articles of Association of the Company as under:

(a) Delete the definition of “Seal” which is reproduced below:

“Seal” – means the common seal for the time being of the Company

(b) Existing Article 23(a) shall be substituted by the following amended Article 23(a):

Every member shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every share certificate shall specify the

number and the distinctive number(s) of the shares in respect of which it was issued and the amount paid up thereon and shall be in such form as the directors may prescribe. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. **PROVIDED THAT** if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence. The certificate shall be signed in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within such time frame as may be prescribed in this regard after the allotment.

(c) Existing Article 179 (21) shall be substituted by the following amended Article 179 (21):

At any time and from time to time by Power of Attorney, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow monies) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any company, or the shareholders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;

(d) Delete the Article 188 which is reproduced below: The Seal, its custody and use

188. (1) The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, under such regulations as the Board may prescribe.

(2) the Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any two officials of the Company or such other person, the Board may appoint in that behalf who shall sign every instrument to which the Seal is affixed. Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014, and their statutory modifications for the time being in force.

RESOLVED FURTHER THAT the existing Articles from Article 189 to Article 221 be renumbered as Article 188 to Article 220 respectively

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to Alteration of Articles of Association as aforesaid or any other matter incidental or consequential thereto.”

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

Deepa Gehani
Company Secretary
 Membership No. 42579

Place: Navi Mumbai
 Date: August 05, 2021
 Registered Office: 205-206 J K Chambers, Sector 17,
 Vashi Navi Mumbai – 400705, Maharashtra, India

NOTES

- In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) has vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted companies to conduct Annual General Meeting (“AGM”) through Video Conference (VC) or Other Audio Visual Means (OAVM), subject to compliance of conditions mentioned therein. In compliance with the MCA Circulars and SEBI Circulars, the 13th AGM of the members of the Company is being conducted through VC / OAVM. The deemed venue for the 13th AGM shall be the Registered Office of the Company.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is also annexed hereto.

3. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Further, in terms of the applicable provisions of the Act, Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 13th AGM of the Company will also be available on the website of the Company at www.navkarcfs.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars 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 AGM and hence the proxy form and attendance slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at cs@navkarcfs.com.
6. Pursuant to Section 108 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. The members can join the 13th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 13th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose to reckon the quorum under Section 103 of the Act.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per

the Register of Members of the Company will be entitled to vote at the AGM. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. Given this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Link In time India Private Limited for the same.

10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in the physical form should submit their PAN to the Company's RTA, Link In time India Private Limited.
11. Since the AGM will be held through VC/OAVM, the Route Map of the AGM is not annexed in this Notice.
12. The Registers as required under the act will be available electronically for inspection by the Members on the website of the Company at www.navkarcfs.com.
13. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance atleast 7 (Seven) days prior to Meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at cs@navkarcfs.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to Meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at cs@navkarcfs.com. These queries will be replied to by the Company suitably.
14. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
15. The Company has appointed Ms. Ashwini Inamdar, Partner of Mehta & Mehta, Practicing Company Secretaries, or failing her, Mr. Atul Mehta, Partner of Mehta & Mehta, Practicing Company Secretaries, as the Scrutiniser to scrutinise the e-voting in a fair and transparent manner.
16. The register of members shall be closed from Thursday, September 09, 2021 to Wednesday, September 15, 2021 (Both days inclusive).
17. **Instructions for e-voting and using VC/OAVM**
THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:
 - (i) The voting period begins on Saturday, September 11, 2021 at 9:00 a.m. (IST) and ends on Tuesday September 14, 2021 at 5:00 p.m. (IST). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date September 08, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote on such Resolution again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.
 In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual Meetings for Individual Shareholders holding securities in Demat mode is given below: Login Method for Individual Shareholders holding securities in Demat mode with CDSL

- 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing userid and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting. Additionally, there is also links provided to access the system of all evoting service providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

Login Method for Individual Shareholders holding securities in Demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to evoting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>
- 2) Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Login Method for Individual Shareholders (holding securities in demat mode) login through their Depository Participants

- 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-voting and joining virtual Meeting for Shareholders other than individual Shareholders holding in Demat form and physical Shareholders.

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

- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

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

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required

to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xvi) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: cs@navkarcs.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/ RTA email id**.
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you

can write an email to helpdesk.evoting@cdslindia.com or contact at 022.230.58738 and 022.230.58542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022.230.58542/43.

- The voting rights of Shareholders shall be in proportion to their share of the paid-up capital of the Company as of the cut-off date i.e. September 08, 2021. Any person who becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. September 08, 2021 and wishing to participate in the e-voting may obtain User ID and password by sending a letter or e-mail to the Company's RTA at evoting.investors@linkintime.co.in providing details such as the name of the Member, DP ID/Client ID no. and name of the Company. User ID and password will be provided through e-mail or SMS or letter as per details of the Member provided by the Depositories or available with the Notice RTA. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- The Scrutinizer shall after scrutinizing the votes cast through remote e-voting not later than 48 (forty-eight) hours from the conclusion of the AGM shall submit the Scrutinizer's Report to the Chairman or any person authorized by the Board, who shall counter sign the same. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.navkarcs.com and of CDSL at www.evotingindia.com. The results shall also simultaneously be disseminated to the Stock Exchanges at www.bseindia.com and www.nseindia.com. Subject to the receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e., September 15, 2021.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.
Item No. 3

The members of the Company, on September 27, 2019 had passed an ordinary resolution for the appointment and approval of fees payable to Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants as Statutory Auditors of the Company to hold office for a period of 5 (five) consecutive years commencing from the conclusion of 11th AGM till the conclusion of the 16th AGM of the Company to be held in the year 2024 at remuneration of ₹ 30 lakhs Per Annum (Exclusive of all applicable taxes).

The Board of Directors at their meeting held on August 05, 2021, based on recommendation received from Audit Committee recommend for the approval of the members the revision in remuneration paid to Statutory Auditors of the Company.

Accordingly resolution in Item Nos. 3 is being proposed for approval of fees payable to Statutory Auditors for the Financial year 2021-2022 amount of ₹ 33,50,000. (Rupees Thirty Three Lakhs Fifty Thousand Only) to Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants, Statutory

Auditors of the Company, for the purpose of audit of the Company's Accounts in and subject to increment of up to 10% in every subsequent year as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board from time to time, with power to the Board, including relevant committee(s) thereof, to alter and vary the terms and conditions of appointment etc., None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of this resolution.

Item No. 4

Mr. Nemichand Jayavantraj Mehta is associated with the Company since incorporation. He has played a crucial role in the growth of the Company.

The present term of appointment of Mr. Nemichand Jayavantraj Mehta, as Whole Time Director expires on August 31, 2021. After considering his immense experience of more than two decade in the business of Container Freight Station (CFS), Inland Container Depot (ICD), Rail Terminals and allied works considering his knowledge of various aspects relating to the Company's affairs and long term business experience, expansion, based on performance evaluation during his tenure and on the recommendation of Nomination & Remuneration Committee, Board of Directors at its meeting held on August 05, 2021, re-appointed Mr. Nemichand Jayavantraj Mehta as Whole Time Director of the Company for the period of 03 (Three) Consecutive years i.e. from September 01 2021 to August 31, 2024.

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

- a) **Basic Salary:** The Basic Salary of Mr. Nemichand Jayavantraj Mehta shall be ₹ 2,25,000/- per month with the authority to the Board of Directors to increase the Basic Salary within the range of ₹ 2,25,000/- to ₹ 3,37,500/- per month.
- b) **Perquisites & Allowances:** In addition to the Basic Salary payable, Mr. Nemichand Jayavantraj Mehta shall be entitled to perquisites and allowances like:
- i) House Rent Allowance in lieu thereof subject to a maximum of 50% of Basic Salary;
- ii) Other Allowances of ₹ 1,60,417/- per month with authority to the Board of Directors to increase the Other Allowances within the range of ₹ 1,60,417/- to ₹ 2,40,417/- per month;
- The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites

- and allowances shall be evaluated at actual cost
- iii) Contribution to provident fund, superannuation, leave encashment, as per the rules of the Company, shall be in addition to the remuneration under (a and b) above.
- c) Increment in salary /Annual performance bonus/ incentive etc.: Increment in salary / Annual performance bonus / performance linked incentive etc, payable to Mr. Nemichand Jayavantraj Mehta, as may be determined by the Board and / or the NRC Committee of the Board, shall be subject to above prescribed limit.
- d) Medical reimbursements, Leave Travel Allowance (subject to 20% of Basic Salary in a year), club fees, personnel accident & medical insurance, use of chauffeur driven company car, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company;
- (e) **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of services of Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.
- The information as required under Part II of Schedule V of Companies Act 2013 are mentioned below

I. GENERAL INFORMATION

1	Nature of Industry	The company operates into Container Freight Stations, Inland Container Depot, Rail Terminals and related services	
2	Date or expected date of commencement of commercial production	Not applicable, since the Company has already commenced its business.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4	Financial performance based on given indicators	(₹ in Lakhs)	
	Particulars	F.Y. 2020-21	F.Y. 2019-20
	Total Revenue	67,390.19	56,793.23
	Total Expenses	64,120.74	49,051.95
	Profit Before Tax	3269.45	7,741.28
	Profit After Tax	1592.93	4,531.27
5	Foreign investments or collaborations, if any.	Nil	

II. INFORMATION ABOUT THE APPOINTEE.

Background details	Mr. Nemichand Jayavantraj Mehta is associated with the Company since incorporation, He holds a bachelor's degree in commerce. He has experience of more than two decades in the business of Container Freight Station (CFS) and Inland Container Depot (ICD), Rail Terminals and allied works. He is involved in policy planning, vision and strategy and long term development activities of the Company and played a crucial role in the business growth of the Company.
Past remuneration	₹ 80,00,000/- per annum
Recognition or Awards	Under the dynamic leadership of Mr. Nemichand Jayavantraj Mehta, the Company has been winning awards year on year. The notable awards won recently are: 1. CFS of the Year 2019 – Awarded CFS of the Year Award at the 4th Edition of the India Maritime Awards organized by Daily Shipping Times at Mumbai on Friday June 21, 2019. This is awarded for integrated performance by a Container Freight Station serving a major port. It was held by Daily Shipping Times each year. 2. Hall of Fame Award 2019 – Company was awarded the “Hall of Fame Award of the Year” for having successfully won “CFS of the Year Award” for past 8 years at the 10th Edition of MALA AWARDS (Maritime and Logistics Awards) 2018 held on Friday, 20th Sept 2019 in Mumbai. 3. Warehouse Operator of the Year 2019– This was awarded on 13th Dec 2019 (on Angriya Cruise Ship) at the SEVENTH SAMUDRA MANTHAN AWARDS 2019. This is organized by Bhandarkar Publications.
Job profile and his suitability	Mr. Nemichand Jayavantraj Mehta is responsible for overall growth and development of the Company with the special focus on day to day business operations/growth of the Company. The Company has made enormous progress under the stewardship of Mr. Nemichand Jayavantraj Mehta and his vision is to take the Company from being amongst the most respected Container Freight Stations and Inland Container Depot. As Whole Time Director of the Company he is responsible for motivating the team of professionals to implement management policies
Remuneration proposed	As set out in Item No. 4 of the explanatory statement above
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed of Mr. Nemichand Jayavantraj Mehta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses. Moreover, in his position as Whole Time Director, Mr. Nemichand Jayavantraj Mehta devotes his substantial time in overseeing the operations of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receipt of remuneration from the Company, Mr. Nemichand Jayavantraj Mehta does not have any other pecuniary relationship directly or indirectly with the Company. Mr. Nemichand Jayavantraj Mehta is a Promoter of the Company and is a relative of Mr. Shantilal Jayavantraj Mehta (Chairman and Managing Director) and Mr. Jayesh Nemichand Mehta (Non-Executive-Non Independent Director) of the Company.”

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits	Not applicable, as the Company has not incurred any loss or have adequate profit to pay remuneration to its Directors. The resolution which is ought to be passed to comply with the applicable provisions and Schedule – V of the Companies Act, 2013, if Company have inadequate profit or loss in future.
2	Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make profits in future
3	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve performance and business growth. It has been aggressively pursuing and implementing its strategies to improve performance.

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

Mr. Nemichand Jayavantraj Mehta, being appointee and Mr. Shantilal Jayavantraj Mehta and Mr. Jayesh Nemichand Mehta, relative of appointee, may be deemed to be concerned or interested in the aforesaid resolution to the extent of the remuneration that may be received by Mr. Nemichand Jayavantraj Mehta. None of the other Directors and Key Managerial Personnel of the

Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 04.

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

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

Item No. 5

Mr. Ashok Kumar Thakur was appointed as an Independent Director on the Board of Directors of your Company ("the Board") effective from January 25, 2017 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their Annual General Meeting held on August 24, 2017. He hold office as an Independent Director of the Company up to January 24, 2022 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting prior to expiry of his respective first term.

The Board on the recommendation of Nomination and Remuneration Committee of the Board of Directors approved the re-appointment of Mr. Ashok Kumar Thakur from January 25, 2022 to January 24, 2027.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Ashok Kumar Thakur for the office of Director of the Company. The Company has received declaration from Mr. Ashok Kumar Thakur confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Ashok Kumar Thakur is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. He do not holds any equity shares by himself or on beneficial basis for any other person in the Company as on date of this Notice.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Mr. Ashok Kumar Thakur has confirmed that he has registered himself with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). He has also passed the online proficiency self-assessment test conducted by IICA.

The Nomination and Remuneration Committee ("NRC") and the Board at their respective Meetings held on August 05, 2021 taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Mr. Ashok Kumar Thakur during his respective tenure, formed an opinion that he confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, is a persons of integrity

and possess relevant expertise, proficiency and experience to continue as Independent Directors of the Company.

Further the performance evaluation of Mr. Ashok Kumar Thakur was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and his advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. Given the high performance ratings received by the him in his performance evaluation, the Board, basis the recommendation of NRC, is of the view that continued association of Mr. Ashok Kumar Thakur as Independent Director of the Company would be of immense benefit and value to the Company.

Mr. Ashok Kumar Thakur would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbursment for expenses incurred in connection with attending Board/ Committee meetings and as may be approved by the NRC and the Board within the limits approved by the Board of the Company from time to time, as permitted by law with requisite approvals.

Details of Mr. Ashok Kumar Thakur are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Ashok Kumar Thakur setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Company provides logistics solutions and offers specialized logistics services across container freight station/ inland container depot operations, rail terminals, warehousing, transportation and other related activities thereto. The quality standards, standardized processes and operation excellence, infrastructure across all the services and facilities, have enabled the Company to emerge as the strong player in logistics sector.

The Company aims to leverage its existing experience, deployment of execution capabilities to provide effective logistics solutions to various stakeholders and to create technologically advanced business models. Accordingly, in order to meet the enhanced expectations of the stakeholders, it is proposed to provide integrated logistics services as a part of its growth strategy and to participate in the infrastructure growth potential in logistics sector including offering of industrial parks, multimodal logistics parks and other industrial logistics solutions to its stakeholders.

In view of above, the Company is proposing to amend and expand its existing main object to include the following clause after the existing clause III(A)1 of the MoA, to authorize and provide services in relation to logistics business management, multimodal logistics parks and other industrial logistics solutions:

2. "To carry on the business of industrial logistics parks, industrial park(s), multi modal logistics park(s), and

such other related or similar logistic facilities in India or abroad and for that purpose, to enter into transactions to buy, develop, acquire, purchase, lease, cut to size handover or deal in any other form and types of assets including lands, buildings, properties and to develop, construct, build, alter, acquire, source convert, improve, design, erect, establish, equip, provide, participate, file bids, and participate in auctions, reconstruct, renovate, remodel, rebuild, undertake, contribute, assist etc., and to act or provide services relating to logistics business management, multimodal logistics operator, storage, transportation and such other related or similar logistics support"

The Board at its meeting held on August 05, 2021 has approved the said proposal and recommended the amendment in the Object Clause of the Memorandum of Association of the Company subject to approval of the Members. In terms of Sections 4 and 13 of the Companies Act, 2013 and rules framed thereunder, the consent of the Members by way of Special Resolution is required for amending the Object Clause of the Memorandum of Association of the Company.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the members.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Item No. 7

With the enactment of the Companies (Amendment) Act, 2015, the use of Common Seal has been made optional. In order to facilitate administrative convenience for execution of documents on behalf of the Company hence, it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing/amending the following clauses in the Articles of Association of the Company pertaining to the common seal.

S r . No.	Existing Clause	Amended Clause
1.	Seal" - means the Common Seal for the time being of the seal Company.	To be Deleted
2.	23 (a) Every member shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every share certificate shall be under the Seal of the Company and shall specify the number and the distinctive number(s) of the shares In respect of which it was issued and the amount paid up thereon and shall be in such form as the directors may prescribe. Such certificate shall be Issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. PROVIDED THAT if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence. The certificate shall be signed in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof for the time being In force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be In accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within such time frame as may be prescribed In this regard after the allotment.	Every member shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every share certificate shall specify the number and the distinctive number(s) of the shares in respect of which it was issued and the amount paid up thereon and shall be in such form as the directors may prescribe. Such certificate shall be Issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. PROVIDED THAT if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence. The certificate shall be signed in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof for the time being In force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within such time frame as may be prescribed in this regard after the allotment.

3.	179 (21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow monies) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any company, or the shareholders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;	179 (21) At any time and from time to time by Power of Attorney, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow monies) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any company, or the shareholders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;
4.	The Seal, its custody and use 188. (1) The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, under such regulations as the Board may prescribe. (2) the Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any two officials of the Company or such other person, the Board may appoint in that behalf who shall sign every instrument to which the Seal is affixed. Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014, and their statutory modifications for the time being in force.	To be deleted
5.	Existing clauses from Article 189 to Article 221 be renumbered as Article 188 to Article 220 respectively.	

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

All the material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

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

Place: Navi Mumbai
 Date: August 05, 2021

Deepa Gehani
 Company Secretary
 Membership No. 42579

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

ANNEXURE I

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

Name of Director	Mr. Jayesh Nemichand Mehta	Mr. Nemichand Jayavantraj Mehta	Mr. Ashok Kumar Thakur
Director Identification Number	00510313	01131811	07573726
Category	Non-Executive and Non-Independent Director	Executive, Whole Time Director	Non-Executive Independent Director
Date of Birth	January 02, 1987	April 28, 1963	August 10, 1954
Age	34 Years	58 Years	68 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	September 02, 2020	September 01, 2016 (In current designation - Whole Time Director)	January 25, 2017
Relationship with Directors and KMPs	Son of Mr. Nemichand Jayavantraj Mehta, Whole Time Director of the Company	Brother of Mr. Shantilal Mehta, Chairman & Managing Director of the Company	None
Qualifications	Bachelor's degree in commerce from University of Mumbai	Bachelor's degree in commerce from Swaran Mukth Shiksha Peeth, Punjab	Master's degree in commerce from Lucknow University
Expertise in specific functional area	Mr. Jayesh N. Mehta has decade of experience in the Logistics business. He holds a Bachelor's degree in commerce from University of Mumbai. During his overall work experience of over decade he has handled a wide spectrum of projects related to Container Freight Station and Inland Container Depot.	Mr. Nemichand Jayavantraj Mehta is associated with the Company since incorporation. He holds a bachelor's degree in commerce. He has experience of more than two decades in the business of Container Freight Station (CFS) and Inland Container Depot (ICD) and allied works. He is involved in policy planning, vision and strategy and long term development activities of the Company and played a crucial role in the business growth of the Company.	Mr. Ashok Kumar Thakur was appointed as an Independent Director on the Board of the Company effective from January 25, 2017. He holds master's degree in commerce from Lucknow University, and has over more than 40 years of experience in the banking and financial industry. Prior to this, he has held various positions at Union Bank of India, including general manager (HR) at Corporate Office, general manager (Kolkata zone) and deputy general manager (regional head) at Kolkata and Chandigarh. He has also been chairman at the Rewa Siddhi Gramin Bank.
Details of Board Meetings attended by the Directors during the year	1 (One)	04 (Four)	04 (Four)
Terms and Conditions of Appointment or reappointment along with remuneration	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jayesh Nemichand Mehta who was appointed as a Non-Executive Non Independent Director at the Annual General Meeting held on September 28, 2020, is liable to retire by rotation and he shall be eligible for sitting fees for attending meetings.	As set out in explanatory statement item no. 4	As set out in explanatory statement item no. 5
Membership of Committees of Navkar Corporation Limited	Nil	Audit Committee – Member Corporate Social Responsibility Committee - Member	Audit Committee – Chairman Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee Independent Directors Committee – Member

With reference to Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,	Sidhartha Corporation Private Limited Bhagavati Commission Agents Private Limited	Sidhartha Corporation Private Limited Bhagavati Commission Agents Private Limited Padmamba Enterprises Private Limited PrabhuMahaveer Exports Private Limited	H.G. Infra Engineering Limited Choice International Limited Choice Equity Broking Private Limited																
Membership/ Chairmanship of Committees across other Public Companies	Nil	Nil	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Company</th> <th>Type of Committee</th> </tr> </thead> <tbody> <tr> <td rowspan="3">1</td> <td rowspan="3">Choice International Limited</td> <td>Audit Committee</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> </tr> <tr> <td>Investment Committee</td> </tr> <tr> <td rowspan="3">2</td> <td rowspan="3">H.G. Infra Engineering Limited</td> <td>Audit Committee</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> </tr> <tr> <td>Risk Management Committee</td> </tr> <tr> <td>3</td> <td>Choice Equity Broking Private Limited</td> <td>Nil</td> </tr> </tbody> </table>	Sr. No.	Name of the Company	Type of Committee	1	Choice International Limited	Audit Committee	Nomination & Remuneration Committee	Investment Committee	2	H.G. Infra Engineering Limited	Audit Committee	Nomination & Remuneration Committee	Risk Management Committee	3	Choice Equity Broking Private Limited	Nil
Sr. No.	Name of the Company	Type of Committee																	
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2	H.G. Infra Engineering Limited	Audit Committee																	
		Nomination & Remuneration Committee																	
		Risk Management Committee																	
3	Choice Equity Broking Private Limited	Nil																	
Shareholding in Navkar Corporation Limited	0.02%	19.20%	Nil																

BOARD'S REPORT

To,
The Members,
Navkar Corporation Limited

Your Board of Directors has immense pleasure in presenting the 13th (Thirteenth) Annual Report of Navkar Corporation Limited ("The Company" or "Navkar") covering the business and key operational highlights together with Audited Financial Statements for the financial year ended on March 31, 2021.

1. FINANCIAL HIGHLIGHTS AND PERFORMANCE OVERVIEW:

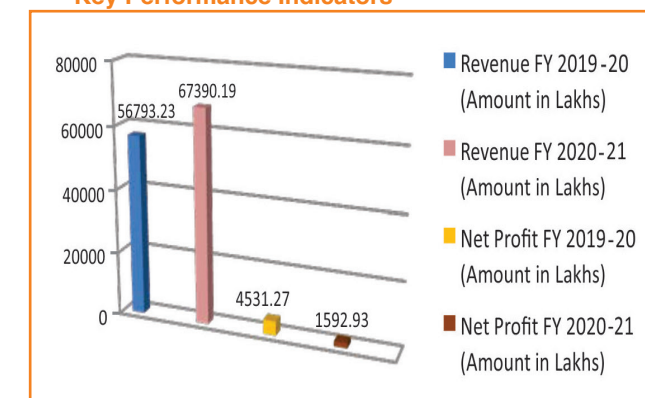
A summary of the financial performance of the Company for the financial year 2020-21 as compared to the previous financial year is given below:

(₹ in Lakhs)

Particulars	FY 2020-21	FY 2019-20
Total Revenue	67,390.19	56,793.23
Total Expenses	64,120.74	49,051.95
Profit Before Tax	3,269.45	7,741.28
Tax Expenses		
Current Tax	570.00	1,361.72
Earlier Year Tax	(20.88)	(18.63)
Deferred Tax Expenses	1,127.40	1,866.92
Total Tax Expenses	1,676.52	3,210.01
Profit After Tax (A)	1,592.93	4,531.27
Other Comprehensive Income, net of tax		
Items that will not to be reclassified to Profit and Loss (B)	(9.34)	(22.49)
Total Comprehensive Income for the year (A + B)	1,583.59	4,508.78
Earning per equity shares (face value ₹ 10/- per share) Basic and Diluted	1.06	3.01

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

Key Performance Indicators



The total revenue of your company stood at ₹ 67,390.19 Lakhs for the financial year ended March 31, 2021 as against ₹ 56,793.23 Lakhs for the previous financial year. The Profit before tax is ₹ 3,269.45 Lakhs for the current year as against ₹ 7,741.28 Lakhs in previous

financial year. After making provision for tax, net profit of your company is ₹ 1,592.93 Lakhs as against ₹ 4,531.27 Lakhs in the previous financial year.

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

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

Container Freight Stations

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

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

Inland Container Depot

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

ICD Valvada

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

period of five years and further extendable for a period of 2 years with mutual consent.

Railway Terminals

Navkar operates two railway terminals referred to as Private Freight Terminals (PFTs). These terminals are at our Somathane (Panvel) facility and at ICD Tumb. While the PFT at Somathane is served with three railway tracks, the one at ICD Tumb has four rail tracks. The railway terminals are used for handling export rakes of agro products, domestic rakes and container rakes (referred to as BLC rakes. The PFTs handle all types of railway rakes (Exim and domestic) at Somathane and Tumb. All rakes arriving with cargoes are handled as per the guidelines of the Indian railways.

3. GLOBAL HEALTH PANDEMIC FROM COVID-19

The Novel Corona Virus that spread rapidly across the globe was named COVID-19 by the World Health Organization and declared as a pandemic was not only a health crisis, it had far-reaching implications on the global economy. The pandemic led to a sharp decline in global trade, lower commodity prices and tighter liquidity conditions. The contraction in GDP seen in many countries, including India, was because of reduced economic activity and restricted mobility, due to COVID-19 as people curtailed discretionary spending and focused on essentials and precautionary savings due to the level of uncertainty.

The lockdown which was began on March 22, 2020 and was continued during the year under review. The lockdown began to have a deleterious effect on the movement of local goods and Exim cargoes thereby seriously impacting the transportation and logistics sector. Despite the ports and port-related activities being designated as essential services, the difficulties for carrying out the functions of transportation and cargo handling were challenging.

In enforcing social distancing to contain the spread of the disease and for Health , safety of employees, partners and customers company has taken various necessary precautionary steps like sanitization, providing masks, hand sanitizers, disinfectants and temperature checks for staff and essential visitors at all facilities. Company has also provided IT infrastructure & connectivity to most of the staff to efficiently enable them to 'Work From Home' and minimize the spread of COVID-19.

CFS/ICD are playing an important role in supply chain of essential and non-essential goods. COVID – 19 has impacted both supply and demand side. As many export factories have closed this has brought down the movement of exports through our facilities. At the same time importers have not been able to come and clear their goods resulting in containers piling up inside the CFSs and ICD. Due to this pile-up of imports, additional operations are required to be done for CFS/ICD for extracting containers for delivery to importers. Shortage of labours as well as drivers to operate trucks for container handling and transportation has affected

smooth evacuation from/to Nhava Sheva leading to increase in dwell time.

Currently India is experiencing a massive second wave of Covid-19 infections. However, we expect no major changes in the economic activity as the nation is preparing to face the Pandemic with vaccines and preparedness.

4. TRANSFER TO RESERVES:

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

5. DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any dividend for the financial year ended March 31, 2021.

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

6. CHANGES IN THE NATURE OF BUSINESS :

The Company continued to provide logistics services to its customers and hence, there was no change in the nature of business of the Company during the year under review.

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

There are no material changes and commitments affecting the financial position of the Company, subsequent to close of Financial Year 2020-21 till the date of this Report.

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

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

9. PUBLIC DEPOSIT:

During the year under review, the Company has not accepted any deposits from the public falling within the meaning of the provisions of Chapter V – Acceptance of Deposits under Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

10. INTERNAL FINANCIAL CONTROLS:

The Company has complied with internal financial controls (IFC) as per section-134 (5) of Companies Act, 2013 and Regulation 17(8) of Listing Regulations in terms of internal control over financial reporting.

The Company's internal financial control framework comprises of internal controls over financial reporting, operating controls and fraud prevention controls etc. The framework is designed to ensure accuracy, completeness and reliability of financial records, orderly and efficient conduct of business and safeguarding of assets as well as prevention and detection of fraud. The Company has a mechanism of testing the controls at regular intervals for design and operating effectiveness.

Further, the auditors state that the internal financial controls are adequate with reference to financial statements and controls are operating effectively. The Company believes that strengthening of internal controls is an ongoing process and there will be continuous efforts to keep pace with changing business needs and environment.

11. RISK MANAGEMENT:

Robust risk management structure has been devised that proactively identifies the risks faced by the Company and helps in mitigating them. During the year under review, the Company has identified and evaluated elements of Business Risks. Business risk, inter-alia, further includes Financial Risk, Regulatory Risk, Competition Risk, Environment Risk, Legal Risk etc. The Risk Management Framework defines the risk management approach of the Company and includes periodic review of such risk and also documentation, mitigating controls and reporting mechanism of such risk. The Board of Directors and Senior Management currently assess the operations and operating environment to identify potential risk and take necessary actions to mitigate the same.

Pursuant to the Regulation 21 of Listing Regulations with respect to the formation of the Risk Management Committee, is not applicable to your Company for the financial year ended March 31, 2021.

12. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. For more details, refer to the 'Internal control systems and their adequacy' section in the Management Discussion and Analysis Report, which forms part of this Annual Report.

13. SHARE CAPITAL:

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

As on March 31, 2021 the Authorised share capital of the Company is ₹ 2,26,00,00,000/- (Rupees Two Hundred Twenty Six Crore) divided into 21,50,00,000 Equity Shares of ₹ 10/- each, 50,00,000 0% Cumulative Redeemable Preference Shares of ₹ 10/- each and 6,00,000 6% Cumulative Redeemable Preference Shares of Rs. 100/- each.

14. CREDIT RATING:

The Company had received credit rating from India Rating & Research (IND-RA) which denotes high degree of safety regarding timely servicing of financial obligation. The Company had received the following credit ratings for its Term Loan and Cash Credit facilities.

Instrument Type	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of Issue (Million)	Rating/Outlook	Rating Action
Term Loan	-	-	FY 30	₹ 2679.9 (reduced from ₹ 3,060)	IND A - / Stable	Downgraded
Cash credit facilities	-	-	-	₹ 300	IND A-/Stable/IND A2+	Downgraded
Non-fund-based limits	-	-	-	₹ 100	IND A2+	Assigned
Proposed term loan*	-	-	-	₹ 840.1	Provisional IND A-/Stable	Assigned

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

15. LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186

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

16. REQUIREMENTS FOR MAINTENANCE OF COST RECORDS

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

17. SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANY

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

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

The Board of Directors holds fiduciary position and is entrusted with the responsibility to act in the best interests of the Company. The Board at its meetings deliberate and decide on strategic issues including review of policies, financial matters, discuss on business performance and other critical matters for the Company. Committees constituted by the Board focus on specific areas and take informed decisions within the framework of the delegated authority and responsibility and make

As on March 31, 2021 the issued, subscribed and paid up share capital of the Company is ₹ 153,81,70,810 /- (Rupees One Hundred Fifty Three Crore Eighty One Lakh Seventy Thousand Eight Hundred Ten Only) divided into 15,05,19,181 (Fifteen Crore Five Lakhs Nineteen Thousand One Hundred Eighty One) Equity Shares of ₹ 10/- (Rupees Ten) each, 23,00,000 (Twenty Three Lakh) 0% Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each and 99790 (Ninety Nine Thousand Seven Hundred Ninety) 6% Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each.

specific recommendations to the Board on matters under its purview. Decisions and recommendations of the committees are placed before the Board for consideration and approval as required.

Composition of Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Non- Independent Director and Non-Executive Independent Directors including Women Director in accordance with the provision of Companies Act, 2013 and Regulation 17 of Listing Regulations. All the Directors have rich experience and specialised knowledge in sectors covering logistics, economics, law, finance, accountancy and other relevant areas.

As on March 31, 2021, your Board had six Directors comprising of Two Executive Directors including One Executive Chairman, three Independent Directors including one Women Independent Director and One Non-Executive Non-Independent Director.

INDUCTION, RETIREMENT, RESIGNATION AND REAPPOINTMENTS

1. Capt. Dinesh Gautama Whole-Time Director & CEO (DIN: 02384688), resigned as a member of the Board and Key Managerial Position of the company w.e.f. August 07, 2020 to devote more time to his other commitments. The disclosure in this regard is available at: <https://www.navkarcs.com/b/download/Resignation-of-Director.pdf>

- Mr. Jayesh N. Mehta (DIN: 00510313) was appointed as Non- Executive Non-Independent Director w.e.f. September 02, 2020, further his appointment as director of the company regularized and approved in last Annual General Meeting. The disclosure in this regard is available at: <https://www.navkarcs.com/b/download/Unaudited-Financial-Results-30.06.2020.pdf>
- Mr. Shantilal Jayavantraj Mehta (DIN 00134162) was reappointed as Chairman and Managing Director w.e.f. October 01, 2020, further his re-appointment approved in last Annual General Meeting. The disclosure in this regard is available at: <https://www.navkarcs.com/b/download/Unaudited-Financial-Results-30.06.2020.pdf>
- In accordance with the Articles of Association of the Company and provisions of Section 152 of the Companies Act, 2013, Mr. Jayesh Nemichand Mehta (DIN: 00510313) liable to retire by rotation at the ensuing AGM and, being eligible, seeks reappointment. Based on the performance evaluation and recommendation of the nomination and remuneration committee, the Board recommends his reappointment.

- Mr. Nemichand Jayavantraj Mehta (DIN: 01131811) will complete his present term as a Whole-Time Director on August 31, 2021. The Board of Directors at the meeting held on August 05, 2021 on the recommendation of Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Nemichand Jayavantraj Mehta as Whole-Time Director of the Company for a period of 03 Years with effect from September 01, 2021.
- Mr. Ashok Kumar Thakur (DIN: 07573726) will complete his first term as an Independent Director on January 24, 2022. The Board of Directors at the meeting held on August 05, 2021 on the recommendation of Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Ashok Kumar Thakur as an Independent Director of the Company for a period of 05 Years with effect from January 25, 2022.

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

Composition of Board of Directors

The Composition of the Board of Directors of the Company as on March 31, 2021 are as follows:

Sr. No.	Name of Director	DIN	Designation
1.	Mr. Shantilal Jayavantraj Mehta	00134162	Chairman and Managing Director
2.	Mr. Nemichand Jayavantraj Mehta	01131811	Whole-time Director
3.	Mr. Jayesh Nemichand Mehta	00510313	Non- Executive Non-Independent Director
4.	Mr. Ashok Kumar Thakur	07573726	Non-Executive Independent Director
5.	Mr. Sandeep Kumar Singh	02814440	Non-Executive Independent Director
6.	Ms. Pooja Hemant Goyal	07813296	Non-Executive Independent Director

Key Managerial Personnel

On the recommendation of Nomination and Remuneration Committee, Board of Directors of the Company has appointed Mr. Dinesh Mohanlal Jain as Chief Executive Officer of the Company w.e.f. October 28, 2020.

List of Key Managerial Personnel as on March 31, 2021 are as follows:

Sr. No.	Name of Key Managerial Personnel	PAN	Designation
1.	Mr. Dinesh Mohanlal Jain	ABMPJ0989J	Chief Executive Officer
2.	Mr. Anish Sewaram Maheshwari	AKEPM0964B	Chief Financial Officer
3.	Ms. Deepa Gehani	BTHPG0937P	Company Secretary & Compliance Officer

19. MEETINGS OF THE BOARD

During the period under review, 4 (Four) Board meetings were convened and duly held. In the wake of COVID-19 pandemic and to adhere to the lockdown and social distancing norms, the directors were given an option to participate in the meetings of the Board and Committees held after March 2020 through video conferencing/ other audio visual means. The meetings and agenda items taken up during the meetings complied with the Companies Act, 2013 and Listing Regulations read with various circulars issued by Ministry of Corporate Affairs (Hereinafter

referred to as "MCA") and Securities Exchange Board of India (Hereinafter referred to as "SEBI") due to COVID 19 pandemic.

MCA and SEBI have also given relaxation for maximum time gap between any two Board Meetings. During the year under review, the intervening time gap between two meetings were in accordance with the provisions of Companies Act, 2013 read with relevant Rules made thereunder, Secretarial Standard-I Issued by Institute of

Company Secretaries of India and provisions of Listing Regulations and relevant circulars/notifications issued by MCA and SEBI. The dates of Board meetings and details of attendance of each director has been disclosed in the Corporate Governance Report.

Board Committees

The Board Committees constitution is in acquiescence of provisions of the Companies Act, 2013, the relevant rules made thereunder, Listing Regulations and the Articles of Association of the Company. The Board has constituted the following Committees of the Board of Directors of the Company:

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

The details of all the above Committees along with their composition, terms of reference and meetings held during the year are provided in Report on Corporate Governance forming part of the Annual Report.

Recommendation of Audit Committee

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

Meeting of Independent Directors

Your Company has conducted one (1) separate meeting of Independent Directors consisting of Mr. Ashok Kumar Thakur, Mr. Sandeep Kumar Singh and Ms. Pooja Hemant Goyal as prescribed under Listing Regulations and Section 149 of Companies Act, 2013.

During the year under review, the Independent Directors of the Company met on September 02, 2020 without the presence of the Non-independent Directors and Members of the Senior Management of the Company.

At the said meeting, the Independent Directors of the Company inter alia reviewed the performance of the Non-independent Directors, the Board as a whole and reviewed the performance of the Chairman of the Company taking into account the views of the Executive and Non-executive Directors and assessed the quality, quantity and timeliness of flow of information between the Management and the Board for effective discharge of their duties.

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

DECLARATION BY INDEPENDENT DIRECTORS

In accordance with provisions of Section 149(7) and Schedule IV of the Companies Act, 2013, and Regulation

16 of the Listing Regulations all the Independent Directors have submitted the declaration of independence respectively, confirming that they meet the criteria of independence.

Board, in terms of Regulation 25 of Listing Regulations has examined the veracity of declarations submitted by respective directors. Further, none of the Directors are debarred from holding office as Director by virtue of any order of the SEBI or any other competent authority.

The Independent Directors have complied with the Code applicable for Independent Directors as stipulated under schedule IV of the Companies Act, 2013.

DECLARATION FROM DIRECTORS AND PRACTISING PROFESSIONAL

Based on the written representations pursuant to provisions of section 164 of the Companies Act, 2013, received from the Directors of the Company, none of the directors of the Company is disqualified to act as a Director as on March 31, 2021.

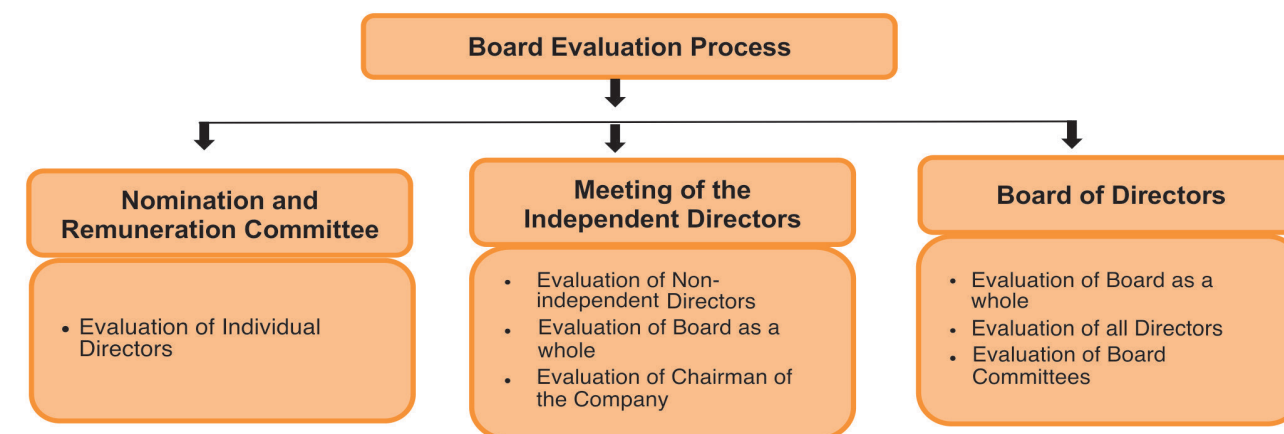
Mehta & Mehta, Practising Company Secretaries, also have certified that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by SEBI or MCA or any such statutory authority. The said certificate is attached in the Corporate Governance Report, which forms part of this Annual Report.

20. PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

Pursuant to the provisions of the Companies Act, 2013, Regulation 17 (10) and other applicable Listing Regulations and in consonance with Guidance Note on Board Evaluation issued by the SEBI, the Board on the recommendation of the Nomination and Remuneration Committee of the company carried out an annual performance evaluation of the Board as a whole and directors individually. The Board also carried evaluation of the working of its various Committees for the year under consideration.

The performance evaluation of the Directors was carried out by the entire Board, other than the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Nomination and Remuneration Committee carried out the performance evaluation of all the Directors of the Company. The Directors expressed their satisfaction over the evaluation process. The Evaluation process covers a structured questionnaire for evaluation by Board members and format has been designed after taking inputs received from the Directors and process of evaluation has been detailed below:



21. AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

Members of the Company at the Annual General Meeting held on September 27, 2019, approved the appointment of Uttam Abuwala Ghosh & Associates (FRN 111184W) Chartered Accountants, as the statutory auditors of the Company for a period of 5 years commencing from the conclusion of the 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company, in accordance with the provisions of the section 139 Companies Act, 2013.

The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013. Further, as required under the relevant provisions of Regulation 33 (d) of SEBI Listing Regulations the Statutory Auditors had also confirmed that they had subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the Peer Review Board of ICAI.

Statutory Auditors' Report

The Financial Statements of the Company have been prepared in accordance with applicable Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013. The Statutory Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimers. The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarification under section 134(3)(f) of the Act.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013, your Company had appointed Mehta & Mehta, Practising Company Secretaries, Mumbai, to conduct Secretarial Audit for the financial year 2020-21. The Company has provided all assistance and facilities to the Secretarial Auditor for conducting their audit in fair and transparent manner.

Secretarial Audit Report

The Secretarial Audit Report on the compliance of the applicable Acts, Laws, Rules, Regulations, Guidelines, Listing Agreement, Standards etc. as stipulated by the

provisions of Section 204 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as **Annexure-I**

The Secretarial Auditor's Report does not contain any qualifications, reservations, adverse remarks.

Annual Secretarial Compliance Report

The Company has undertaken an Secretarial Compliance Audit for the Financial Year 2020-21 for all applicable compliances as per SEBI Rules, Regulations, Circulars, Notifications, Guidelines etc. issued thereunder. The Annual Secretarial Compliance Audit Report duly issued by Practising Company Secretaries Mehta & Mehta has been submitted to the Stock Exchanges with in prescribed time.

REPORTING OF FRAUD BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the Audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

INTERNAL AUDITOR

The Company appointed K.V.M.R. & Company (FRN 016531C), Chartered Accountants, as Internal Auditors of the Company for the Financial Year 2020-21 as well as 2021-22. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

22. RELATED PARTY TRANSACTIONS

All transactions entered by the Company during the Financial Year 2020-21 with related parties were in compliance with the provisions of the Companies Act, 2013 and Listing Regulations. All related party transactions

entered into during the year under review were approved by the audit committee and the board, from time to time and the same are disclosed in the financial statements of your Company for the year under review. The Company had obtained prior approval of the Audit Committee for all the related party transactions during the Financial Year 2020-21 as envisaged in Regulation 23(2) of the Listing Regulations and Section 177 of the Companies Act, 2013.

Further, the Audit Committee had given prior omnibus approval under Regulation 23(3) of the Listing Regulations and provisions of section 177 of the Companies Act, 2013, for related party transactions that are foreseen and of repetitive in nature during the period under review and the required disclosures are made to the audit committee on quarterly basis.

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

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

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

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees. In line with this requirement, the Board has adopted the Nomination and Remuneration Policy, which is reproduced in **Annexure-III** forming part of this report.

Salient Features of this policy are as under:-

- The Philosophy for remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.
- Independent Directors and Non-Independent Non-Executive Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013 and approved by Board of Directors and Members. (for attending the meetings of the Board and committees of which they may be members).
- Overall remuneration should reflect the size of the company, complexity of the sector/industry/ company's operations and the company's capacity to pay the remuneration.

- The Nomination and Remuneration Committee will recommend to the Board the remuneration paid for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.

- The extent of overall remuneration to Managing Director / Executive Directors/ Key Managerial Personnel / rest of the employees should be sufficient to attract and retain talented and qualified individuals suitable for every role.

- The remuneration mix for the Managing Director / Executive Directors is as per the resolution approved by the shareholders.

The said policy of the Company has been hosted on the website of the Company at <https://www.navkarcfs.com/b/download/policies/nomination-&-remuneration-policy.pdf?v=1.3>

24. CORPORATE SOCIAL RESPONSIBILITY

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

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

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

25. WHISTLEBLOWER POLICY AND VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy and established the necessary Vigil Mechanism, which is in line with the Regulation 22 of the Listing Regulations and Section 177 of the Companies Act, 2013. Pursuant to the Policy, the Whistle Blower can raise concerns relating to Reportable Matters (as defined in the Policy) such as unethical behavior, breach of Code of Conduct Policy, actual or suspected fraud, any other malpractice, impropriety or wrongdoings, illegality, non-compliance of legal and regulatory requirements, retaliation against the Directors & Employees and instances of leakage of/suspected leakage of Unpublished Price Sensitive Information of the Company etc.

Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee, and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same. Further, no personnel have been denied access to the Audit Committee during the Financial Year under review.

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

There was no instance of such reporting received during the financial year ended March 31, 2021.

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

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as "Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace and an Internal Complaints Committee has also been set up to redress any such complaints received.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates.

The Company periodically conducts sessions for women employees across the organization to build awareness about the Policy and the provisions of Prevention of Sexual Harassment Act. During the Financial Year 2020-21, no case in the nature of sexual harassment was reported at any workplace of the Company.

27. CORPORATE GOVERNANCE

Company's Corporate Governance Practices are a reflection of value system encompassing culture, policies, and relationships with the stakeholders. Integrity and transparency are key to Corporate Governance Practices to ensure that Company gain and retain the trust of stakeholders at all times. It is about maximizing shareholder value legally, ethically and sustainably. The Board exercises its fiduciary responsibilities in the widest sense of the term.

The Report on Corporate Governance as stipulated under Regulation 34 of Listing Regulations, is provided together with a certificate from the auditors of the company regarding compliance of conditions of corporate governance as stipulated under listing regulations. A certificate of the Chief Executive Officer and Chief Financial Officer of the company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed. Also a declaration signed by

the Chief Executive Officer stating that members of the board and senior management personnel have affirmed the compliance vide Code of Conduct of the board and senior management is attached to the report on corporate governance.

28. BUSINESS RESPONSIBILITY REPORT

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

29. COMPLIANCE WITH SECRETARIAL STANDARD

The Company complies with all applicable mandatory secretarial standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively issued by the Institute of Company Secretaries of India.

30. ANNUAL RETURN

In accordance with provisions of Section 134 of the Companies Act, 2013 read with applicable rules made thereunder, the Annual Return in the prescribed format is available on the website of the Company at the link: <https://www.navkarcfs.com/b/download/Annual-Return-2021.pdf>

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

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

32. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Board of Directors of the Company adopted the Code of Conduct for the Directors and Senior Management Personnel of the Company in compliance with Regulation 17(5) of the Listing Regulations. For Financial Year 2020-21, all Board members and Senior Management personnel of the Company have affirmed the compliance with the code as applicable to them and a declaration to this effect signed by the Chief Executive Officer and forms part of the Corporate Governance Report. The Company's Code of Conduct for Directors and Senior Management is hosted on the website of the Company at <https://www.navkarcfs.com/b/download/policies/code-of-conduct.pdf>

33. PARTICULARS OF EMPLOYEES

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

34. ACCESS TO FINANCIAL STATEMENTS

In accordance with Section 136 of the Companies Act, 2013, the Ministry of Corporate Affairs circular no. 20/2020 dated 5th May, 2020 read with circular no. 02/2021 dated 13th January, 2021 and the continuing Covid-19 pandemic, the Audited Financial Statements of Company and all relevant documents are uploaded on the website of the Company i.e. www.navkarcs.com

35. DIRECTOR RESPONSIBILITY STATEMENT:

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

- I. Followed the applicable accounting standards in preparation of Annual Financial Statements for the financial year 2020-21.
- II. Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the Company for the Financial Year 2020-21 ended on that date.
- III. Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, if any.
- IV. Prepared the annual accounts on a going concern basis.
- V. Laid down proper internal financial controls to be followed by the Company and that such financial control are adequate and are operating effectively and
- VI. Devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

36. GENERAL

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

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
3. Disclosure with respect to voting rights not exercised directly by the employees in respect of shares to which the ESOP Scheme relates.
4. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

5. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.
6. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

37. CAUTIONARY NOTE

The statement in the Directors Report and the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

38. ACKNOWLEDGMENT

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment, in particular during this unprecedented year. The Directors place on record their special gratitude towards the front line employees who were working in our CFSs/ICD and in the market to ensure timely delivery of services to the clients.

Your Directors would also like to place on record the sincere appreciation for the assistance and guidance provided by the MCA, SEBI, BSE Limited, the National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services (India) Limited and the Credit Rating Agencies, Government and other regulatory Authorities, other statutory bodies, Company's bankers, Members for the assistance, cooperation and encouragement and continued support extended to the Company.

Your Directors also gratefully acknowledge all stakeholders of the Company viz. customers, dealers, vendors, and other business partners for the excellent support received from them during the year.

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

Shantilal Jayavantraj Mehta
Chairman and Managing Director
 DIN: 00134162

Place: Navi Mumbai
 Date: August 05, 2021

Annexure-I

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2021.

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

To,
 The Members,
Navkar Corporation Limited
 205-206 J K Chambers, Sector 17,
 Vashi, Navi Mumbai - 400705

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

Based on our verification of the Company's books, papers, minutes 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 on March 31, 2021, 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 here in after:

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 March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, ~~Overseas Direct Investment and External Commercial Borrowings;~~
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(during the period under review not applicable to the company);

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(during the period under review not applicable to the company);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(during the period under review not applicable to the Company);
- (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 (during the period under review not applicable to the Company);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (during the period under review not applicable to the Company);and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the period under review not applicable to the Company);

- (vi) Customs Act, 1962
- (vii) Warehousing (Development and Regulation) Rules, 2010;
- (viii) Central Motor Vehicles Act, 1988 and Central Motor Vehicles Rules, 1989.

We have examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of Act, Rules, Regulations, Guidelines etc. mentioned above

We further report that:

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

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

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

We further report that during the audit period the Company had no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

Atul Mehta
Partner
UDIN: F005782C000742265
Place: Mumbai
Date: August 05, 2021

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure A

To,
The Members,
Navkar Corporation Limited
205-206 J K Chambers, Sector 17,
Vashi, Navi Mumbai - 400705

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

- 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.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that

correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in points vi to viii of our Secretarial Audit Report in Form No. MR-3 the adherence and compliance to the requirements of the regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 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 Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

Atul Mehta
Partner
UDIN: F005782C000742265
Place: Mumbai
Date: August 05, 2021

Annexure-II

Form No. AOC-2

As on the Financial Year ended March 31, 2021

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

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

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

S. No.	Particulars	Details
1.	Name(s) of the related party and nature of relationship	NIL
2.	Nature of contracts/arrangements/transactions	
3.	Duration of the contracts / arrangements / transactions	
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions	
6.	Date(s) of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Sidhartha Corporation Private Limited (Enterprise in which key management personnel or their relative have significant influence)	Sale of Service	One year	At market price	12.02.2020	NIL
2.	Sidhartha Corporation Private Limited (Enterprise in which key management personnel or their relative have significant influence)	Rent Received	3 Years	At market price	12.02.2020	NIL
3.	Sidhartha Corporation Private Limited (Enterprise in which key management personnel or their relative have significant influence)	Purchase of Assets	One year	At market price	03.02.2021	NIL
4.	Mr. Shantilal Jayavantraj Mehta (Chairman and Managing Director)	Rent paid	One year	At market price	12.02.2020	NIL

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

Shantilal Jayavantraj Mehta
Chairman and Managing Director
DIN: 00134162

Place: Navi Mumbai
Date: August 05, 2021

Annexure III

NOMINATION AND REMUNERATION POLICY

PURPOSE:

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

ACCOUNTABILITIES:

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

DEFINITIONS:

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

H. "Listing Regulations" means SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

OBJECTIVE:

The Key Objectives are:

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

INTERPRETATION:

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

APPLICABILITY OF THE POLICY:

This Policy is applicable to:

- Directors
- Key Managerial Personnel
- Senior Management.

NOMINATION AND REMUNERATION COMMITTEE:

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

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

APPOINTMENT OF DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:

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

- Ethical standards of integrity and probity, maturity and balance of mind to perform the designated role, ability to bring exercise of independent judgment and judicious thinking, qualification, expertise as strategist, eminence in his field of expertise.
- Possessing appropriate skills, experience and knowledge in one or more fields of Business including International Business, Strategy and Expansion, finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to preferably the company's business.
- Non-disqualified under the applicable provisions of Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force, as the case may be;
- Ensure that the proposed Director consents to act as Director and can devote his time and energies towards the overall development and betterment of the Company's business.
- Ensure that the proposed Director discloses his interest and Company's shareholding, if any and Interest held in other companies, firm and body corporate and the Committee confirm that such interest will not affect in discharging his duties towards the Company in pursuance of the said appointment.
- Ensure that the candidature of the Director will be in line with and promote the objectives enshrined in Company's policy on Board Diversity.

Additional Criteria for Appointment of Independent Directors:

The Committee will consider whether the Director meets the criteria of Independence as well as other attributes as mentioned under the provisions of Section 149 of the Companies Act, 2013 read with applicable rules and Schedule IV made thereunder and Listing Regulations, including any amendments made thereof from time to time.

Nomination Criteria for KMPs / Senior Management personnel:

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

and experience possessed by a person is sufficient / satisfactory for the concerned position.

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

Additional Responsibility of the Board: It is further to be noticed that it is the responsibility of the Board to obtain other relevant and applicable approvals and procedures as laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force and applicable as the case may be.

Term / Tenure, Continuity and Renewal:

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

REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:

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

- The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- Managing Director / Whole-time Director also entitle to remuneration for services rendered by them in other capacity if,
 - the services rendered are of a professional nature; and

(ii) in the opinion of the Nomination and Remuneration Committee, said director possesses the requisite qualification for the practice of the profession.

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

2) Remuneration to Non- Executive / Independent / Non-Independent Directors:

a) The Non-Executive / Independent / Non-Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent / Non-Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- The Services are rendered by such Director in his capacity as the professional; and
- In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

MATTERS PERTAINING TO EVALUATION:

The Company conducts its operations under the overall direction of the Board of Directors within the framework laid down by various statutes, more particularly by the

Companies Act, 2013; the Articles of Association, listing agreement with stock exchanges, internal code of conduct and policies formulated by the Company for its internal execution. Therefore it is necessary for the company to carry out the evaluation of all the directors on an annual basis. As regards the evaluation process; Companies Act, 2013 and Listing Regulations contain broad provisions on Board Evaluation i.e. evaluation of the performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board. The provisions also specify responsibilities of various persons / committees for conduct of such evaluation and certain disclosure requirements as a part of the listed entity's corporate governance obligations.

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

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

Disclosure requirements:

a. A statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors shall be included in the report by Board of Directors placed in the general meeting.

b. The performance evaluation criteria for independent directors shall be disclosed in the section on the corporate governance of the annual report.

Subject of Evaluation

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

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

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

REVIEW AND AMENDMENT:

- The NRC or the Board may review the Policy as and when it deems necessary;
- The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary;
- This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

DESSIMINATION:

The details of the Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Boards Report therein and NRC Policy shall also be placed at the website of the Company i.e. www.navkarcfs.com.

Annexure-IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

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

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Navkar Corporation Limited believes that as a responsible corporate citizen, it has a duty towards the society, environment, and the Country where it operates. The Company's sense of responsibility (which goes beyond just complying with operational and business statutes) towards the community and environment, both ecological and social, in which it operates is known as corporate social responsibility. The Company recognises that by contributing towards the same, it is not doing any philanthropy but is in fact the very basis of doing sustainable profitable business. In view of the above the Company has formulated its Corporate Social Responsibility Policy ("CSR Policy") with objective to integrate the business processes with social processes and to guide the Company and its people to empathise with social activities also. The Company believes that CSR Policy is the Company's faith in socially inclusive and sustainable business as the way of doing business. Company's focus areas of CSR activities are enhancing environmental and natural capital; supporting rural development; promoting education including skill development providing preventive healthcare, providing sanitation and drinking water, creating livelihoods for people, especially those from disadvantaged sections of society, Eradicating hunger, poverty, malnutrition, in rural and urban India and preserving and promoting sports and to contribute or provide funds to such organization / trust / society which undertakes the activities in the field of environmental sustainability, protection of flora and fauna and animal welfare.

CSR POLICY

A detailed CSR Policy was framed by the Company with the approvals of the CSR Committee and the Board of Directors. The Policy, inter alia, covers the following key highlights:

- Policy Objective & Philosophy
- Focus areas, Budget, Treatment of Surplus
- Implementation
- Responsibility of Board of Directors
- Monitoring and Reporting
- Disclosures

CSR policy gives an overview of the projects or programmes which are undertaken by the Company from time to time.

2. COMPOSITION OF CSR COMMITTEE

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

Sr. 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. Pooja Hemant Goyal	Non-Executive Independent Director Chairperson of CSR committee	2	2
2	Mr. Shantilal Jayavantraj Mehta	Chairman & Managing Director Member of CSR committee	2	1
3	Mr. Nemichand Jayavantraj Mehta	Whole-Time Director Member of CSR committee	2	2

3.	Web Links: Composition Of CSR Committee, CSR Policy CSR Projects Approved By The Board	https://www.navkarcfs.com/b/download/composition-of-committees.pdf?v=1.3 https://www.navkarcfs.com/b/download/policies/CSR-Policy.pdf https://www.navkarcfs.com/b/investor-relations.php
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.	In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR Projects is not applicable to the Company.

5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	Nil
6.	Average Net Profit of the company as per section 135(5) of:	₹ 91,76,16,086/- (Indian Rupees: Ninety One Crore Seventy Six Lakhs Sixteen Thousand Eighty Six Only)
7.	a. Two percent of average net profit of the company as per section 135(5)	₹ 1,83,52,322/- (Indian Rupees: One Crore Eighty Three Lakhs Fifty Two Thousand Three Hundred Twenty Two Only)
	b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
	c. Amount required to be set off for the financial year, if any	Nil
	d. Total CSR obligation for the financial year (7a+7b-7c).	₹ 1,83,52,322/- (Indian Rupees: One Crore Eighty Three Lakhs Fifty Two Thousand Three Hundred Twenty Two Only)

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer.
1,83,80,000/-	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District				Name	CSR Registration number
-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project	Amount spent for the project (in Rs.)	Mode of implementation on - Direct (Yes/No)	Mode of implementation - Through implementing agency		
				State	District		Name		
							CSR Registration Number		
1.	Animal Welfare	Covered under Schedule VII items (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.	No	Rajasthan	Pali	1,83,80,000/-	Through Implementation Agency	Navkar Charitable Trust	CSR00006749
	Total					1,83,80,000/-			

(d)	Amount spent in Administrative Overheads	Nil
(e)	Amount spent on Impact Assessment, if applicable	Not Applicable
(f)	Total amount spent for the Financial Year (8b+8c+8d+8e)	1,83,80,000/-
(g)	Excess amount for set off, if any	Not Applicable

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	1,83,52,322/-
(ii)	Total amount spent for the Financial Year	1,83,80,000/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	27,678/-
(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 years [(iii)-(iv)]	27,678/-

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in Succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of Transfer	
-	-	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in The reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

(a) Date of creation or acquisition of the capital asset(s).	Not Applicable
(b) Amount of CSR spent for creation or acquisition of capital asset.	
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not Applicable, since the Company has spent 2% more than of average net profits of previous three financial years as stated in Section 135 of the Companies Act, 2013 and rules framed thereunder on CSR activities which fall within the purview of Schedule VII of the Companies Act, 2013.

For and on behalf of the Board of Directors
NAVKAR CORPORATION LIMITED

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

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

Date: August 05, 2021
 Place: Navi Mumbai

Annexure-V

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

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

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

(A) CONSERVATION OF ENERGY

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

Your Company has adopted comprehensive approach to encourage energy efficiency across its operations with continued awareness among the employees. As a responsible organisation your company has established and implemented the required systems and processes to conserve energy aligned to its nature of the business. It has taken several initiatives by using the technology innovation, up-gradation with opportunities available with IT development in the Logistics sector. As an on-going process, we continue to undertake the following measures to conserve energy and environment:

- Shifting from road to rail transport wherever possible;
- Installation of highly efficient machineries which help in conservation of energy;
- Energy efficient warehousing, cold storage designs for natural lighting and ventilation;
- Reduction of usage of paper in the normal course of transaction in order to save paper and save environment;
- Installation of energy efficient LED lights at all the locations of CFS, ICD and office premises;
- Continuous monitoring of floor areas after normal working hours and switching off lights and Air-conditioning;
- The IT hardware's and Operation equipment's that is being used to run the Company meets all the Power safety norms for minimal electricity usage. This also includes workstations, equipment's and Rubber-Tyred Gantry Crane (RTG) etc.

The overall effect of the above measures has led to reduction of energy consumption.

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

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

(iii) The capital investment on energy conservation equipment:

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

(B) TECHNOLOGY ABSORPTION

Logistics is a massive market affective business sector and has been changing over the years. The flow of information, adoption of new technologies enabled the company tracing of consignments, Route Optimization, Paper less offices etc. Company is leveraging its technology enabled logistics network that connects every location of the country to ensure speed and reliability for the transportation of cargo. The Company also keeps track of the latest technologies that is transforming the industry and driving initiatives across all the verticals of the business.

(i) The Efforts Made Towards Technology Absorption and the Benefits Derived Like Product Improvement, Cost Reduction, Product Development or Import Substitution

Since business and technologies are changing constantly, investment in research and development activities is of paramount importance. Your Company is equipped with well advanced machineries and has also started Operation Management Automation Process. This technology will helped the company to increase efficiency and management of time.

During the year under review, your Company continued to work on advanced technologies, up-gradation of existing technology and capability development in the critical areas for current and future growth. The Company has adopted following technologies for business transformation:

- Operation Automation Solution: Implementation of Tracker Operation Automation Solution focused on integration of operational activities including 'Paperless Origination' along with business integration application. This module will enhance the efficiency and automate the operational system.
- HRMS Implementation: Implementation of HRMS solution to help facilitate a seamless end to end employee life cycle like Performance Management System, Talent Management, On Boarding and E-learning platform across all locations which also forms part of the new system.
- Real Time Location visibility of Vehicles/Container: A common fleet management platform enabling real time visibility of all the Vehicles/Container. It is integrated with GPS and RFID System for tracking of vehicles 24*7.

The Company is ISO 27001:2013 certified which brings confidence on its process adherence and information security processes. The efforts taken by the company towards technology development and absorption help smooth supply of services, efficient operations, maintain financial and operational controls.

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

The Company has not imported any technology during the past three financial years.

(iii) The expenditure incurred on Research and Development.

There was no expenditure incurred on Research and Development during the year under review.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

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

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

Shantilal Jayavantraj Mehta
Chairman and Managing Director
 DIN: 00134162

Date: August 05, 2021

Place: Navi Mumbai

Annexure: VI

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AS AMENDED, FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

- A. Information pursuant to section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**
- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2020-21, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director(s) and Company Secretary during the financial year 2020-21.**

Name of the Directors and Key Managerial Personnel	Remuneration of Director/ KMP for FY 2020-21 (In Lakhs)	% increase in remuneration in FY 2020-21	Ratio of remuneration of each Director to median remuneration of employees
Non-executive Independent Directors*			
Ms. Pooja Hemant Goyal	2.4	NA	0.67
Mr. Sandeep Kumar Singh	2.4	NA	0.67
Mr. Ashok Kumar Thakur	2.4	NA	0.67
Non-executive Non-Independent Directors**			
Mr. Jayesh Nemichand Mehta	0.45	NA	0.13
Executive directors			
Mr. Shantilal Jayavantraj Mehta	80	-	22.49
Mr. Nemichand Jayavantraj Mehta	80	-	22.49
Capt. Dinesh Gautama***	30.04	-	8.44
Key Managerial Personnel other than Executive Directors			
Mr. Dinesh Mohanlal Jain (CEO)****	23.04	NA	6.48
Mr. Anish Maheshwari (CFO)	48	6.66	13.50
Ms. Deepa Gehani (CS)	14	16.67	3.94

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

** Mr. Jayesh Nemichand Mehta was appointed as Non-executive Non-Independent Director (DIN: 00510313) on the Board of the Company w.e.f. September 02, 2020. He has been paid remuneration only by way of sitting fees for attending Board Meetings. Hence percentage increase is not provided for him.

*** Capt. Dinesh Gautama Whole-Time Director & CEO (DIN: 02384688), resigned as a member of the Board and Key Managerial Position of the company w.e.f. August 07, 2020.

**** Mr. Dinesh Mohanlal Jain was appointed as Chief Executive Officer of the Company w.e.f. October 28, 2020.

- ii. The percentage increase in the median remuneration of the employees in the financial year:** The percentage increase in the median remuneration of employees in FY 2020-21 is 10%
- iii. The number of permanent employees on the roll of the Company:** There were 516 employees on the rolls of the Company as on March 31, 2021.
- iv. Average percentage increase already made in the salaries of employees other than the managerial personnel in FY 2020-21 and its comparison with the percentage increase in the managerial remuneration and justification thereof:** During the financial year 2020-21, the average annual increase in salaries of employees other than the managerial personnel was 10% during the financial year 2020-21, the average annual increase in the managerial remuneration was 9.73% there are no exceptional circumstances for increase in the managerial remuneration during the financial year 2020-21.

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

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

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

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

Shantilal Jayavantraj Mehta
 Chairman and Managing Director
 DIN: 00134162

Place: Navi Mumbai
 Date: August 05, 2021

CORPORATE GOVERNANCE REPORT

1. PHILOSOPHY ON CORPORATE GOVERNANCE:

The year under review saw challenging times for the Company as well as for the world at large due to COVID-19 pandemic. The situation continues to be exceptional and dynamic. The regulators including Ministry of Corporate Affairs (MCA) and the Securities Exchange Board of India (SEBI) promptly announced many relaxations with respect to the compliance requirements for India to facilitate companies to conduct smooth operations and cope with the challenging times. The Company appreciates and acknowledges the relaxations and dispensations granted by the MCA and SEBI, inter alia, for conduct of Annual General Meeting through electronic mode and dispatch of Annual Report electronically to shareholders who have registered their email addresses.

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

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






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

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

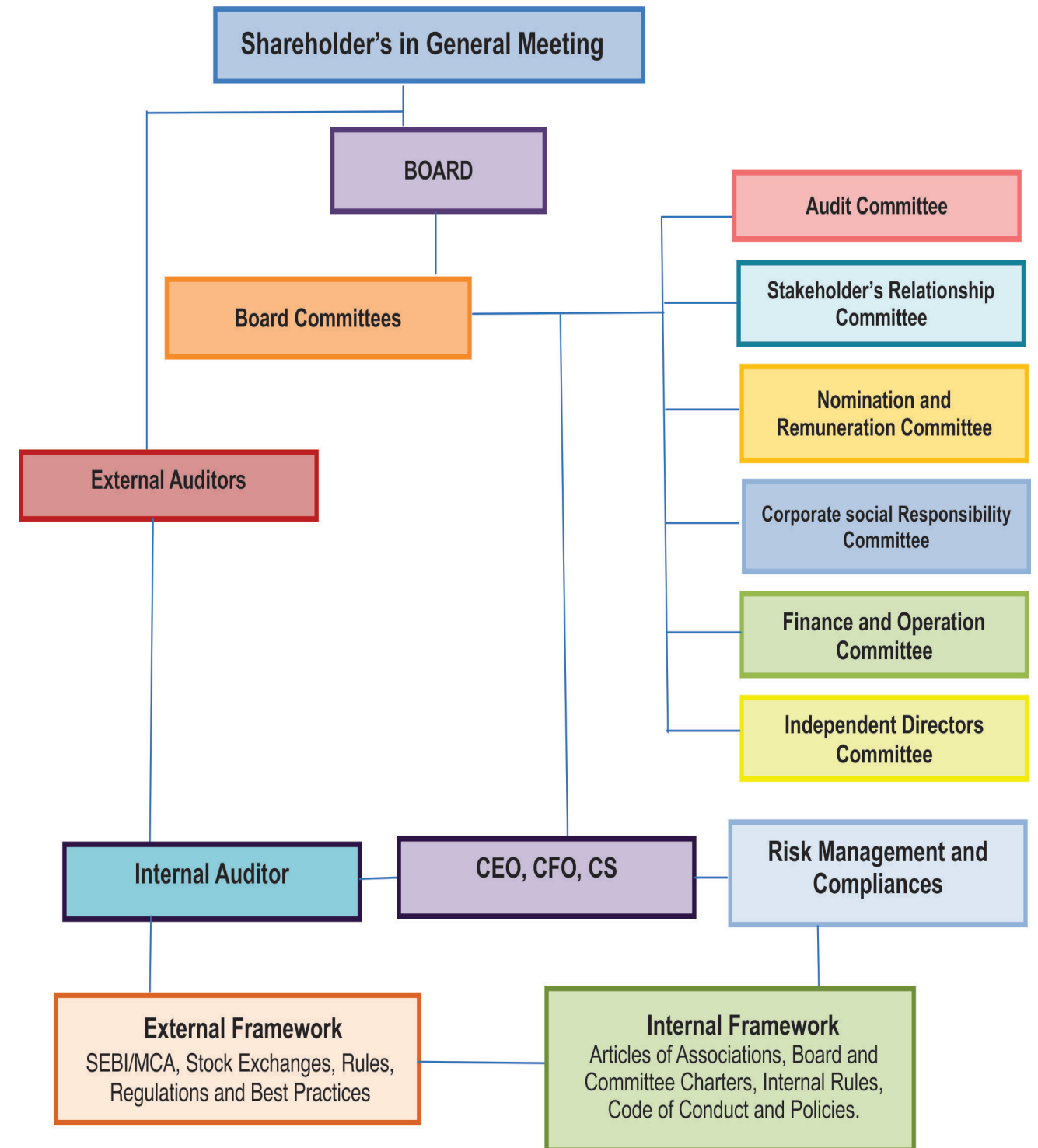
The Board of Directors are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance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

Your Company has aligned its corporate governance practice in a manner so as to achieve the principles as envisaged in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations"). The Company's Governance framework is based on the following principles:



①		Timely disclosure of material operational and financial information to the stakeholders
②		Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains
③		Proper business conduct by the Board, Senior Management and Employees
④		Systems and processes in place for internal control.
⑤		Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties

Company has multi-layer Corporate Governance Structure wherein the Board is provided with strategic inputs and operational updates by the Board Committees which is further supported by Internal, External Auditors and other regulatory approvals on operational and other key matters.



2. BOARD OF DIRECTORS ("THE BOARD"):

A. BOARD:

The Board of your Company has an optimum combination of Executive and Non-Executive Directors in compliance with the requirements of SEBI Listing Regulations, and the Companies Act, 2013 as amended from time to time. As on March 31, 2021, your Board comprise of six Directors comprising of Two Executive Directors including One Executive Chairman, three Independent Directors including One Women Independent Director and One Non-Executive Non-Independent Director. Your Company believes that the Independent Directors bring with them the rich experience, knowledge and practices followed in other companies resulting in imbibing the best practices followed in the industry.

The day to day management of affairs of your Company is managed by the Managing Director, Whole-Time Directors, Senior Management and functional heads, who function under overall supervision and guidance of Board. Board plays the primary role as the trustees to safeguard and enhance stakeholders' value through their effective decisions and supervision.

None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5

Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the SEBI Listing Regulations) across all the public companies in which he/she is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies.

None of the Directors hold office in more than 10 public limited companies as prescribed under Section 165(1) of the Act. No Director holds directorships in more than 7 listed companies. None of the Non-Executive Director is an Independent Director in more than 7 listed companies as required under the SEBI Listing Regulations. Further, the Managing Director, Whole-Time Director & CEO do not serve as Independent Directors in any listed company.

All Directors are also in compliance with the limit on Independent Directorships of Listed Companies as prescribed under regulation 17A of the Listing Regulations.

The Composition of Board is in conformity with SEBI Listing Regulations and applicable provisions of Companies Act, 2013.

B. The details of attendance of Directors at Board Meetings during the financial year 2020-21 and at the Annual General Meeting (AGM) of the Company are as reproduced below:

Sr. No.	Name of Director	DIN	Category	No. of Board Meeting Attended	Attendance at last AGM
1	Mr. Shantilal Jayavantraj Mehta	00134162	Chairman & Managing Director (Promoter)	4	Yes
2	Mr. Nemichand Jayavantraj Mehta	01131811	Whole-Time Director (Promoter)	4	Yes
3	Capt. Dinesh Gautama*	02384688	Whole-Time Director & Chief Executive Officer	1	NA
4	Mr. Jayesh Nemichand Mehta**	00510313	Non- Executive Non-Independent Director (Promoter Group)	1	Yes
5	Ms. Pooja Hemant Goyal	07813296	Non - Executive, Independent Woman Director	4	Yes
6	Mr. Ashok Kumar Thakur	07573726	Non - Executive, Independent Director	4	Yes
7	Mr. Sandeep Kumar Singh	02814440	Non - Executive, Independent Director	4	Yes

* Capt. Dinesh Gautama has resigned from the post of Directorship and Chief Executive Officer of the Company with effect from August 07, 2020.

** Mr. Jayesh Nemichand Mehta was appointed as Non-Executive Non-Independent Director on the Board of the Company with effect from September 02, 2020.

The Twelfth (12th) Annual General Meeting ('E-AGM') of the Company for the Financial Year 2019-20 was held on September 28, 2020 through video conferencing ('VC') / other audio visual means ('OAVM') in accordance with the relevant circulars issued by MCA and the SEBI. All the Directors of the Company were present at the 12th AGM.

C. Number of other board of directors or committees in which a Directors is a member or Chairperson as on March 31, 2021:

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

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

D. Names of other listed entities where the Director of the Company is a director and the category of directorship(s) as on March 31, 2021:

Sr. No.	Name of Director	Name of Listed entity(ies) in which he/she is a director	Category of Director
1.	Mr. Shantilal Jayavantraj Mehta	Nil	NA
2.	Mr. Nemichand Jayavantraj Mehta	Nil	NA
3.	Mr. Jayesh Nemichand Mehta	Nil	NA
4.	Mr. Ashok Kumar Thakur	H.G. Infra Engineering Limited Choice International Limited	Non - Executive, Independent Director
5.	Ms. Pooja Hemant Goyal	H.G. Infra Engineering Limited	Non - Executive, Independent Director
6.	Mr. Sandeep Kumar Singh	Solid Containers Limited Choice International Limited	Non - Executive, Independent Director

Confirmation and Certification

On Quarterly and Annual basis, the Company obtains from each Director, details of the Board and Board Committee positions he / she occupies in other Companies, and changes if any regarding their Directorships. The Company has obtained a certificate from Mehta & Mehta, Practicing Company Secretaries, under Regulation 34(3) and Schedule V Para C Clause (10) (i) of SEBI Listing Regulations confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI and MCA or any such authority and the same forms part of this Report.

Note:

For updates on the composition, terms and conditions of appointment of the Directors of the Company, please refer to the link <https://www.navkarcs.com/b/download/directors-terms-and-conditions-of-appointment.pdf?v=1.2> on the website of the Company i.e www.navkarcs.com.

E. Disclosure of Relationships between Directors Inter-se:

- Mr. Shantilal Jayavantraj Mehta Chairman & Managing Director and Mr. Nemichand Jayavantraj Mehta, Whole-Time Director are relatives.
- Mr. Nemichand Jayavantraj Mehta, Whole-Time Director and Mr. Jayesh Nemichand Mehta Non- Executive and Non- Independent Director are relatives.
- Mr. Ashok Kumar Thakur is a Non-Executive Independent Director and he is not related to any of the other Members of the Board of Directors.
- Ms. Pooja Hemant Goyal is a Non-Executive Independent Director and she is not related to any of the other Members of the Board of Directors.

- Mr. Sandeep Kumar Singh is a Non-Executive Independent Director and he is not related to any of the other Members of the Board of Directors.

F. Number of shares and convertible instruments held by Directors;

Sr. No.	Name of the Director	No. of Shares held	No. of convertible instruments held
1.	Mr. Shantilal Jayavantraj Mehta	4,50,75,000	NA
2.	Mr. Nemichand Jayavantraj Mehta	2,89,00,000	NA
3.	Mr. Jayesh Nemichand Mehta	30,000	NA
4.	Mr. Ashok Kumar Thakur	Nil	NA
5.	Ms. Pooja Hemant Goyal	Nil	NA
6.	Mr. Sandeep Kumar Singh	Nil	NA

G. Skills/expertise/competencies of the Board of Directors:

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise, special skills. The Board of Directors have, based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills/expertise/competencies as required in the context of the businesses and sectors of the Company for its effective functioning and the same is mapped against each of the Directors: The details of same are detailed as under:

S.No.	Board Parameters	Name of Directors					
		SJM	NJM	JNM	AKT	PG	SS
1.	Experience of laws, rules, regulation policies applicable to the organisation/ industry/ sector and level/ status of compliances thereof by the organisation	✓	✓	✓	✓	✓	✓
2.	Experience of the best corporate governance practices, relevant governance codes,	✓	✓	✓	✓	✓	✓
3.	Experience of business ethics, ethical policies, codes and practices of the organisation	✓	✓	✓	✓	✓	✓
4.	Understanding of the structures and systems which enable the organisation to effectively identify, assess and manage risks and crises	✓	✓	✓	✓	✓	✓
5.	Experience in overseeing large and complex Supply Chain	✓	✓	✓	--	--	--
6.	Leadership experience of running large enterprise	✓	✓	✓	✓	--	✓
7.	Finance and Accounting Experience	✓	✓	✓	✓	✓	--

SJM: Shantilal J Mehta, NJM: Nemichand J Mehta, JNM: Jayesh N. Mehta, AKT: Ashok K. Thakur, PG: Pooja H. Goyal, SS: Sandeep Singh.

H. Board Procedure:

Regular meetings of Board of Directors are convened and held to review the performance and to deliberate and decide on various business matters. The Company Secretary tracks and monitors the Board and Committee proceedings to ensure that the terms of reference/ charters are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked. The terms of reference/charters are amended and updated from time to time in order to keep the functions and role of the Board and Committees at par with the changing statutes. Meeting effectiveness is ensured through clear agenda, circulation of material in advance and as per statutory timelines, detailed presentations at the Meetings and tracking of action taken reports at every Meeting. The Board plays a critical role in the strategy development of the Company. To enable the Board to discharge its responsibilities effectively and take informed decisions, the Managing Director, CEO and CFO apprise

the Board on the overall performance of the Company every quarter.

The Board periodically reviews the strategy, annual business plan, business performance of the Company, technology, capital expenditure budgets and risk management, such other matters. Amongst other things, the Board also reviews the compliance reports of the laws applicable to the Company, internal financial controls and financial reporting systems, minutes of the Board Meetings, adoption of quarterly/half-yearly/annual results, transactions pertaining to purchase/disposal of property, minutes of the Meetings of the Audit and other Committees of the Board. In addition to the information required under Regulation 17(7) read with Part-A of Schedule II of the SEBI Listing Regulations which is required to be placed before the Board, the Directors are also kept informed of major events.

Agenda process:

The agenda items along with notes and information thereto (except for the price sensitive information, which is placed at the meeting) as provided in Secretarial Standard (SS-1) on "Meeting of the Board of Directors" read with SEBI Listing Regulations and Companies Act, 2013 were circulated to all Board Members well in advance before the Board Meetings. Additional agenda in the form of "Other Business" were included with the permission of the Chairman and with the consent of the majority of the Independent Directors present at the meeting.

Proceedings & Attendance:

Apart from the Board members, the CEO, CFO and Company Secretary also attend all the Board & Committee Meetings excluding Independent Directors Meeting. Other senior management executives of the Company are also invited to meetings to provide inputs for the items being discussed by the Board. The Chairman of various Board Committees brief the Board on all the important matters discussed and decided at their respective committee meetings, which are generally held prior to the Board Meeting. The Directors and Committee Members committed to devote sufficient time available to discharge their duties as Directors or Committee members. As a policy, every Director and Committee members are expected to attend all the meetings held in a calendar year, but in any case, to attend at least 50% of meetings each of Board and Committee meetings held in a calendar year.

During the period under review, 4 (Four) Board meetings were convened and duly held on June 29, 2020, September 02, 2020, October 28, 2020, and February 03, 2021. In the wake of COVID-19 pandemic and to adhere to the lockdown and social distancing norms, the directors were given an option to participate in the meetings of the Board and Committees held after March 2020 through video conferencing/ other audio visual means. The meetings and agenda items taken up during the meetings complied with the Companies Act, 2013 and SEBI Listing Regulations read with various circulars issued by MCA and SEBI due to COVID 19 pandemic.

MCA and SEBI have also given relaxation for maximum time gap between two Board Meetings. During the year under review, the intervening time gap between two meetings were in accordance with the provisions of Companies Act, 2013 read with relevant Rules made thereunder, Secretarial Standard-I Issued by Institute of Company Secretaries of India and provisions of Listing Regulations and relevant circulars/notifications issued by MCA and SEBI.

INDEPENDENT DIRECTORS

The Company currently has 3 Non-Executive Independent Directors (including 1 Women Director) which comprise 50% of the total strength of the Board of Directors. During the year under review, none of the Independent Director(s) of the Company has resigned.

Independence of Directors

The Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section

149 of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the management.

Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ("IICA").

Meeting of Independent Directors

During the year under review, one (1) meeting of the Independent Directors of the Company was held on September 02, 2020 as required under Schedule IV of the Companies Act, 2013 (Code of Independent Directors) and Regulation 25(3) of the SEBI Listing Regulations. At their Meeting, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole including the Chairman of the Board after taking the views of Executive Directors and Non-Executive Director and also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Meeting was attended by all the Independent Directors as on that date and Ms. Pooja H. Goyal chaired the said Meeting.

Terms and Conditions of appointment of Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Formal letters of appointment are issued to the Independent Directors after their appointment by the Members. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of their appointment have been disclosed on the website of the Company at <http://www.navkarcofs.com/b/download/directors-terms-and-conditions-of-appointment.pdf?v=1.2>

Induction and Familiarisation Programme for Directors

The Company has arranged familiarisation programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the Company, its operations, strategies, business, functions, policies, industry and environment in which it functions and the regulatory environment applicable to it and operations. These include orientation programme upon induction of new Directors as well as other initiatives to update the Directors on a continuous basis. An induction kit is provided to new Directors which includes the Annual Report, overview of the Company, charters of the Committees, annual Board/Committee Meeting calendar, Code of Conduct for Non-Executive Directors including Independent Directors, Company's

Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc. Meetings with Business/Functional Heads are organised to provide a brief on the businesses/functions.

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company imparted familiarisation programmes for its Directors including review of industry outlook, regulatory updates at the Board and Audit Committee Meetings, Information Technology, Tax. Besides the above, presentation on Internal Financial Controls and Risk Management, update on initiatives undertaken by the Company towards the Employees during Covid-19, HR Strategy and Succession planning, etc. are made at the respective Committee Meetings where some of the Independent Directors are also Members. The Directors are also regularly updated by sharing various useful reading material/newsletters relating to the Company's performance, operations, business highlights, developments in the industry etc.

The details of the familiarization programmes for Directors are available on the Company's website, viz. <http://www.navkarcs.com/b/download/familiarisation-programmes-for-independentdirectors.pdf?v=1.4>

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board. The Board has established the following statutory and non-statutory Committees:

1. AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee which has been formed in pursuance of the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

As on March 31, 2021 audit committee comprised three (3) Directors as its members, all of them being financially literate and of which two (2) are Independent Directors. The Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.

Composition, Name of Members and Designation

Sr. No.	Name	Category	Designation
1.	Mr. Ashok Kumar Thakur	Non - Executive, Independent Director	Chairman
2.	Ms. Pooja Hemant Goyal	Non - Executive, Independent Director	Member
3.	Mr. Nemichand Jayavantraj Mehta	Whole-Time Director	Member

The committee met four (4) times during the year under review on June 29, 2020, September 02, 2020, October 28, 2020 and February 03, 2021.

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Ashok Kumar Thakur	4	4
2	Mrs. Pooja Hemant Goyal	4	4
3	Mr. Nemichand Jayavantraj Mehta	4	4

The Chairman of the Audit Committee was present in last Annual General Meeting to answer the queries to the shareholders. Ms. Deepa Gehani Company Secretary & Compliance officer of the Company acts as the Secretary to the Audit Committee for all the four meetings. The Statutory Auditor, Internal Auditor, Chief Financial officer and Chief Executive officer and other Senior Management were invited with the permission of Charmain of the committee to attend the Audit Committee Meetings to point out any observations they may have with regards to finance, accounting, operations and other allied matters. The Internal Auditor reports directly to the Audit Committee.

The Board of Directors has formed and approved a charter for the Audit Committee setting out the roles, responsibilities and functioning of the Committee. In addition to adherence to the provisions of the Companies Act, 2013 and SEBI Listing Regulations and all other applicable regulatory requirements, the terms of reference of the Audit Committee is broadly covered by its charter.

A. Its functioning inter alia broadly includes the following:

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

Appointment/Re-appointment of Directors

As required under Regulation 26(4) and Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, particulars of Directors seeking appointment/re-appointment at this AGM are given in the Notice of the AGM which forms part of this Annual Report.

3. BOARD COMMITTEES:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (22) consider and comment on rationale, cost -benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

B. The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor
- (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2. NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 SEBI Listing Regulations.

The purpose of the Nomination and Remuneration Committee is to assist the Board in ensuring that the Board and Committee retain an appropriate structure, size and balance of skills to support the strategic objectives and values of the Company. The Committee assists the Board in meeting its responsibilities regarding the determination, implementation and oversight of senior management remuneration arrangements to enable the recruitment, motivation and retention of senior management.

As on March 31, 2021, the Nomination and Remuneration Committee comprised three (3) Directors as its members, all of them being Non-executive Independent Directors.

Composition, Name of Members and Designation

Sr. No.	Name	Category	Designation
1	Ms. Pooja Hemant Goyal	Non - Executive, Independent Director	Chairperson
2	Mr. Ashok Kumar Thakur	Non - Executive, Independent Director	Member
3	Mr. Sandeep Kumar Singh	Non - Executive, Independent Director	Member

The committee met three (3) times during the year under review on June 29, 2020, September 02, 2020, and October 28, 2020.

Attendance of Members

Sr.No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Ashok Kumar Thakur	3	3
2	Mrs. Pooja Hemant Goyal	3	3
3	Mr. Sandeep Kumar Singh	3	3

The Chairman of the Nomination and Remuneration Committee was present in last Annual General Meeting to answer the queries to the shareholders.

The Board of Directors has formed and approved a charter for the Nomination and Remuneration Committee setting out the roles, responsibilities and functioning of the Committee. In addition to adherence to the provisions of the Companies Act, 2013 and SEBI Listing Regulations the terms of reference of Nomination and Remuneration Committee is covered by its Charter and its functioning broadly inter alia includes the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) Recommend to the board, all remuneration, in whatever form, payable to senior management.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations.

The object of establishing Stakeholders Relationship Committee is to assist the Board in understanding and addressing the needs of various stakeholders in a time bound manner. The Stakeholders Relationship Committee considers various aspect of interest of the shareholders and other stakeholders.

As on March 31, 2021, the Stakeholders Relationship Committee comprised three (3) Directors as its members out of which two (2) are Independent Directors.

Composition, Name of Members and Designation

Sr. No.	Name	Category	Designation
1	Mr. Ashok Kumar Thakur	Non - Executive, Independent Director	Chairman
2	Ms. Pooja Hemant Goyal	Non - Executive, Independent Director	Member
3	Mr. Shantilal Jayavantraj Mehta	Chairman and Managing Director	Member

The committee met four (4) times during the year under review on June 29, 2020, September 02, 2020, October 28, 2020 and February 03, 2021.

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Ashok Kumar Thakur	4	4
2	Ms. Pooja Hemant Goyal	4	4
3	Mr. Shantilal Jayavantraj Mehta	4	2

The Chairman of the Stakeholders Relationship committee was present in last Annual General Meeting to answer the queries to the shareholders.

The Board has approved Charter for Stakeholders Relationship committee setting out roles and responsibilities of the committee. Terms of reference of the Committee are in adherence to the Provisions as stipulated under Section 178 of the Companies Act 2013 and Regulation 20 read with Part D of the Schedule II of SEBI Listing Regulations.

Terms of reference are covered in charter, which inter alia broadly includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Ms. Deepa Gehani Company Secretary & Compliance officer of the Company acts as the Secretary to the Stakeholders Relationship committee for all the four meetings.

Complaints Received During The Financial Year 2020-21

Complaints Pending as on April 01 st , 2020	Complaints Received during the Year	Complaints Dissolved during the	Complaints Unresolved as on March 31 st , 2021
Nil	Nil	Nil	Nil

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013.

This Committee of the Board is constituted to actively initiate projects and/ or participate in projects to improve the life of people, to provide enhancing environmental and natural capital, promoting education including skill development providing preventive healthcare, animal welfare, Eradicating hunger, poverty, malnutrition, in rural and urban India and such other activities for the well-being of the society.

As on March 31, 2021, the Corporate Social Responsibility Committee comprised three (3) Directors as its members out of which one (1) is Independent Director.

Composition, Name of Members and Designation

Sr. No.	Name	Category	Designation
1	Ms. Pooja Hemant Goyal	Non - Executive, Independent Director	Chairperson
2	Mr. Shantilal Jayavantraj Mehta	Chairman and Managing Director	Member
3	Mr. Nemichand Jayavantraj Mehta	Whole-Time Director	Member

The committee met two (2) times during the year under review on June 29, 2020, September 02, 2020.

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Ms. Pooja Hemant Goyal	2	2
2	Mr. Shantilal Jayavantraj Mehta	2	1
3	Mr. Nemichand Jayavantraj Mehta	2	2

The terms of reference of the committee which broadly inter-alia include the following:

- (1) Formulating and recommending to the Board, CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013.
- (2) Making recommendation on the amount of expenditure to be incurred on CSR activities.

- (3) Instituting a transparent monitoring mechanism for implementation of the CSR activities to be undertaken by the Company.
- (4) Other activities/ functions as provided under the applicable provisions of the Companies Act, 2013 and rules made thereunder. The terms of reference and powers of the Corporate Social Responsibility Committee also include all items listed under Section 135 of the Companies Act, 2013 and rules made thereunder.

5. FINANCE & OPERATION COMMITTEE

The Finance & Operation Committee of the Company is constituted in line with the provisions of Section 179 of the Companies Act, 2013.

This Committee of the Board is constituted inter- alia to meet the day to day operational and borrowing requirements of the Company other than the businesses which are specifically required to be considered in the Board meeting.

As on March 31, 2021, Finance & Operation Committee comprised three (3) Directors as its members.

Composition, Name of Members and Designation

Sr. No.	Name	Category	Designation
1	Mr. Jayesh Nemichand Mehta*	Non - Executive Non- Independent Director	Chairman
2	Capt. Dinesh Gautama**	Whole-Time Director & CEO	Chairman
3	Mr. Shantilal Jayavantraj Mehta	Chairman and Managing Director	Member
4	Mr. Nemichand Jayavantraj Mehta	Whole-Time Director	Member

*from September 02, 2020

**till August 07, 2020

During the financial year 2020-21, the Finance & Operation Committee was reconstituted on September 02, 2020 by passing Board Resolution. Mr. Jayesh Nemichand Mehta was appointed as Chairman of the Committee due to resignation of Capt. Dinesh Gautama.

The committee met twenty (20) times during the year under review on June 04, 2020, July 03, 2020, July 15, 2020, August 04, 2020, September 08, 2020, September 17, 2020, October 08, 2020, October 31, 2020, November 24, 2020, December 10, 2020, December 19, 2020, December 26, 2020, December 31, 2020, January 15, 2021, January 28, 2021, February 06, 2021, February 20, 2021, February 23, 2021, March 02, 2021, March 23, 2021.

Attendance of Members

Sr. No.	Name	No. of Meetings	
		Held	Attended
1	Mr. Jayesh Nemichand Mehta	20	16
2	Capt. Dinesh Gautama	20	Nil
3	Mr. Shantilal Jayavantraj Mehta	20	20
4	Mr. Nemichand Jayavantraj Mehta	20	20

The terms of reference of the committee which broadly inter-alia include the following:

- Authority to approve day to day operational/ Business transactions.
- Authority to approve borrowing of the Company within the prescribed limit.

4. COMPLIANCE OFFICER

Ms. Deepa Gehani is Company Secretary & Compliance officer of the Company in order to complying with the requirements of Securities Laws and SEBI Listing Agreement with Stock Exchange.

5. PERFORMANCE EVALUATION OF BOARD, COMMITTEES OF THE BOARD

In terms of the requirement of the Companies Act, 2013 and the SEBI Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees.

The Company has a structured assessment process for evaluation of performance of the Board, Committees of the Board and individual performance of each Director including the Chairman.

Board of Directors

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

Criteria for Performance Evaluation of Independent Directors

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

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

Committees of the Board

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

6. REMUNERATION TO DIRECTORS:

a) Pecuniary relationship or transactions of the Non-Executive Directors:

During the Year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting paid to them for the purpose of attending Meetings of the Company.

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

The Board of Directors has devised Nomination and Remuneration Policy in accordance with the Section 178 (3) and (4) of the Companies Act, 2013 which consists criteria of making payments to non-executive directors and the other disclosures as per Companies Act, 2013 and SEBI Listing Regulations. Further Nomination and Remuneration Committee adheres to the terms and conditions of the policy while approving the remuneration payable. Nomination and Remuneration Policy is available on our website viz: <https://www.navkarcs.com/b/download/policies/nomination-&-remuneration-policy.pdf?v=1.3>

c) Disclosures with respect to remuneration:

Non-Executive Directors

Non-Executive Independent and Non- Independent Directors are entitled for the sitting fees for attending the meetings of the Board and Committees. The remuneration paid to Non-Executive Independent and Non- Independent Directors during the Financial Year 2020-21 are as under:

S. No.	Name of Director	Sitting fees /Reimbursement for the Board/Committee Meetings paid for the Financial Year 2020-21 (Amount in ₹)
1	Mr. Ashok Kumar Thakur	2,40,000/-
2	Mrs. Pooja Hemant Goyal	2,40,000/-
3	Mr. Sandeep Kumar Singh	2,40,000/-
4	Mr. Jayesh N. Mehta	45,000/-
Total		7,65,000/-

Executive Directors

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

The details of remuneration paid to the Managing Director and Whole-time Directors during the Financial Year 2020-21 are as under:

S. No.	Particulars	Name of Directors		
		Mr. Shantilal Jayavantraj Mehta	Mr. Nemichand Jayavantraj Mehta	Capt. Dinesh Gautama*
		(Amount in ₹)		
1	Remuneration (Salary, Allowance, Perquisites etc.)	80,00,000	80,00,000	30,04,000
	Total (A)	80,00,000	80,00,000	30,04,000
2	Value of Stock Options	NA	NA	NA
3	Others (Retirals)	NA	NA	NA
	Total (B)	-	-	-
	Total (A+B)	80,00,000	80,00,000	30,04,000

*Capt. Dinesh Gautama resigned from the post of directorship with effect from August 07, 2020.

Service Contracts, Notice Period, Severance Fees

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

7. GENERAL BODY MEETINGS:

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

Sr. No.	Year	Particulars of Meeting	Date & Time	Location	Special Resolution passed, if any
1.	2019-20	12th AGM	Monday, September 28, 2020 at 11:00 a.m.	Through video conferencing ("VC") or other audio visual means ("OAVM")	Yes (One) 1. Approval for re-appointment of Mr. Shantilal Jayavantraj Mehta (DIN 00134162), as Chairman and Managing Director of the Company
2.	2018-19	11 th AGM	Friday, September 27, 2019 at 10:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	Yes (One) 1. Approval for appointment of Capt. Dinesh Gautama as a Whole-time Director of the Company
3.	2017-18	10 th AGM	Wednesday, September 26, 2018 at 11:30 a.m.	Hotel The Regenza by Tunga, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400703	There was no matter that required passing of Special Resolution

B. Postal Ballot during the FY 2020-21

During the financial year 2020-21, no resolutions have been passed through postal ballot. Further, no special resolution is being proposed to be passed through Postal Ballot

C. Extraordinary General Meetings:

During the financial year 2020-21, no Extraordinary General Meeting(s) were conducted by the Company.

8. MEANS OF COMMUNICATION:

Sr. No.	Particulars	Description
1.	Quarterly results:	The unaudited quarterly and audited financial results of the Company, as approved and authenticated by the Board of Directors of the Company within prescribed time from the end of the respective quarter are communicated to exchanges within 30 minutes of the end of the relevant Board Meeting and are uploaded on the websites of the Exchanges .
2.	Publication of Quarterly Results:	Quarterly, half-yearly and annual financial results of the Company were published in The Free Press Journal (English) and Navshakti (Marathi) newspapers.
3.	Company's Website:	The Company's website is in line with the requirements laid down under Regulation 46 of the SEBI Listing Regulations. It is a comprehensive reference of the Company's management, vision, mission, policies, and corporate governance, and corporate sustainability, disclosures to investors and updates. The section on 'Investors' serves to inform the Members by giving complete financial details, annual reports, shareholding patterns, presentation made to institutional investors and analysts, information relating to stock exchange intimations, Company policies, Registrar and Transfer Agent ('RTA'), etc.
4.	Stock Exchange Intimations:	The Company makes timely disclosures of necessary information to BSE Limited and the National Stock Exchange of India Limited in terms of the SEBI Listing Regulations and other rules and regulations issued by the SEBI. NEAPS is a web-based application designed by NSE for corporates. BSE Corporate Compliance & the Listing Centre: BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are in accordance with the SEBI Listing Regulations filed electronically.
5.	Presentations made to institutional investors or to the analysts.	The Company has timely intimated to stock exchanges presentations made to institutional investors or to the analysts.

9. GENERAL SHAREHOLDER INFORMATION:

The Company is registered with the Registrar of Companies, Maharashtra, Mumbai. The Corporate Identification Number (CIN) allotted to the Company by the MCA is L63000MH2008PLC187146.

Sr. No	Particulars	Description
a	AGM Date	September 15, 2021
b	Financial Year	2020-21
c	Time	11.00 a.m
d	Venue	In accordance with the General Circular issued by the MCA on May 5, 2020 read with General Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, the AGM will be held through VC/OAVM only. The deemed venue of AGM: 205-206. J. K Chambers, Sector 17, Vashi, Navi Mumbai - 400705
e	Registered Office	205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400705.
f	Corporate Office	13th Floor, Goodwill Infinity, Plot No. E/3A, Sector – 12, Kharghar, Navi Mumbai - 410210
g	Plant Location	1) Ajivali CFS I: Survey No. 138/1 (earlier known as 137/1A/1) at Ajivali Village, Old Mumbai Pune NH – 4, Panvel, Maharashtra – 410206. 2) Ajivali CFS II: Survey No. 138/1 (earlier known as 137/1A/1) at Ajivali Village, Old Mumbai Pune NH – 4, Panvel, Maharashtra – 410206. 3) Somathane CFS: Survey No. 89/90/93/94/95/97, Somathane Village, Kon-Savla Road, Taluka Panvel, Maharashtra - 410206. 4) Tumb ICD: Survey No. 44/1, 44/1/1, 44/1/2, Tumb Village, Taluka Umbergaon, Dist Valsad, Gujarat, Pin 396150. 5) ICD Valvada: Near Mohangaon Crossing N.H. No. 8 Tal. Umbergaon, Dist Vapi- Valsad, Gujarat, Pin 396150.
h	Financial Year	The Company's financial year begins on April 1st and ends on March 31st every year.

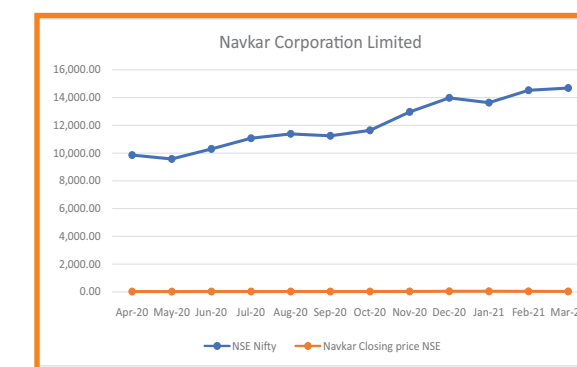
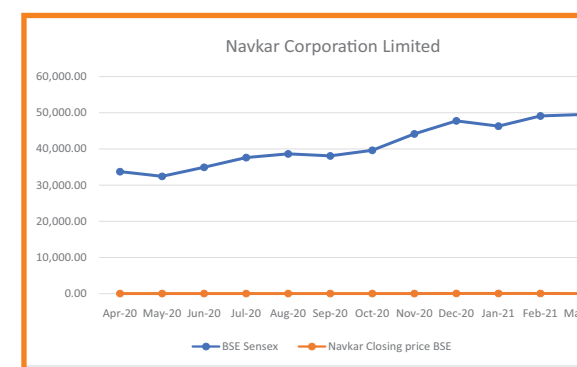
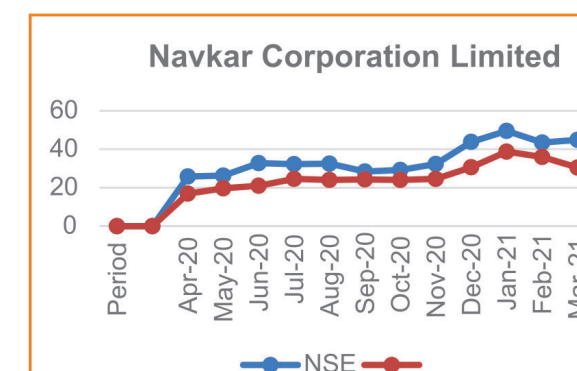
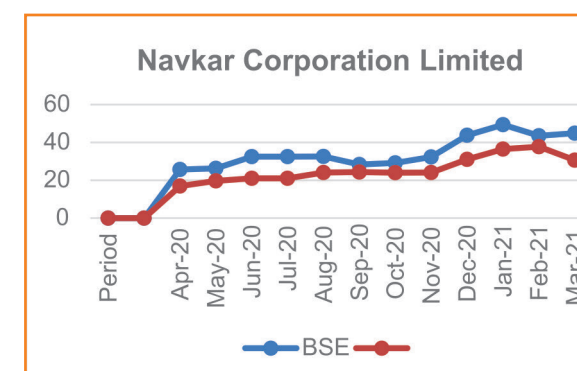
i	Book Closure Date	September 09, 2021 to September 15, 2021
j	Dividend	No dividend has been declared by the Company; as such, the same is not applicable.
k	Listing of Stock Exchange	BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 National Stock Exchange of India Limited ("NSE") Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra E Mumbai- 400051
l	Stock code:	NSE: NAVKARCORP BSE: 539332
m	ISIN No.	ISIN: INE278M01019
n	Registrar to the issue and Share Transfer Agents	Link Intime India Private Limited C 101, 247 Park, LBS Road, Vikhroli West, Mumbai, Maharashtra 400083 Maharashtra, India Tel: 022-49186000 Fax: 022-49186060 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in
o	Address of correspondence:	Enquiries, if any relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, loss of share certificates etc., should be addressed to: Link Intime India Private Limited C 101, 247 Park, LBS Road, Vikhroli West, Mumbai, Maharashtra 400083 Maharashtra, India Tel: 022-49186000 Fax: 022-49186060 E-mail: rnt.helpdesk@linkintime.co.in (OR) directly to the Company to: The Company Secretary and Compliance Officer Navkar Corporation Limited Registered Office: 205-206, J. K. Chambers, Sector 17, Vashi, Navi Mumbai – 400705. Corporate Office: 13 th Floor, Goodwill Infinity, Plot No. E/3A, Sector -12, Kharghar, Navi Mumbai - 410210 Tel: 022-38006500 Fax: 022-38006509 E-mail: cs@navkarcofs.com

p) Listing fees have been paid to BSE Limited and National Stock Exchange of India Ltd., for the Financial Year 2021-22.

q) **Market Price Data:**

The Monthly high and low prices of your Company's share at BSE and NSE during the financial year 2020-21:

Period	BSE		NSE	
	High	Low	High	Low
	Rs.	Rs.	Rs.	Rs.
Apr-20	25.65	16.95	25.80	16.95
May-20	26.25	19.70	26.30	19.70
Jun-20	32.45	21.00	32.80	21.00
Jul-20	32.25	24.50	32.25	24.55
Aug-20	32.60	24.05	32.55	24.00
Sep-20	28.35	24.30	28.40	24.35
Oct-20	29.20	24.00	29.25	24.00
Nov-20	32.30	24.10	32.35	24.60
Dec-20	43.75	31.05	43.80	30.60
Jan-21	49.35	36.50	49.50	38.75
Feb-21	43.50	37.70	43.50	36.00
Mar-21	44.85	30.60	44.90	30.50



r) **Share Transfer System:**

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

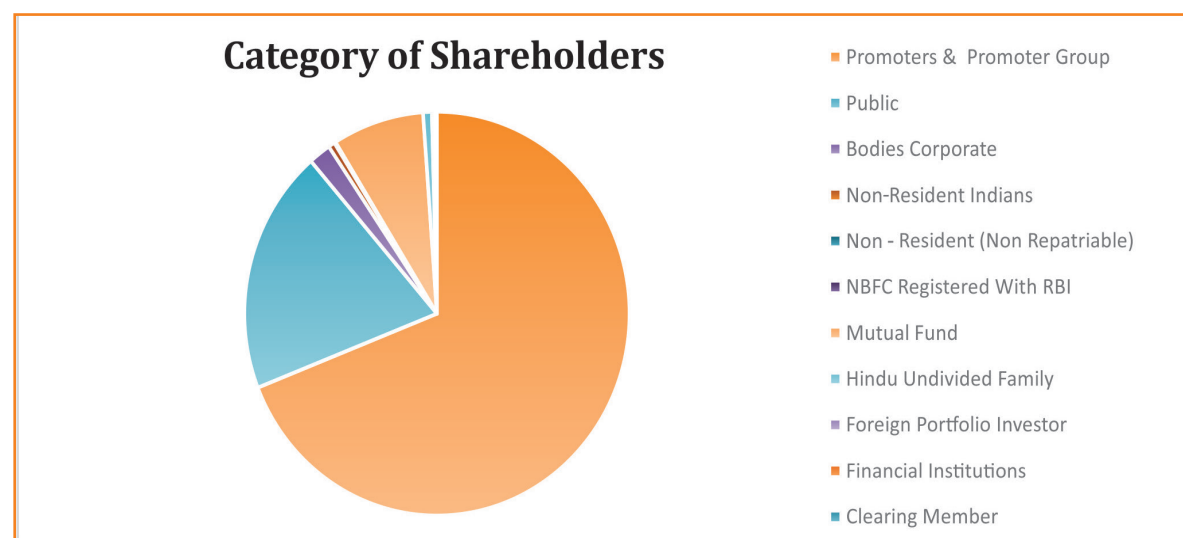
Dematerialisation of holdings will, inter alia, curb fraud in physical transfer of securities by unscrupulous entities and improve ease, convenience and safety of transactions for investors. In view of the aforesaid, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.

s) **Distribution of Shareholding as on March 31, 2021**

Sr.No.	Shares Range	Number of Shareholders	% of Total Shareholders	Total Shares For The Range	% of Issued Capital
1	1 to 500	38734	82.8783	5359779	3.5609
2	501 to 1000	3811	8.1543	3175281	2.1096
3	1001 to 2000	1966	4.2066	3062062	2.0343
4	2001 to 3000	767	1.6411	1971885	1.3101
5	3001 to 4000	303	0.6483	1102156	0.7322
6	4001 to 5000	311	0.6654	1492744	0.9917
7	5001 to 10000	473	1.0121	3580187	2.3786
8	10001 to & above	371	0.7938	130775087	86.8827
Total		46736	100.0000	150519181	100.0000

t) Category of Shareholders as on March 31, 2021

Sr.No	Category	Total Securities	Percent
1	Clearing Members	899700	0.5977
2	Promoter and Promoter Group	103898347	69.0267
3	Foreign Portfolio Investors (Corporate)	232066	0.1542
4	Foreign Portfolio Investors (Individual)	200	0.0001
5	Hindu Undivided Family	1414199	0.9395
6	Mutual Funds	11003336	7.3103
7	NBFCs registered with RBI	1000	0.0007
8	Non Resident (Non Repatriable)	190369	0.1265
9	Non Resident Indians	691579	0.4595
10	Other Bodies Corporate	1744839	1.1592
11	Public	30443546	20.2257
	TOTAL :	150519181	100.00


u) Bifurcation of shares held in physical and demat form as on March 31, 2021

Particulars	No. of Shares	Percentage (%)
Physical Segment		
Physical Shares	2	0.00%
Demat Segment		
NSDL (A)	51828350	34.43%
CDSL (B)	98690829	65.57%
Total (A+B)	150519179	100%
Total	150519181	100%

v) Dematerialization of Shares

As on March 31, 2021, 99.99% of the paid-up Equity Share Capital of the Company was held in dematerialised form and available for trading in the dematerialised form under both the depositories' viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The requisite fees were duly paid to the depositories. The Company has also appointed Link Intime India Private Limited as the connectivity agent to provide electronic connectivity

interface with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for securities of the Company.

There are no shares in demat suspense account or unclaimed suspense account as on March 31, 2021.

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

During the year under review, the Company does not have any outstanding GDRs/ADRs warrants that were due for conversion or any other Convertible instruments having an impact on the equity of the Company.

x) Disclosure of commodity price risks and commodity hedging activities

During the financial year 2020-21 Company is not involved into any activity relating to Commodity Price Risk, commodity hedging activities.

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

During the financial year 2020-21 Company has not raised money through Preferential Allotment or Qualified Institutions, however there is no amount unspent as per Regulation 32 (7A) of SEBI (LODR) 2015.

z) Credit Rating

The details of Credit Ratings obtained by the Company have been disclosed in the Board's Report which forms part of this Annual Report.

10. OTHER DISCLOSURES:
a) Code of Conduct

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

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

b) Code of Conduct for Prohibition of Insider Trading

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

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

c) Secretarial Audit

Mehta & Mehta, Practising Company Secretaries has conducted a Secretarial Audit of the Company for FY 2020-21. Their Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made thereunder, its Memorandum and Articles of Association, Listing Regulations and the applicable SEBI Regulations. The Secretarial Audit Report forms part of the Board's Report.

In accordance with the SEBI Circular dated February 8, 2019 read with Regulation 24A of the Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from Mehta & Mehta, Practising Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2021.

Pursuant to Regulation 40(9) of the SEBI Listing Regulations, certificates have been issued, on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.

Mehta & Mehta Practising Company Secretaries, has carried out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with NSDL & CDSL and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

d) Related party transactions

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

(a) Related Party Transactions are placed before the Audit Committee for review and approval. Annual omnibus approval is obtained for transactions which are of repetitive in nature and / or entered in the ordinary course of business.

(b) All the related party transactions entered into by the Company, during the financial year, were in its ordinary course of business and on an arm's length basis. Further, there are no material related party transaction entered by the Company.

(c) The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. The Policy on Related Party Transactions & Materiality is hosted on the website of the Company at <https://www.navkarcs.com/b/download/policies/RPT-Policy.pdf?v=1.3>

e) Details of Non-Compliance

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

f) Whistle Blower Policy & Vigil Mechanism

Your Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has formulated a Board approved Whistle Blower Policy with a view to provide a mechanism to employees, customers and other stakeholders of the Company to approach the immediate supervisor, Management, and thereafter Chairman of Audit Committee of the Company in case they observe any unethical and improper practices or any other alleged wrongful conduct in the Company. The policy aims at establishing an efficient Vigil mechanism in the Company to quickly spot aberrations and deal with it at the earliest.

The Vigil Mechanism provides a channel to the employees, Directors and other stakeholders to report to the Management about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct, regulatory requirements, incorrect or misrepresentation of any financial statements and such other matters.

Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee and/or a business associate. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

The Whistle Blower Policy & Vigil Mechanism is hosted on the website of the Company at <https://www.navkarcfs.com/b/download/policies/vigil-mechanism-or-whistle-blower-policy.pdf?v=1.3>

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

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

Adoption of Non-mandatory requirement:

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

h) Web Link:

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

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

The Company has received a certificate from Mehta & Mehta Practising Company Secretaries, Mumbai that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of company by the SEBI / MCA or any such authority. The certificate is annexed herewith this Annual Report.

j) Recommendations of the Committees

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

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

The total fees paid by the Company to Uttam Abuwala Ghosh & Associates, Statutory Auditors of the Company is ₹ 28,50,000/- (₹ Twenty Eight Lakhs Fifty Thousand Only).

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

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

During the financial year 2020-21, the Company has not received any complaint of Sexual Harassment.

m) Details of Non-Compliance of Corporate Governance Report

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

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

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

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

iii) Modified opinion(s) in Audit Report: For the Financial Year ended March 31, 2021, the Independent Auditors have given unmodified opinion on the Company's Financial Statements. The Company continues to adopt best practices to ensure the regime of unmodified Financial Statements.

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

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

The Company has complied with all the applicable regulations as mentioned under 17 to 27 and regulation 46 of Listing Regulations.

p) Non-Resident shareholders

Non-resident shareholders are requested to immediately notify:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement; and
- Particulars of their Non Resident Rupee Account, whether repatriable or not, with a bank in India, if not furnished earlier.

q) Updation of shareholders details

- Shareholders holding shares in physical form are requested to notify the changes to the Company/ its RTA, promptly by a written request under the signatures of sole/first joint holder; and
- Shareholders holding shares in electronic form are requested to send their instructions directly to their DPs.
- Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with the share certificates so as to enable the Company to consolidate their holdings into one folio.
- Shareholders are requested to Deal only through SEBI registered intermediaries and give clear and unambiguous instructions to your broker / sub-broker / DP.

r) Nomination of shares

Section 72 of the Companies Act, 2013 extends nomination facility to individuals holding shares in physical form in companies. Shareholders, in particular, those holding shares in single name, may avail of the above facility by furnishing the particulars of their nominations in the prescribed Form No. SH-13 annexed to this report or download the same from the Company's website.

s) Email Id registration

To support the green initiative, shareholders are requested to register their email address with their DPs or with the Company's RTA, as the case may be. Communications in relation to Company like Dividend credit intimations, Notice of AGM and Annual Report are regularly sent electronically to such shareholders who have registered their email addresses. The shareholders willing to register their email address can write to their respective Depository Participant or Company's Registrar and Share Transfer Agent, as the case may be.

t) SEBI Complaints Redress System (SCORES)

SEBI vide its circular dated 26th March, 2018 issued new policy measures w.r.t. SEBI Complaints Redress System (SCORES). As per the new process, SEBI has requested the Members to approach the Company directly at the first instance for their grievance.

In its efforts to improve the ease of doing business, SEBI launched a Mobile Application for the convenience of investors to lodge their grievances in SEBI Complaints Redress System (SCORES).

The App has all the features of SCORES which is presently available electronically where investors have to lodge their complaints by using internet medium. After mandatory registration on the App, for each grievance lodged, investors will get an acknowledgement via SMS and e-mail on their registered mobile numbers and e-mail ID respectively. Investors can, not only file their grievances but also track the status of their complaint redressal. Investors can also key in reminders for their pending grievances. Tools like FAQs on SCORES for better understanding of the complaint handling process can also be accessed. Connectivity to the SEBI Toll Free Helpline number has been provided from the App for any clarifications/help that investors may require.

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the 'Code of Conduct' for financial year 2020-21.

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

Dinesh Mohanlal Jain
Chief Executive Officer

Place: Navi Mumbai
 Date: August 05, 2021

CERTIFICATE FROM THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors
Navkar Corporation Limited

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and we certify that:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and there have been no deficiencies in the design or operation of such internal controls of which we are aware.
- D. We have indicated to the auditors and the Audit Committee that there were:
- no significant change in internal control over financial reporting during the year;
 - no significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - there have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting

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

Dinesh Mohanlal Jain
Chief Executive Officer

Anish Sewaram Maheshwari
Chief Financial Officer

Date: August 05, 2021
 Place: Navi Mumbai

COMPANY SECRETARY IN PRACTICE'S REPORT ON CORPORATE GOVERNANCE

To,
The Members,
NAVKAR CORPORATION LIMITED

We have examined the compliance of conditions of Corporate Governance by Navkar Corporation Limited (here in after referred as "Company") for the Financial year ended March 31, 2021 as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

We state that compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further 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.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

Note: Due to lockdown under COVID-19, Certification on this Corporate Governance Report is done on the basis of documents made available to us in electronic form (i.e. scanned copies vide e-mail) by the Secretarial Team of the Company and such documents will be verified physically after the lockdown is lifted.

FOR MEHTA & MEHTA,
COMPANY SECRETARIES
(ICSI UNIQUE CODE P1996MH007500)

ATUL MEHTA
PARTNER

FCS NO: 5782
 CP NO: 2486

Date: August 5, 2021
 Place: Mumbai

ICSI UDIN: F005782C000742353

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,
Navkar Corporation Limited
 205-206 J K Chambers, Sector 17,
 Vashi, Navi Mumbai – 400705

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Navkar Corporation Limited having CIN L63000MH2008PLC187146 and having registered office at 205-206 J K Chambers, Sector 17, Vashi, Navi Mumbai - 400705 (here in after referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	Shantilal Jayavantraj Mehta	00134162	29/09/2008
2.	Jayesh Nemichand Mehta	00510313	02/09/2020
3.	Nemichand Jayavantraj Mehta	01131811	01/09/2016
4.	Sandeep Kumar Singh	02814440	23/08/2018
5.	Ashok Kumar Thakur	07573726	25/01/2017
6.	Pooja Hemant Goyal	07813296	14/12/2017

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

Note: Due to lockdown under COVID-19, Certification on this Certificate of Non-Disqualification is done on the basis of documents made available to us in electronic form (i.e. scanned copies vide e-mail) by the Secretarial Team of the Company and such documents will be verified physically after the lockdown is lifted.

**FOR MEHTA & MEHTA,
 COMPANY SECRETARIES
 (ICSI UNIQUE CODE P1996MH007500)**

**ATUL MEHTA
 PARTNER
 FCS NO: 5782
 CP NO: 2486**

Date: August 5, 2021
 Place: Mumbai

ICSI UDIN: F005782C000742364

BUSINESS RESPONSIBILITY REPORT

SECTION A

General Information about the Company

1.	Corporate Identity Number (CIN) of the Company	L63000MH2008PLC187146
2.	Name of the Company	Navkar Corporation Limited
3.	Registered Address	205-206, J K Chambers, Sector 17, Vashi, Navi Mumbai – 400705. Maharashtra India
4.	Website	www.navkarcfs.com
5.	E-mail id	cs@navkarcfs.com
6.	Financial Year reported	April 1, 2020 – March 31, 2021
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Container Freight Station and Inland Container Depot (NIC 521 & 522) (As per National Industrial Classification – Ministry of Statistics and Programme Implementation)
8.	List three key products / services that the Company manufactures / provides (as mentioned in the balance sheet)	1. Cargo Handling; 2. Storage / Warehousing; 3. Transportation via road, rail and allied services. (please refer to Company's website www.navkarcfs.com for complete list of services)
9.	Total number of locations where business activity is undertaken by the Company a. Number of International Locations b. Number of National Locations	Nil 7 (Seven)
10.	Markets served by the Company	Local, Maharashtra and Gujarat

SECTION B

Financial Details of the Company

1.	Paid up Capital	₹ 15381.71 Lakh (Inclusive of preference share capital)
2.	Total Turnover	₹ 67,236.48 Lakh
3.	Total profit after taxes	₹ 1592.93 Lakh
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 183.80 Lakh During the Financial Year 2020-21, Company spent more than the statutory requirement towards CSR activities.
5.	List of activities in which expenditure in 4 above has been incurred	As per as per Schedule VII of the Companies Act, 2013. For more details, please refer the Annual Report on CSR annexed to the Board's Report.

SECTION C

Other Details

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

SECTION D**BR Information****1. Details of Director / Directors responsible for BR**

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

DIN Number	00134162	01131811
Name	Mr. Shantilal Jayavantraj Mehta	Mr. Nemichand Jayavantraj Mehta
Designation	Chairman and Managing Director	Whole time Director

(b) Details of the BR head

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

Principles covered under the Business Responsibility Report

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

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

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

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy / policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / International standards? If yes, specify? (50 words) *	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director? **	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified Committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	www.navkarcs.com								
7	Has the policy been formally communicated to all Relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y

8	Does the company have in-house structure to Implement the policy / policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out Independent audit / evaluation of the working of this policy by an internal or external agency? ***	Y	Y	Y	Y	Y	Y	Y	Y	Y

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

The Company's Policies are also linked to the following Standards:-

Occupation Health and Safety Assessment Series (ISO 45001:2018), Environmental Management System (ISO 14001:2015).

** All policies has approved and Signed by Board of Directors

*** All policies and their implementation are audited by an independent internal auditor who in turn issues report to the Board and Audit Committee.

These policies are mapped to each principle hereunder:

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

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

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

2) Governance related to BR

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

SECTION E:**Principle-Wise Performance**

Principal No.	Description	Response
Principle 1 – Business should conduct and govern themselves with Ethics, Transparency and Accountability		
1.1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	No, The policy for this principle is applicable on all stakeholders including vendors, employees, and directors. The Company believes that a strong and robust foundation of ethics and responsibility is absolutely necessary to sustain economic value. With its legacy of fair, transparent and ethical governance practices, the Company's Code of Business Conduct reinforces its commitment to operate with the highest degree of integrity. It lays a framework for expected standards of ethical conduct and behaviour, extending to employees and other individuals working with the Company. It outlines principles against discrimination, anti-competitive practices, insider trading and prohibits bribes, kickbacks and improper payments. To avoid any conflict of interest, the Company has placed necessary safeguards as part of its corporate governance structure and the Code of Conduct.
1.2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	During the F.Y. 2020-2021, Company has not received any Investor Compliant. Further, there was no complaint reported by any Director or Employee of the Company under Vigil Mechanism / Whistle Blower Policy.
Principle 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.		
2.1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.	We are engaged in providing logistics solutions and allied services, none of our business operations have any inherent design capable of adversely impacting society or environment. In fact we are proactive and continuously strive to implement energy efficient equipment's. - The Company's emphasis on Railway for Transportation offers lower Carbon emissions. - The Company's fully-integrated rail-linked container terminal and logistic park at Vapi, Gujarat, will enable to offer end-to-end logistics solutions to both importers as well as exporters at potentially 30-40% lower cost making exports competitive. - Fuel efficient Rubber Tyred Gantry cranes and Reach Stackers machines; - Use of LEDs at all the offices to the extent possible to save electricity
2.2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain? b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Not applicable Not applicable
2.3	Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	We use rail infrastructure, the use of this modes of transportation leads to reduction in pollution.

2.4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Yes, the Company procurement procedures covers quality assurance review of the vendors while procuring/ordering goods and services, wherein small and local vendors are given preference for procurement of daily use items and services such as stationary, food and beverages, taxi etc.
2.5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	Yes, we have a mechanism for recycling of parts of vehicles and equipment's for their reuse to the extent, it is safe and environment friendly, being less than 10%.
Principle 3 - Businesses should promote the well-being of all employees		
3.1	Please indicate the total number of employees	516
3.2	Please indicate the total number of employees hired on contractual / casual basis	278
3.3	Please indicate the total Number of permanent women employees.	29
3.4	Please indicate the number of permanent employees with disabilities	0
3.5	Do you have an employee association that is recognized by management?	No
3.6	What percentage of your permanent employees is members of this recognized employee association?	NA
3.7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	There were no instances of any child labor, forced labour, involuntary labor, Sexual Harassment during the F.Y. 2020-2021.
3.8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? Learning and Development (L&D) (a) Permanent Employees (b) Permanent Women Employees (c) Casual / Temporary / Contractual Employees (d) Employees with Disabilities	(a) Permanent Employees –95% (b) Permanent Women Employees –100% (c) Casual / Temporary / Contractual Employees-100% (d) Employees with Disabilities –Nil
Principle 4 - Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized		
4.1	Has the company mapped its internal and external stakeholders? Yes / No	Yes, The Company has mapped its internal and external stakeholders. It uses both formal and informal mechanisms to engage with various stakeholders to understand their concerns and expectations. Individual departments within the organization have roles and responsibilities identified and defined to engage with various stakeholders.
4.2	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders	The Company has well defined process for identifying the key communities and their needs.
4.3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.	The Company is committed to make differences in the lives of under privileged and economically challenged citizens. In line with the Company's CSR philosophy and policy, it takes various initiatives in the area of Eradicating hunger, poverty, malnutrition, promoting health care including preventive health care, environmental sustainability, animal welfare etc. for betterment of such stakeholders.

Principle 5 - Businesses should respect and promote human rights		
5.1	Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	It extends to internal and external stakeholders. One of the values of the Company mandates respect for the Individual. In addition, human rights are the key ingredient in Company which creates bonding in the organization.
5.2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	We were not in receipt of any complaints which can be covered under the ambit of human rights violation during F.Y. 2020-2021.
Principle 6 - Business should respect, protect and make efforts to restore the environment		
6.1	Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.	The Policy cover the Company and extends to all its vendors, contractors and associates.
6.2	Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	The Company on continuous basis conducts its operation on most environment friendly and compliant manners. The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.
6.3	Does the company identify and assess potential environmental risks? Y/N	The Company's Environmental policy guides the effort to manage the environmental impact and continuously improve its environmental performance.
6.4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?	No
6.5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	LED lights are installed for conservation of energy.
6.6	Are the Emissions / Waste generated by the company within the permissible limits given by CPCB / SPCB for the financial year being reported?	The Company is in compliance with the norms set by the Control Boards or relevant authorities.
6.7	Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	During the year the Company did not receive any such notice.
Principle 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner		
7.1	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	- Container Freight Station Association of India
7.2	Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	We have participated in the various forums of the above organizations and actively take up matters which we consider as industry grievances.

Principle 8 – Businesses should support inclusive growth and equitable development		
8.1	Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes, the Company undertakes activities to support inclusive growth and equitable development with the objects of Eradicating hunger, poverty, malnutrition, Promoting health care including preventive health care, Environmental sustainability, animal welfare.
8.2	Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?	The programmes / projects undertaken through external organizations.
8.3	Have you done any impact assessment of your initiative?	The Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores. Hence the Company is not required to undertake impact assessment, through an independent agency in terms of Rule 8(3) (a) of the Companies (Corporate Social Responsibility) Rules, 2014. The Company voluntarily conducts internal assessments, situational analysis, need assessment surveys etc. to monitor and evaluate the CSR Contribution of the Company.
8.4	What is your company's direct contribution to community development projects- Amount in ₹ and the details of the projects undertaken?	During F.Y. 2020-2021 our Company has spent an amount of ₹ 183.80 Lakh towards its CSR initiatives. For more details, please refer "Corporate Social Responsibility" section of Director's Report
8.5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	The activities and its impact are properly monitored for successful adoption by the community.
Principle 9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner		
9.1	What percentage of customer complaints / consumer cases are pending as on the end of financial year.	Nil
9.2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)	N.A.
9.3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	Nil
9.4	Did your company carry out any consumer survey / consumer satisfaction trends	The Company undertakes regular customer satisfaction surveys to assess the customer satisfaction level

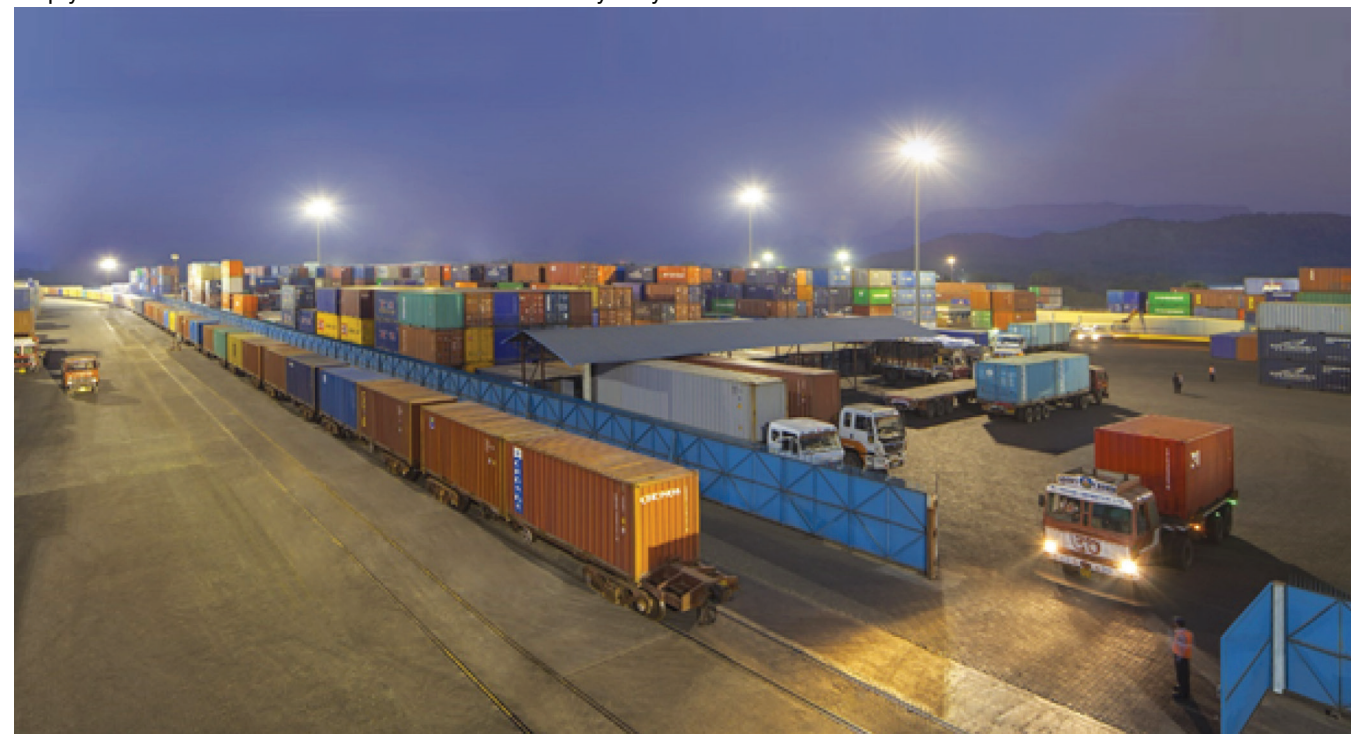
MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Navkar Corporation Limited (hereinafter referred to as 'the Company', 'Navkar') is one of India's largest Container Freight Stations (CFSs) and Inland Container Depots (ICDs), Rail Terminals, Warehousing and other Logistics Solution providers. The Company provide a wide range of customised, technology-enabled integrated logistics solutions and corporate mobility services. Our strength lies in our wide bouquet of offerings enabled by our extensive network of strategically located warehouses and our transportation network.

The importance of CFS/ICD was a known fact. It was and is a common user facility with public authority status equipped with fixed installations and offering services for handling and temporary storage of import/export laden and empty containers carried under Customs transit by any

applicable mode of transport placed under Customs control. All the activities related to clearance of goods for home use, warehousing, temporary admissions, re-export, temporary storage for onward transit and outright export, transshipment, take place from such Stations. Over the years, factors such as considerable increase in trade volumes and persistent shift towards containerization of cargo have made way for increased role of CFS/ICD in India. Being an extension for the port and a custodian for the Customs Department CFS/ICD perform a critical role in the export and import trade. They help in providing the critical service between the ship's hook and the door of the customer. Important procedures such as stuffing/de-stuffing of cargo, aggregation/segregation of cargo and examination/clearance related activities are carried out at the CFS/ICD, which make them an integral part of the existing export-import value chain.



It is clearly evident that the container sector in India is playing an important part in trade and commerce. It is penetrating deeper and deeper into the country and remote areas. Movement of goods using containers has many benefits. It makes transshipment of cargoes easier, protects the cargo from nature's adversities and ensures safety of movement of cargo. And also integration with different modes of transportation can ensure further efficiency of transportation. Containerization in the world is proceeding at a fast pace. And it should not be forgotten that a sound transport system helps both domestic and international business to grow in a country. With each passing year, container penetration in both domestic and international traffic, is increasing.

The dynamics in the container business will continue to transform as the requirement to embrace advanced infrastructure, digitization, innovative business practices, process automation and transparency etc grows. Additionally,

implementation of advanced technology, enhancements in soft and hard infrastructure are also playing a key role for these transformational changes in the industry. The growth of the Indian container installed capacity and throughput has both grown. Global and Indian operators are trying to attract transshipment cargo which could trigger inclusive growth in box trade. Few major and private players are also trying hard to establish themselves as transshipment hubs apart from serving as a gateway port. These transformational changes in box business are aiding the Indian container market to reach at the next level.

Usually, a CFS is located near the gateway port (off-dock facility located near service ports) whereas an Inland Container Depots (ICD) (also known as a dry port) is located in the hinterland. Growth of Indian container traffic has led to the demand for transit facilities such as CFS and ICD, which

offer services for containerization of break bulk cargo and also handles custom activities. CFS and ICD facilities are an integral component of the logistics sector infrastructure and it is a facilitator of import-export (Exim) trade of the country.

INDUSTRY OVERVIEW AND TRENDS

Overview of the Global Economy

The outbreak of COVID-19 has created a considerable and lasting impact on an already stressed global economy. As of March 2021, 125+ million cases of the virus have been reported and over 2.8 million lives have been lost worldwide. Most countries imposed lockdowns to contain the spread of the virus, resulting in restricted mobility and trade, especially during the first quarter of FY21. These restrictions led to production stoppages, supply shortages, price spikes and inflation across both essential and nonessential goods. It is inflicting high and rising human costs worldwide, and the necessary protection measures are severely impacting economic activity. As a result of the pandemic, the global economy is projected to contract sharply by -3 percent in 2020, much worse than during the 2008-09 financial crisis. According to the International Labour Organisation, 400+ million jobs were lost worldwide between during financial year 2020-21.

Governments and Central banks globally have implemented unprecedented measures and have announced monetary and fiscal policies to cushion the impact of the drop in economic activities, and to fuel future growth. Gradual flattening of the growth curve of COVID cases, steady recovery in economic activities and launch of vaccination programmes have resulted in a strong rebound across major economies in the second half of the year. However, any rise in COVID cases, new mutations and variants, further lockdowns, slower than anticipated medical interventions, potential debt distress and bankruptcies remain as potential downside risks to the growth outlook.

Overview of the Indian Economy

India was one of the most severely affected countries among the emerging economies. Its Gross Domestic Product ('GDP') contracted by 8% in FY 2021. Exports and Imports of goods and services were also contracted. The agriculture sector was resilient to the effects of Covid-19. As India went into phased lockdowns to curb the spread of the virus, severe demand and supply shocks were created. Demand side shocks included reduced investments, muted demand for discretionary items, low consumption due to income loss, and so on. Supply side shocks included bottlenecks with labour supply, and disruption in both global and domestic supply linkages. The initial economic response of the Indian Government was geared towards minimising disruptions, reviving supply and demand, protecting livelihoods and ensuring business continuity. The Government announced economic stimulus packages in three tranches. The stimulus included a combination of fiscal, monetary, liquidity boosting and administrative measures such as direct benefit transfers, emergency credit line guarantee scheme, emergency health fund, food security measures, collateral free loans and bank guarantees for MSMEs, extension of tax deadlines, loan moratorium, changes in FDI policy and opening of power, defence and space sectors for privatisation. The RBI also announced cuts in repo and reverse repo rates.

The Economic Survey of India 2020-2021 estimates real GDP to grow in 2021-22 fuelled by vaccination drive, higher capital expenditure commitment by the government and recovery across services and manufacturing sectors. India is expected to emerge as the fastest growing economy in the next two years as per the IMF. However, FY22 is likely to remain a

volatile year as we continue to witness new waves of COVID cases. Subsequent to the 2nd COVID-19 wave, World Bank has revised the GDP growth forecast to 8.3% in FY22. Economic recovery remains contingent on the effective curb of the virus spread, quick vaccination rollout and continuation of economic activities.

The Indian Logistics Industry

The logistics industry in India, considered to be the lifeline of the country, holds unprecedented importance as it connects various markets, suppliers and customers dotted across the country, and has now been firmly embedded as an integral part of the national GDP value chain.

Based on service offerings, the logistics sector can be sub-divided into road transportation, freight forwarding, warehousing and value-added services and other logistics services such as container logistics, cold chain logistics, coastal shipping, and so on. Road transportation dominates India's logistics spends, given the vast landscape and confidence on expensive road transportation. The road transportation segment can be further divided into inbound transportation, outbound transportation and distribution, express and last-mile transportation.

The logistics industry has traditionally been highly fragmented, with several thousand unorganised entities that provide basic services such as brokerage and documentation holding a dominant share of the overall market. However, recently, the sector has been witnessing transformation, with the use of technology by both new age start-ups and established players to enhance cargo visibility, reducing errors by digitising documentation processes and by bringing transparency in pricing. The sector is expected to witness steady growth in the medium to long-term timeline, on account of growing imports and exports, supported by various infrastructure development measures taken by the government.

The Government has undertaken various measures to develop the logistics infrastructure in the country. Some key measures are listed below:

1. Logistics sector has been granted infrastructure status allowing the sector to have access to funds at easier terms with enhanced limits.
2. National Logistics Policy has been drafted to focus on the development of a fully integrated logistics network with best-in-class technology and automation. The National Logistics Policy will enable the creation of a single point of reference for all logistics and trade facilitation matters in the country, which will also function as a knowledge and information-sharing platform.
3. Planning for commencement of Western Dedicated Freight Corridor (DFC) and Eastern DFC by 2022.
4. Fitment of FASTag has been mandated by the Ministry of Road Transport and highways with effect from 2021 to ensure 100% e-tolling at toll booths. FASTag will ensure ease of payments, and reduction of waiting time at tolls.

Despite COVID-induced burdens and delays, these initiatives are steps in the right direction. It will take another two to three years to see fruitful outcomes and the overall benefit at the ground level from some of these initiatives. More initiatives are required in the areas of labour policies, poor last-mile connectivity, land acquisition hurdles, promoting the use of technology and driving standardisation across the sector.

About Navkar

The Company has three Container Freight Stations, two at Ajivali and one at Somathane in Panvel with aggregate installed capacity of over 5,35,500 TEUs per annum. The Company also has Inland Container Depot situated at Tumb village in South Gujarat region which operates with an aggregate installed capacity of 4,74,000 TEUs per annum. Our Tumb Terminal volumes are growing fast and it is around 175 km which is conducive to the trade that emanates from South Gujarat region.

Company operates two Railway Terminals referred to as Private Freight Terminals (PFTs). These terminals are at our Somathane (Panvel) facility and at ICD Tumb. While the PFT at Somathane is served with three railway tracks, the one

at ICD Tumb has four rail tracks. The railway terminals are used for handling export rakes of agro products, domestic rakes and container rakes (referred to as BLC rakes. The PFTs handle all types of railway rakes (Exim and domestic) at Somathane and Tumb.

Government India, Ministry of Railways (Railway Board) have also granted permission to move Container Trains on Indian Railway Network under Category-II Container Train Operator License.

Company was awarded the contract to operate and manage Central Warehousing Corporation's Inland Container Depot situated at Valvada, South Gujarat as a "Strategic Alliance Management Operator" (SAMO) with effect from 10th of April, 2020 for a period of five years and further extendable for a period of 2 years with mutual consent.



Navkar's Response to COVID-19

Our Company has adopted proactive and preventive measures at all its locations, to ensure employee safety considering heightened concern on COVID-19 and government directives. In enforcing social distancing to contain the spread of the disease and for Health, safety of employees, partners and customers company has taken various necessary precautionary steps like sanitization, providing masks, hand sanitizers, disinfectants and temperature checks for staff and essential visitors at all facilities. Company has also provided IT infrastructure & connectivity to most of the staff to efficiently enable them to 'Work From Home' and minimize the spread of COVID-19.

CFS/ICD are playing an important role in supply chain of essential and non-essential goods. COVID – 19 has impacted both supply and demand side. As many export factories have closed this has brought down the movement of exports through our facilities. At the same time importers have not been able to come and clear their goods resulting in containers piling up inside the CFSs and ICD. Due to this pile-up of imports, additional operations are required to be done for CFS/ICD for extracting containers for delivery to importers. Management of Shortage of labours as well as drivers to operate trucks for container handling and transportation for smooth evacuation from/to Nhava Sheva leading to increase in dwell time.

SEGMENT-WISE PERFORMANCE

The Company is engaged in the business of providing services of CFS/ICD and other related services. There is no other reportable segment.

OUTLOOK

The lockdown which was began on March 22, 2020 and was continued during the year under review. The lockdown began to have a deleterious effect on the movement of local goods and Exim cargoes thereby seriously impacting the transportation and logistics sector. Despite the ports and port-related activities being designated as essential services, the difficulties for carrying out the functions of transportation and cargo handling were challenging.

As per Indian container market trend over the last few years, installed capacities and handled volume have been growing proportionately which were a positive sign for the industry. Year over year growth of Indian container installed capacity and throughput were rising. Global and Indian operators are trying to attract transshipment cargo which could trigger inclusive growth in box trade. The surge in India's EXIM trade is expected to continue, entailing persistent augmentation in container traffic in the years to come. Container freight stations form an important part of the EXIM supply chain, and their role in managing and sustaining such growth will be crucial. Enhanced infrastructural facilities, seamless and uninterrupted operations, standardized charges and

transparency on crucial aspects such as selection of CFSs can potentially go a long way in improving operations at container freight stations as well as strengthening the logistics supply chain as a whole.

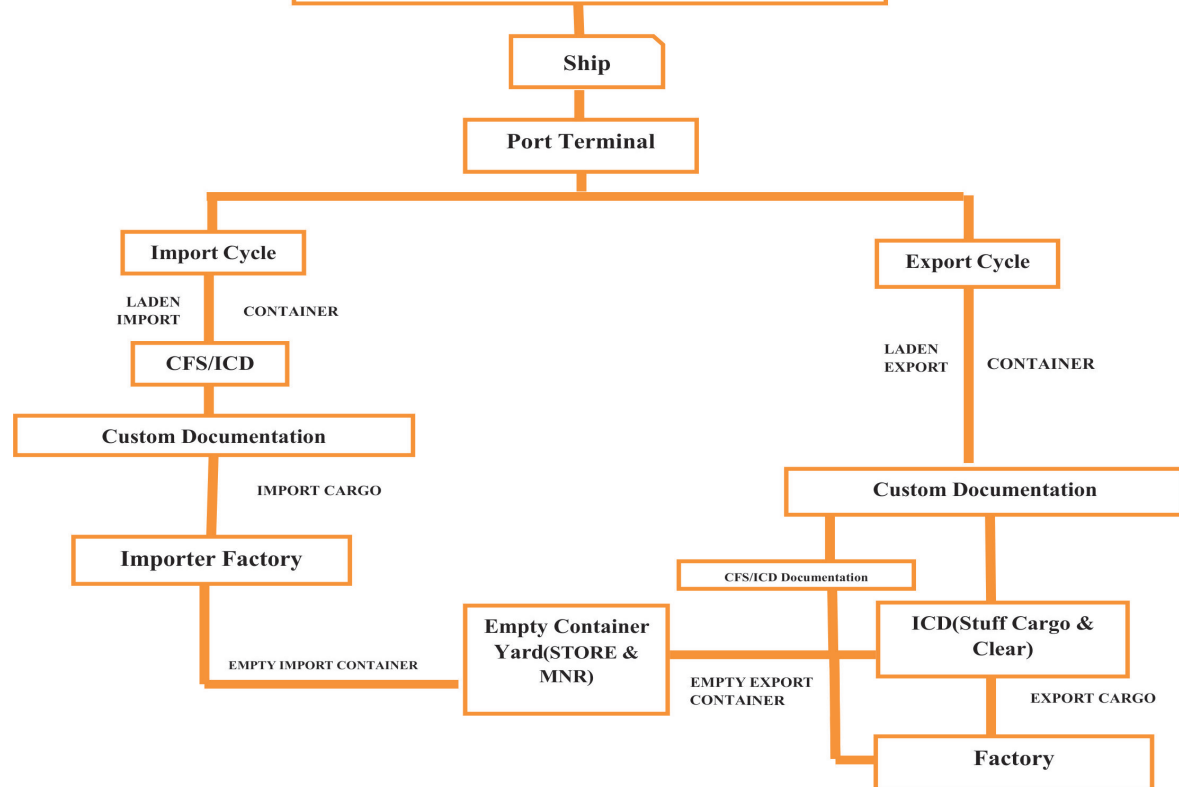
RISK AND CONCERNS

The Company is dedicated to identifying and managing the risks it is exposed to, both internal and external, and has put in place mechanisms to handle the same proactively and competently. The Company also recognises that these risks could adversely affect its ability to create value for all stakeholders and has taken steps to mitigate the same. Following are the major risks to which the Company is exposed to are:

1. The Company operates in a highly competitive industry dominated by many unorganised players. Many segments within the logistics industry are highly commoditised and have low barriers to entry or exit, leading to a market with a very high degree of fragmentation.
2. There is increase of competition from other organised and unorganised third-party logistics or people transport providers may lead to a reduction in revenues, profit margin and a loss of market share. To mitigate this, the Company creates value through integrated technology-based solutions, transport network-based solutions, and skill development of its employees.
3. The Company's business is primarily dependent on Indian EXIM Trade which, in turn, is dependent on global economic conditions. All the factors which can affect global economic conditions have direct impact on the CFS/ICD business. Given the projected growth in the Indian economy and expected recovery in global trade, rising spending in the infrastructure and manufacturing space, it is estimated that imports will continue to rise steadily.
4. Changes in political conditions, microeconomic conditions. Inflation rate, infrastructural development rates, tax rates, Government's regulatory policies, credit norms, etc. could be seen as risk factors affecting CFS/ICD business.

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

**NAVKAR CORPORATION LIMITED
OPERATION PROCESS
(Container Freight Station/Inland Container Depot)**



SWOT ANALYSIS

STRENGTHS

Our capabilities and resources that enable us to grow and sustain in the competitive Logistic Sector

- All the three CFSs are strategically located close to NH4 (Old Mumbai-Pune Highway) and NH17 (Mumbai-Pune Express highway) and in close proximity to Nhava Sheva Port, providing good connectivity to interior parts of the country.
- ICD is located at Tumb, in South Gujarat region and in close proximity to the Industrial belt.
- Warehousing Capabilities to Service Varying Requirements of Client.
- CFSs and ICD also handle temperature-controlled Hazardous, Non-Hazardous cargoes through its reefer plug points at CFSs
- CFSs and ICD are approved for handling hazardous cargoes, DPD Cargoes and cargoes for closed bond and open bond storage. The Company has installed adequate fire-fighting systems/ equipment, which allows storage and handling of IMO (hazardous) cargoes (chemicals, liquid, etc.). There is Plant and Quarantine Unit for inspection and approval of agricultural cargo.

OPPORTUNITY

We are consistently identifying potential areas where we can grow and enhance market and brand prominence

- Leveraging technology, along with Third Party logistics Services.
- For the Indian economy, the logistics sector plays an important role. The large Indian populace is a sector for consumption of goods that are procured locally or imported. This consumption partly drives the economy and the logistics services.
- Outstanding Logistics Infrastructure.
- Indian logistics sector's key focus on infrastructure development. With a view to improving supply chain efficiencies and enhancing connectivity to help logistics players tap the under-leveraged markets in the country's hinterlands, key infrastructure development projects have been rolled out.

THREATS

We are identifying potential threats to our business, owing to evolving macroeconomic factors and consumer perceptions

- Growing competition from other Logistics Sectors.
- COVID-19 situation and related lockdown is an unprecedented situation and poses a threat to growth if situation becomes worse than expected.
- Government Initiative share of DPD containers is increasing every month. Amongst these DPD containers, there are many that head straight for factories and some that head for CFSs for interim storage or for completing the customs processes prior clearance.

WEAKNESSES

Aspects of the business that can be improved to minimise risks in our business

- Dependent on global market.
- Large number of unorganized players in the market.
- Increase of competition from other organised and unorganised third-party logistics or people transport providers.
- Major dependency on Indian EXIM Trade.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has robust Internal Control Systems and processes in place for smooth and efficient conduct of business and it complies with relevant laws and regulations. It has well documented system of internal financial controls in place, in the form of delegation of powers, policies and procedures that cover critical as well as important activities of financial and other operating functions. The procedure are in the form of manuals, guidelines, delegation of powers and IT system and controls which are effected through people operating in various departments within the Company at different levels at each stage of the processes. These are designed to ensure compliance to the internal financial controls as detailed in the Companies Act, 2013.

The Company uses Tracker Software that connects all parts of the organization, to record data for accounting, consolidation and management information purposes. The organization continuously assess the effectiveness of its internal controls through extensive internal audits, which are being conducted on regular basis by experienced independent firms of Chartered Accountants in close co-ordination with Company's own internal audit Department.

A well-defined internal control framework has been developed identifying key controls and independent external auditors

verifies the adequacy and effectiveness of the internal financial control system through regular periodic audit and system review, provides assurance on the compliance of internal policies & procedures of the Company and certify the appropriateness of internal controls. Internal audit firms directly report to the management at higher level. The functioning of the internal audit as well as internal financial control systems are periodically reviewed by the Audit committee to ensure comprehensive coverage of the areas and necessary directions are issued whenever required to further strengthen the internal financial control system & procedures keeping in view the dynamic business environment in which the Company operates.

Reports of the auditors are reviewed, compliances are ensured and the reports along with the compliances are apprised to Audit committee periodically. Proactive steps have been taken to ensure compliance with various upcoming regulations through deployment of cross functional teams. The Company at all times encourages the employees to adopt fair, compliant and ethical practices. In addition, implementation and effectiveness of internal financial controls during 2020-21 was also reported by the internal and statutory Auditors of the Company.

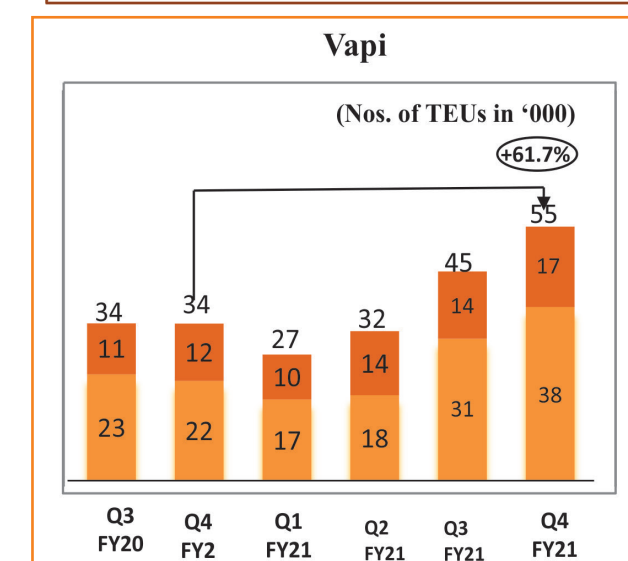
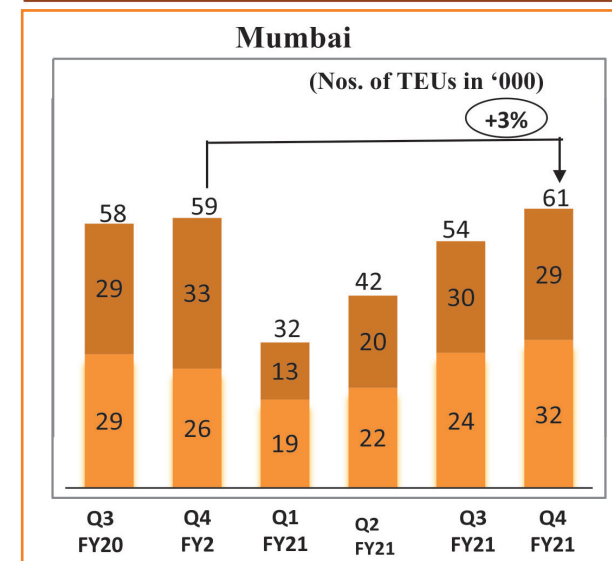
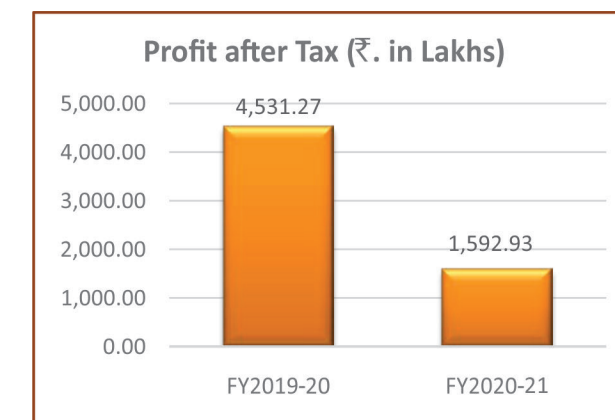
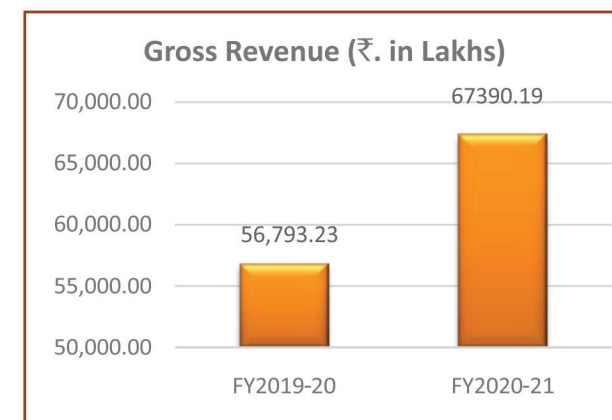
FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

A summary of the financial performance of the Company for the financial year 2020-21 as compared to the previous financial year is given below:

(₹ in Lakhs)

Particulars	FY 2020-21	FY 2019-20
Total Revenue	67,390.19	56,793.23
Total Expenses	64,120.74	49,051.95
Profit Before Tax	3,269.45	7,741.28
Tax Expenses		
Current Tax	570.00	1,361.72
Earlier Year Tax	(20.88)	(18.63)
Deferred Tax Expenses	1,127.40	1,866.92
Total Tax Expenses	1,676.52	3,210.01
Profit After Tax (A)	1,592.93	4,531.27
Other Comprehensive Income, net of tax		
Items that will not to be reclassified to Profit and Loss (B)	(9.34)	(22.49)
Total Comprehensive Income for the year (A + B)	1,583.59	4,508.78
Earning per equity shares (face value ₹ 10/- per share)		
Basic and Diluted	1.06	3.01

OPERATION VOLUMES CFS AND ICD



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

Ratios	Unit	FY 2020-21	FY 2019-20	Change (%)	Reason
Operating Profit	%	35.44	47.67	-26%	Due to COVID-19 related consequences, the operations of company were managed after meeting additional cargo handling charges, the major component of which includes the cost of retaining the manpower involved in operations. Further increase in cost of other variables in the uncertain scenario faced during the year like diesel prices at ultimately lowered the operating profit margin.
Net Profit Margin	%	2.37	7.98	-70%	Apart from the reasons contributing the decline in operating profit margin, the reasons contributing the decline in net profit margin are: 1. Increase in finance costs owing to increased interest costs due to availment of moratorium facility provided during COVID regime due to which the interest costs did not declined which does when continuous payment of instalments is done. 2. Increase in depreciation costs owing to the major capitalisation of capital work in progress done as was due to be done in current year.
Return on Networth	%	0.88	2.54	-65%	The decline was corresponding to the decline in operating and net profit margin
Interest Coverage Ratio	Times	1.54	2.63	-41%	The decline in Interest Coverage Ratio was corresponding to the decline in operating and net profit margin and increase in finance costs met during the year.
Current Ratio	Times	0.94	0.77	22%	The rise was corresponding to increase in time lag in collection of debtors due to impact over liquidity in hands of customers.
Debt/Equity Ratio	Times	0.27	0.27	0%	The debt equity ratio is maintained at constant levels.

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

Your Company endeavors to provide a conducive workplace with best standards and believes that employees are the most important assets. To ensure that an effective and the right resource is acquired, your company continuously strengthens and updates its hiring mechanism.

Being a Service Provider of essential services employees are the key assets. The Company has adopted people practices that enable it to attract and retain talent in an increasingly competitive market; and to foster a work culture that is always committed to providing the best opportunities to employees to realise their potential.

The COVID-19 pandemic and the subsequent lockdown created various challenges with regards to managing business operations and ensuring the realisation of customer expectations and this created opportunities for the HR function to apply alternative thinking to drive engagement, build capability, create alignment and ensure that employees and their families were protected. Delivering profitable and sustained growth has involved the HR function partnering with stakeholders to focus on business priorities through a sharpened focus on the identification and development of talent, grooming future leaders based on succession readiness plans, revisiting key HR policies after evaluating feedback from employees, developing opportunities for career growth and ensuring harmonious industrial relations such that a culture of high performance is developed and sustained. Despite the ports and port-related activities being designated as essential services, the difficulties for carrying out the functions of transportation and cargo handling were challenging.

In response to the COVID-19 outbreak, the Company took number of steps to prevent the spread. These were:

- Migrating from physical to digital trainings and conferences.
- Allowing "Work From Home" to most of the Back Office Staff.
- Curtailling domestic travels.
- Taking precautionary measures like sanitisation of offices, availability of hand sanitisers and masks.
- Introducing operations in multiple shifts to ensure lesser number of employees at the workplace.
- Implementing various COVID-19 related policies for the welfare of the employees.
- Conducting periodic COVID-19 health risk assessment of employees through calling, and contact tracing.
- Allowing employees infected by COVID-19, paid leaves over and above the yearly leave quota available to them.

As on March 31, 2021, the Company had a workforce of 516 people on rolls.

INDEPENDENT AUDITORS' REPORT

**To the Members of NAVKAR CORPORATION LIMITED,
Report on the Audit of Ind AS Financial Statements – 31st
March, 2021**

Opinion

We have audited the accompanying financial statements of NAVKAR CORPORATION LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2021, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 "ICAI" together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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

We draw attention to Note no. 39 of the financial statements, which describes the management's assessment of the impact of the uncertainties related to outbreak of COVID-19 on the business operations of the company.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2021. 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. In addition to the matter described in the Emphasis of Matter Para above, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
<p>1.Revenue from contracts with customers (described in Note 2 (K) of the financial statements)</p> <p>Assessment of Revenue from contracts with customers as a basis of accounting:</p> <p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.</p> <p>The Company is engaged in Container Freight Station (CFS) and Inland Container Depot (ICD) operations and related activities. It has developed procedures to record the revenue on the basis of the movement of the cargo and revenue accrues as per Indian Accounting Standard 115.</p> <p>Due to different terms with different customers and transaction price, there is a risk that the revenue or discounts or rebates; might not be recorded correctly.</p> <p>Revenue is a key parameter to ascertain the Company's performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it has been considered to be a key audit matter in our audit of these financial statements.</p>	<p>Our procedures included the following:</p> <p>We assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates.</p> <p>We performed sample tests of individual sales transaction and traced to related documents, considering the terms of performance.</p> <p>We tested cut-off procedures with respect to year-end sales transactions made.</p> <p>We also performed analytical procedures of revenue by streams to identify any unusual trends.</p> <p>We have identified invoices booked in tracker software with books of account and verified the reconciliation for differences</p> <p>Conclusion</p> <p>Based on our combination of procedures involving enquiry, observation, and inspection of evidence in respect of operation of these controls, we have concluded that the revenue has been recognized in accordance with the relevant accounting standards.</p>

1. Lease accounting as per Ind AS 116 (described in Note 21 of the financial statements)

Application and Assessment of Lease under Ind AS 116:

During the year under review, the company has entered into certain transactions which fall under the preview of Ind AS 116

Leases are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease in the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease terms as per the contract/arrangement. Adoption of the standard involves judgments and estimates including, determination of the discount rates and the lease term.

Additionally, the standard mandates detailed disclosures in respect of lease transactions.

Our procedures included the following :

We have assessed and tested new processes and controls in respect of the lease accounting standard Ind AS 116;

We have assessed the evaluation made by the company on the identification of leases based on the contractual agreements and our knowledge of the business.

We have evaluated the reasonableness of the discounting rate applied in determining the lease liabilities;

We have tested completeness of the lease data used in computing ROU asset and the lease liabilities.

On a statistical sample, we performed the following procedures:

Assessed the key terms and conditions of each lease with the underlying lease contracts; and

Evaluated computation of lease liabilities and the key estimates such as discount rates and the lease term.

Assessed and tested the presentation and disclosure relating to Leases.

Conclusion:

Based on the combination of procedures, observations and evidences, we have concluded that the Lease has been recognized in accordance with the relevant accounting standards.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director 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 for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of

the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the 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.

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

- Identify and assess the risks of material misstatement of the 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.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the specified under Section 133 of the Act, read with relevant rules issued thereunder;
 - e) On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act and;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid or provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act;
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2021 on its financial position in its financial statements - Refer to Note 44 on Contingent Liabilities to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2021;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021;

For Uttam Abuwala Ghosh & Associates

Chartered Accountants
ICAI Firm Registration Number: 111184W

Ajay Singh Chauhan

Partner

Place: Navi Mumbai

Membership No: 137918

Date: May 28, 2021

UDIN: 21137918AAAABI9314

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT - March 31, 2021

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

i. In respect of the Company's fixed assets .

- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed asset.
- (b) The fixed asset are physically verified by the Management according to phased programme designed to cover all the items over a period of 2-3 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 fixed asset has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties included in fixed asset are held in the name of the Company as at balance sheet date.

ii. The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and no material discrepancies were noticed on such physical verification.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. To the best of our knowledge and as explained, maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for or the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) According to information and explanation given to us the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues in respect of Provident Fund, Employees' State Insurance, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. However, in certain cases of income tax and goods and service tax, there has been a slight delay in depositing the statutory dues, with appropriate authorities.
(b) The particulars of dues of income tax and service tax as on March 31, 2021 which have not been deposited on account of disputes are as follows:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service Tax	104.20	October 2011 to March 2012	The Appellate Tribunal, Central Excise, Customs and Service Tax
The Finance Act, 1994	Service Tax	133.95	April 2013 to March 2017	The Joint Commissioner, CGST & CX.
The Income Tax Act, 1961	Income Tax	171.84	AY 2018-19	Income Tax Appellate Tribunal

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or banks at the balance sheet date. The Company does not have any loans or borrowings from Government. Further, the Company has not issued any debentures.

ix. In our opinion, during the current year, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Further, monies raised by way of the term loans have been applied by the Company during the year for the purposes for which they were raised.

- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the Management.
- xi. According to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. In our opinion the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanation given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Standalone Ind AS financial statements as required under the Indian Accounting Standard (Ind-AS) 24, "Related Party Disclosures" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The Company has neither made any preferential allotment of shares or fully or partly convertible debentures nor made any private placement of fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order is not applicable to the Company.

xv. According to the information and explanations given to us, the Company has not entered into any non-cash

transactions with its directors or persons connected to its directors. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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

Ajaysingh Chauhan
Partner
Membership No: 137918
UDIN: 21137918AAAABI9314

Place: Navi Mumbai

Date: May 28, 2021

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT - March 31, 2021

Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of NAVKAR CORPORATION LIMITED

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Ind AS financial statements of NAVKAR CORPORATION LIMITED ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial

controls over financial reporting with reference to these Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these Ind AS financial statements.

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

A company's internal financial control over financial reporting with reference to these Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Ind AS financial statements includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

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

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Ind AS financial statements to future periods are

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

Opinion

In our opinion, and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting with reference to Ind AS financial statements

criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Ajaysingh Chauhan
 Partner
 Membership No: 137918
 UDIN: 21137918AAAABI9314

Place: Navi Mumbai
 Date: May 28, 2021

BALANCE SHEET

as at March 31, 2021

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
I ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	3	2,16,585.13	2,09,891.19
(b) Capital work-in-progress	3	4,224.80	4,604.13
(c) Investment Property	4	4,916.12	4,916.12
(d) Intangible Assets	5	1,051.14	1,145.19
(e) Financial Assets			
(i) Others	6	740.51	593.45
(f) Income Tax Assets (Net)	7	48.87	127.40
(g) Deferred Tax Assets (Net)	8	2,712.55	3,814.01
(h) Other Non-Current Assets	9	1,543.05	1,332.76
		2,31,822.17	2,26,424.25
2. Current Assets			
(a) Inventories	10	621.96	966.28
(b) Financial Assets			
(i) Trade Receivables	11	10,733.83	8,003.27
(ii) Cash and Cash Equivalents	12	689.61	237.09
(iii) Other Bank Balances other than (ii) above	13	1.91	1.91
(iv) Loans	14	33.63	49.06
(v) Others	15	490.65	577.87
(c) Current Tax Assets (Net)	16	338.28	-
(d) Other Current Assets	17	4,549.86	6,452.68
		17,459.73	16,288.16
Total Assets		2,49,281.90	2,42,712.41
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	18	15,051.92	15,051.92
(b) Other Equity	19	1,66,456.20	1,64,872.60
		1,81,508.12	1,79,924.52
Liabilities			
1. Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	46,979.65	41,041.80
(ii) Other Financial Liabilities	21	1,526.05	-
(b) Provisions	22	657.54	572.30
		49,163.24	41,614.10
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	1,431.82	6,701.04
(ii) Trade Payables	24		
(a) Total outstanding dues of micro enterprises and small enterprises		276.13	283.29
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,858.84	2,728.25
(iii) Others	25	14,108.29	9,761.64
(b) Other Current Liabilities	26	460.48	1,106.33
(c) Provisions	27	474.98	401.81
(d) Current Tax Liabilities (Net)	28	-	191.43
		18,610.54	21,173.79
Total Equity and Liabilities		2,49,281.90	2,42,712.41
Significant accounting policies and Notes to the Financial Statements	1-50		

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

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

Ajaysingh Chauhan
Partner
Membership Number: 137918

Place : Navi Mumbai
Date : May 28, 2021

For and on behalf of the Board of Directors

Shantilal Mehta
Chairman and Managing Director
DIN : 00134162

Dinesh Jain
Chief Executive Officer

Place : Navi Mumbai
Date : May 28, 2021

Nemichand Mehta
Whole Time Director
DIN : 01131811

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2021

(₹ in lakhs)

Particulars	Note No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
I Revenue			
Revenue from Operations	29	67,236.48	56,709.82
Other Income	30	153.71	83.41
Total Income		67,390.19	56,793.23
II Expenses			
Cost of Services	31	43,405.53	29,678.81
Employee Benefits Expenses	32	3,516.20	3,558.62
Finance Costs	33	6,026.40	4,761.37
Depreciation and Amortisation Expenses	34	5,002.24	4,209.99
Other Expenses	35	6,170.37	6,843.16
Total Expenses		64,120.74	49,051.95
III Profit Before tax (I- II)		3,269.45	7,741.28
IV Less: Tax Expense:	16, 28		
Current Tax		570.00	1,361.72
Earlier year tax		(20.88)	(18.63)
MAT		(221.08)	457.28
Deferred Tax		1,348.48	1,409.64
Total Tax Expense		1,676.52	3,210.01
V Profit for the year (III-IV)		1,592.93	4,531.27
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		(14.35)	(34.57)
Tax Effect on above		5.01	12.08
Other Comprehensive Income for the year, net of tax		(9.34)	(22.49)
VII Total Comprehensive Income for the year (V+VI)		1,583.59	4,508.78
(Comprising Profit and Other Comprehensive Income for the year)			
VIII Earnings Per Equity Share (Face Value ₹ 10 Per Share):	36		
Basic and Diluted (₹)		1.06	3.01
Significant accounting policies and Notes to the Financial Statements	1-50		

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

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

Ajaysingh Chauhan
Partner
Membership Number: 137918

Place : Navi Mumbai
Date : May 28, 2021

For and on behalf of the Board of Directors

Shantilal Mehta
Chairman and Managing Director
DIN : 00134162

Dinesh Jain
Chief Executive Officer

Place : Navi Mumbai
Date : May 28, 2021

Nemichand Mehta
Whole Time Director
DIN : 01131811

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

CASH FLOW STATEMENT

for the year ended March 31, 2021

(₹ in lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
A. Cash Flow from Operating Activities		
Net Profit Before Tax	3,269.45	7,741.28
Adjustments:		
Depreciation and Amortization of Property, Plant and Equipment	4,878.03	4,123.38
Amortisation and Impairment of Intangible Assets	124.21	86.61
Loss/ (Profit) on sale of property, plant and equipment (net)	257.51	38.06
Unrealised Foreign Exchange (Gain)/ Loss	(2.57)	198.27
Finance Income (including fair value change in Financial Instruments)	(8.01)	(9.44)
Provision/ (Reversal of Provision) for Loss Allowance on Trade Receivables	(7.30)	6.65
Finance Costs (Including fair value change in Financial Instruments)	6,026.40	4,761.37
Operating cash flows before working capital changes	14,537.72	16,946.19
Adjustments for changes in Working Capital		
Decrease/ (Increase) in Inventories	344.32	(32.02)
Decrease/ (Increase) in Trade Receivables	(2,723.26)	(1,063.09)
Decrease/ (Increase) in Current Loans	15.43	17.79
Decrease/ (Increase) in Non-Current Financial Assets - Others	(145.59)	16.52
Decrease/ (Increase) in Financial Assets - Other	87.22	(137.73)
Decrease/ (Increase) in Other Current Assets	1,902.83	(2,017.91)
Decrease/ (Increase) in Other Non Current Assets	12.70	209.28
Increase/ (Decrease) in Trade Payables	(874.00)	1,506.06
Increase/ (Decrease) in Current Financial Liabilities - Other	(1,582.75)	1,727.34
Increase/ (Decrease) in Other Current Liabilities	(645.86)	421.78
Increase/ (Decrease) in other Non-Current Financial Liabilities	1,308.93	
Increase/ (Decrease) in Non-Current Provisions	70.89	(99.25)
Increase/ (Decrease) in Current Provisions	73.18	(2.60)
Cash generated from operations	12,381.75	17,492.36
Income taxes paid	(1,021.23)	(1,014.69)
Net cash flow from operating activities (A)	11,360.52	16,477.67
B. Cash Flow from Investing Activities		
Purchase or construction of property, plant and equipment (including capital work-in-progress and capital advances)	(12,415.24)	(17,600.91)
Proceeds from/ (Investment in) fixed deposits (net)	-	429.54
Proceeds from sale of property, plant and equipment	711.92	168.04

Interest Received	8.01	9.44
Net cash used in investing activities (B)	(11,695.30)	(16,993.89)
C. Cash Flow from Financing Activities		
Proceeds from/ (Repayment of) Non-Current Borrowings (net)	10,878.90	1,575.10
Proceeds from/ (Repayment of) Current Borrowings	(5,269.22)	2,393.46
Finance Costs	(4,822.39)	(3,834.90)
Net cash generated from financing activities (C)	787.29	133.66
Net increase/(decrease) in cash and cash equivalents (A+B+C)	452.51	(382.56)
Cash and cash equivalents at the beginning of the year	237.09	619.65
Cash and cash equivalents at the end of the year	689.61	237.09
Net increase/(decrease) in cash and cash equivalents	452.52	(382.56)

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

The accompanying notes are an integral part of these financial statements

As per our report of even date.

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

Ajaysingh Chauhan
Partner
Membership Number: 137918

Place : Navi Mumbai
Date : May 28, 2021

For and on behalf of the Board of Directors

Shantilal Mehta
Chairman and Managing Director
DIN : 00134162

Dinesh Jain
Chief Executive Officer

Place : Navi Mumbai
Date : May 28, 2021

Nemichand Mehta
Whole Time Director
DIN : 01131811

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2021

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

(₹ in Lakhs)

Particulars	Note No.	Numbers in lakhs	Amount
Balance at the March 31, 2019	18	1,505.19	15,051.92
Changes in equity share capital during the year 2019-2020		-	-
Balance at the March 31, 2020	18	1,505.19	15,051.92
Changes in equity share capital during the year 2020-2021		-	-
Balance at the March 31, 2021	18	1,505.19	15,051.92

B. Other Equity

(₹ in Lakhs)

Particulars	Note No.	Reserve and Surplus					Total Other Equity
		Capital Reserve on Amalgamation	Securities Premium	Capital Redemption Reserve	Capital Contribution by Shareholders	Retained Earnings	
Balance as at March 31, 2019	19	4,896.50	91,271.20	1,221.89	8,216.74	54,757.49	160,363.82
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	4,531.27	4,531.27
Other Comprehensive Income		-	-	-	-	(22.49)	(22.49)
Issue of share capital		-	-	-	-	-	-
Share Issue expenses		-	-	-	-	-	-
Transfer to Capital Redemption Reserve		-	-	241.84	-	(241.84)	-
Balance as at March 31, 2020	19	4,896.50	91,271.20	1,463.73	8,216.74	59,024.44	164,872.61
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	1,592.93	1,592.93
Other Comprehensive Income		-	-	-	-	(9.34)	(9.34)
Issue of share capital		-	-	-	-	-	-
Share Issue expenses		-	-	-	-	-	-
Transfer to Capital Redemption Reserve		-	-	201.63	-	(201.63)	-
Balance as at March 31, 2021	19	4,896.50	91,271.20	1,665.36	8,216.74	60,406.40	166,456.20

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

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

For and on behalf of the Board of Directors

Ajaysingh Chauhan
Partner
Membership Number: 137918

Shantilal Mehta
Chairman and Managing Director
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Nemichand Mehta
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DIN : 01131811

Place : Navi Mumbai
Date : May 28, 2021

Dinesh Jain
Chief Executive Officer

Anish Maheshwari
Chief Financial Officer

Deepa Gehani
Company Secretary

Place : Navi Mumbai
Date : May 28, 2021

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

Note 1: Company Overview

Navkar Corporation Limited ("the Company") is a public limited Company domiciled in India having its registered office at 205-206, J. K. Chambers, Sector-17, Vashi, Navi Mumbai, - 400 705. The Company was incorporated on September 29, 2008 under the provisions of the erstwhile Companies Act, 1956.

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

The financial statements are authorized for issue in accordance with a resolution of Board of Directors on May 28, 2021.

Note 2: Summary of Significant Accounting Policies

A. Basis of preparation of financial statements

(i) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind-AS are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

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

New Accounting standards issued but not Effective.

Ministry of company Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2021.

(ii) Basis of preparation

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

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

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

(iii) Current versus non-current classification

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

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

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

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

B. Use of estimates

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

C. Critical accounting estimates

(i) Income taxes

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

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

(ii) Property, plant and equipment

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

(iii) Defined benefit plans

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

(iv) Fair value measurement of financial instruments

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

(v) Revenue from contracts with customers

The Company's contracts with customers include promises to provide the services to the customers. Revenue is recognized on satisfaction of each performance obligation (distinct services) as per the terms of the contract. Performance obligations are treated as distinct obligation: a) When it is identifiable separately from other obligations in the contract; b) Its progress can be measured separately; c) Transaction price to the performance obligation can be allocated; d) The customer will not be required to re-perform the services already performed in case it decides to terminate the contract at that stage; e) There will not be any impairment in the value of services already performed; and f) The customer can get the rest of the performance without intervention.

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

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

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

D. Property, Plant and Equipment

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

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

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with estimate of an asset's expected useful lives and are depreciated accordingly. The useful lives and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

The Company depreciates property, plant and equipment (others than freehold land) over their estimated useful lives using the straight-line method. Management, based on a technical evaluation, evaluates the useful lives of the assets reflecting the number of years over which these assets are expected to remain in service. The estimated useful lives of assets are as follows:

Description of Asset	Estimated useful lives In years
Building	3 to 60
Computer & Printer	3
Furniture & Fixtures	10
Railways Slidings	20
Roads	10
Networks & Servers	3 to 6
Office Equipments	5
Electrical Installation	10
Plant & Machinery	10 to 20
Motor Vehicles	8 to 20

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

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

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of BalanceSheet are disclosed as "Capital work-in-progress".

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

E. Investment property

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

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

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

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

F. Intangible Assets

Intangible asset are stated at cost, net of accumulated amortisation and impairment losses, if any. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The amortization period and the amortisation method are reviewed at the end of each financial year. Intangible assets acquired separately are measured on initial recognition at cost.

Description of Asset	Estimated useful lives In Years
Software	3
Railway licences	20

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

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

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Capital work in progress includes the cost of intangible assets including expenditure incurred on survey, evaluation & investigation of projects that are not yet ready for their intended use and the cost of assets not put to use before the Balance Sheet date. However, at any stage, if management decides to abandon a project the expenditure incurred thereon is charged to the Statement of Profit and Loss.

G. Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made.

Asset whose carrying value exceeds their recoverable amount are written down to the recoverable amount and an impairment loss is recognized in the Statement of Profit and Loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

H. Financial instruments

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

Part I - Financial Assets

a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus transaction cost, that are attributable to the acquisition of the financial asset. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

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

Financial Assets at amortised cost:

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

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

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

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

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

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

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through Statement of Profit and Loss)

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

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

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

Equity investments

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

c) De-recognition

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

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, or not transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement along with its associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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

d) Impairment of financial assets

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

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of expected credit losses on trade receivables, or contract revenue receivables to 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The application of simplified approach does not require the Company to track changes in credit risk. Unbilled revenue which are not fair valued through Statement of Profit and Loss are measured at an amount equal to lifetime ECL. Trade receivables and unbilled revenues are presented net of impairment in the Balance Sheet.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. On that basis, the Company estimates the following provision matrix at the reporting date.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

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

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

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

Part II - Financial Liabilities

a) Initial recognition and measurement

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

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

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Statement of Profit and Loss, loans and borrowings, payables, or as derivatives designated as hedging instruments at an effective hedge, as appropriate.

b) Subsequent measurement

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

Financial liabilities at fair value through Statement of Profit and Loss

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

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

Loans and borrowings

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

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

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the Statement of Profit and Loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

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

c) De-recognition

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

d) Offsetting of financial instruments

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

I. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement not there in company) Derivative financial instruments, are such as forward currency contracts, option's and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

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

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

J. Inventories

Inventories are valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs to sell. Inventories are revalued at regular intervals providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts.

K. Recognition of Revenue

Cargo Handling Services :

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

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

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

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

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

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

Auction Sale:

Company auctions imported goods other than the goods lying in the bonded warehouses and goods meant for export after the expiry of specified time limit after giving due notice to the party. Bids are invited and goods are sold to the party which bids highest amount. Company recognises the revenue as when the risk and rewards associated with the goods are transferred to the party and bid amount is due or received.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

Transportation:

Company provides transportation services to its customer by Road and Rail. Revenue from transportation by road is accounted for as and when the performance obligation is done and mutually agreed consideration for the rendered services is due or received. Such revenue is recorded as income from Goods and Transport Agency services whereas the income from transportation through railway is clubbed with Cargo Handling Services income as bundled services.

Repairs & Maintenance Services:

Company provides Maintenance and Repair Services to containers of Shipping lines. Company accounts for a revenue as and when the agreed services are rendered and consideration for the rendered services is due or received.

Electronic Data Interchange:

Company facilitates document processing related to import and export of goods to its customer. Recognises the income once the service is rendered and consideration for the rendered service is due or received.

Contract balances:

Trade receivables

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

Contract liabilities

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

L. Other Income

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

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

M. Provisions and Contingent Liabilities

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the company expects some or all of the provisions to be reimbursed, the expense relating to the provisions are presented in the Statement of Profit and Loss net of any reimbursement.

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

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

N. Accounting for Taxation of Income

(i) Current taxes

Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by and as applicable to the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised at current tax rate in the Statement of Profit and Loss. The credit available under the Income Tax act, 1961 in respect of MAT paid is

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

recognised as an asset only when and to the extent there is convincing evidence that the individual Company will pay normal income tax during the period for which the MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

(ii) Deferred taxes

Deferred income tax assets and liabilities are recognized for all differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

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

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

O. Fair value measurement

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

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

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

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

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

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

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

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

P. Foreign Currency-Transactions and Balances

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

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

Monetary assets and liabilities denominated in foreign currencies are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The Gains and losses arising on account of differences in foreign exchange rates on settlement/ or translation dates of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use. These are included in the cost of the respective assets when they are regarded as an adjustment to interest costs on the foreign currency borrowings.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction. Other comprehensive income, net of taxes, includes translation differences on non-monetary financial assets measured at fair value at the reporting date, such as equities classified as financial instruments and measured at fair value through other comprehensive income (FVOCI).

Q. Borrowing Costs

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

R. Leases

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

Company as a Lessee

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

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

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

The Company as a lessor

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

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

S. Employee Benefits

a) Short-term obligations

Short Term Liabilities for wages and salaries, expected cost of the bonus and ex-gratia including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits when the liabilities are settled. All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Other Long-term employee benefit obligations

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

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

c) Post-employment obligations

The Company operates the following post-employment schemes:

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

Defined benefit plan - Gratuity Obligations

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

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

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

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

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

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

Defined Contribution Plan

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

T. Earnings Per Share

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

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

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

U. Cash and Cash Equivalents

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

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

V. Insurance claims

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

W. Segment Reporting

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

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

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

The Company operates in a single reporting segment and does not meet the quantitative thresholds laid down under the Ind AS 108 – “Segment Reporting” for reportable segments, it has not been considered for segment reporting.

X. Equity Instruments

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

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

Note 3 : Property, Plant and Equipment:

Particulars	Land and Land Developments	Building	Plant and Machinery	Furniture and Fixtures	Computer Equipment's	Motor Vehicles	Office Equipment's	Railway Sidings	Electrical Installation	Roads	ROU Assets	Total	Capital Work-in Progress	₹ in lakhs)	
Gross Carrying Amount as at April 1, 2019	1,15,689.64	29,603.64	13,861.86	1,232.88	1,209.79	16,621.76	731.71	25,566.50	176.18	1,479.07		2,06,173.03	12,154.33		
Additions / Transfer	13,719.82	640.24	3,885.54	41.30	25.95	2,678.06	35.80	2,496.10	-	-	-	23,522.81	13,613.51		
Disposals		(133.55)	(33.55)	(38.34)	-	(69.16)						(274.60)	(21,163.71)		
Gross Carrying Amount as at April 1, 2020	1,29,409.46	30,110.33	17,713.85	1,235.84	1,235.74	19,230.65	767.51	28,062.60	176.18	1,479.07		2,29,421.24	4,604.13		
Additions / Transfer	1,324.04	888.61	730.48	3.79	13.08	6,959.04	15.79	150.72	-	-	2,455.83	12,541.38	9,333.03		
Disposals	(8.18)	(66.92)	-	(19.21)	(0.23)	(1,397.77)						(1,492.31)	(9,712.36)		
Gross Carrying Amount as at March 31, 2021	1,30,725.32	30,932.02	18,444.33	1,220.42	1,248.59	24,791.92	783.30	28,213.32	176.18	1,479.07	2,455.83	2,40,470.31	4,224.80		
Accumulated depreciation as at April 1, 2019	-	1,871.47	2,877.62	378.02	989.52	3,879.92	460.00	4,840.50	17.22	160.88		15,475.15	-		
Depreciation charged during the year	-	746.51	686.68	108.18	71.01	883.98	91.19	1,378.07	16.77	141.00		4,123.39	-		
Accumulated depreciation on deletions	-	(5.91)	(15.29)	(10.15)	-	(37.15)						(68.50)	-		
Accumulated depreciation as at April 1, 2020	-	2,612.07	3,549.01	476.05	1,060.53	4,726.75	551.19	6,218.57	33.99	301.88		19,530.04	-		
Depreciation charged during the year	-	785.58	876.55	112.13	70.35	988.91	91.06	1,333.11	16.76	138.40	465.17	4,878.02	-		
Accumulated depreciation on deletions	-	(3.94)	-	(6.79)	(0.01)	(512.14)						(522.88)	-		
Accumulated depreciation as at March 31, 2021	-	3,393.71	4,425.56	581.39	1,130.87	5,203.52	642.25	7,551.68	50.75	440.28	465.17	23,885.19	-		
Net carrying amount as at March 31, 2021	1,30,725.32	27,538.31	14,018.77	639.03	117.72	19,588.40	141.05	20,661.64	125.43	1,038.79	1,990.66	2,16,585.13	4,224.80		
Net carrying amount as at March 31, 2020	1,29,409.46	27,498.26	14,164.84	759.79	175.21	14,503.90	216.32	21,844.03	142.19	1,177.19	-	2,09,891.15	4,604.13		
Net carrying amount as at March 31, 2019	1,15,689.64	27,732.17	10,984.24	854.86	220.27	12,741.84	271.71	20,726.00	158.96	1,318.19	-	1,90,697.88	12,154.33		

1. Capitalised Borrowing Costs

The amount of borrowing costs capitalised during the year ended March 31, 2021 was ₹ NIL (March 31, 2020: ₹ 518.74 lakhs) which is related to various assets at Inland container depot situated at Vapi.

2. Asset under construction

Capital Work-in Progress as at March 31, 2021 comprises expenditure for expansion of company's projects.

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

Property, Plant and Equipment having a gross block value of ₹ 93,563.64 lakhs (March 31, 2020 : ₹ 78,794.15 lakhs) are pledged as security for availing loans are subject to first charge/ collateral to secure those loans taken by the Company.

4. The Gross carrying amount of any fully depreciated property, plant and equipment is ₹ 1282.00 lakhs (March 31, 2020: ₹ 1135.60 lakhs) that is still in use.

NOTES TO THE FINANCIAL STATEMENT for the year ended March 31, 2021

Note 4 : Investment Property

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Gross Carrying Amount		
Opening gross carrying amount	4,916.12	4,916.12
Additions	-	-
Closing gross carrying amount	4,916.12	4,916.12
Accumulated Depreciation		
Opening accumulated depreciation	-	-
Depreciation charged for the year	-	-
Closing accumulated depreciation	-	-
Net carrying amount	4,916.12	4,916.12

Notes:

- The Investment Property consist of Land and Land Developments.
- The Board of Directors had decided in their meeting held on November 25, 2016 for development of Residential Township on approximately 45 acres of land of the Company situated at Narpoli and Dahivali in Panvel, District Raigarh, Maharashtra, located in close proximity to the other residential projects.

c) Disclosure for Fair Value

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Investment Property	11,779.06	11,779.06

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

As at March 31, 2021 and March 31, 2020, the fair values of the properties are ₹ 11,779.06 lakhs and ₹ 11,779.06 lakhs respectively. These valuations are based on valuations performed by Ramachandra & Associates, an accredited independent valuer. Ramachandra & Associates is a specialist in valuing these types of investment properties.

Note 5 : Intangible Assets

Particulars	(₹ in Lakhs)		
	Software*	Licences**	Total
As at March 31, 2019	317.39	-	317.39
Additions	29.05	1,000.00	1,029.05
Disposals	-	-	-
As at March 31, 2020	346.44	1,000.00	1,346.44
Additions	35.59	-	35.59
Disposals	(11.00)	-	(11.00)
As at March 31, 2021	371.03	1,000.00	1,371.03
Accumulated amortisation and impairment	114.64		114.64
Amortisation charged during the year	82.37	4.24	-
Disposals	-	-	-
As at March 31, 2019	197.01	4.24	201.25
Amortisation charged during the year	76.74	47.47	124.21
Disposals	(5.57)	-	(5.57)
As at March 31, 2020	268.18	51.71	319.89
Net carrying amount as at March 31, 2021	102.85	948.29	1,051.14
Net carrying amount as at March 31, 2020	149.43	995.76	1,145.19
Net carrying amount as at March 31, 2019	202.75	-	202.75

Note:

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

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

Note 6 : Non-Current Financial Assets - Others

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Carried at amortised cost		
Security Deposits	555.80	500.92
Fixed Deposits with Banks with a maturity period more than 12 months*	184.71	92.53
Total	740.51	593.45

[*under lien against bank guarantee and loans from banks]

Note 7 : Income Tax Assets (Net)

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Income Tax assets	5,720.59	4,437.40
Less: Provision for Tax	(5,671.72)	(4,310.00)
Total	48.87	127.40

Note 8 : Deferred Tax Assets (Net)

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

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Deferred Tax (Liabilities) / Assets arising on account of timing differences in:		
Property, Plant and Equipment including Intangible Assets - Depreciation	(9,707.75)	(8,515.14)
Gratuity & Leave Entitlement	248.66	217.89
Financial Instruments - Borrowings	189.77	199.41
Allowances for credit losses - Trade Receivables	11.08	13.63
Unused tax credits - MAT Credit Entitlement	11,793.50	11,551.50
Others	177.29	346.73
Deferred Tax Assets (net)	2,712.55	3,814.01

Movement in Deferred Tax (Liabilities) / Assets

Particular	(₹ in Lakhs)					
	Depreciation	Gratuity & Leave Entitlement	Borrowings	Unused tax credits	Others (Including Allowance for credit losses)	Total
As at March 31, 2019	(7,200.22)	241.40	143.35	12,002.86	475.55	5,662.94
Charged/ (Credited):						
To Profit and Loss	(1,314.92)	(11.43)	56.06	(451.36)	(115.20)	(1,836.85)
To Other Comprehensive Income	-	(12.08)	-	-	-	(12.08)
As at March 31, 2020	(8,515.14)	217.89	199.41	11,551.50	360.36	3,814.01
Charged/ (Credited):						
To Profit and Loss	(1,192.62)	25.76	(9.64)	242.00	(171.99)	(1,106.47)
To Other Comprehensive Income	-	5.01	-	-	-	5.01
As at March 31, 2021	(9,707.75)	248.66	189.77	11,793.50	188.37	2,712.55

Note 9 : Other Non-Current Assets

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Capital Advances	1,514.88	1,291.89
Prepaid Expenses	28.17	40.87
Total	1,543.05	1,332.76

Note 10 : Inventories

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Stock of Spare Parts and Consumables	621.96	966.28
Total	621.96	966.28

Note 11 : Current Financial Assets - Trade Receivables

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	10,733.83	8,003.27
Trade Receivables which have significant increase in Credit Risk	31.70	39.00
Less : Allowance for credit losses	(31.70)	(39.00)
Trade Receivables - credit impaired	-	-
Total	10,733.83	8,003.27

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

Note 12 : Current Financial Assets - Cash and Cash Equivalents

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Bank Balances		
-In current accounts	659.35	219.38
Cash on Hand	30.26	17.71
Total	689.61	237.09

Note 13 : Current Financial Assets - Other Bank Balances

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Balance in IPO Application Money Refund Account	1.91	1.91
Total	1.91	1.91

Note 14 : Current Financial Assets - Loans

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Advances to Employees	33.63	49.06
Total	33.63	49.06

Note 15 : Current Financial Assets - Others

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Security Deposits	423.98	468.49
Others	66.67	109.38
Total	490.65	577.87

Note 16 : Current Tax Assets (Net)

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Income Tax Assets	908.28	-
Less: Provision for Income Tax	(570.00)	-
Total	338.28	-

Note 17 : Other Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Accrued Income	3,797.38	4,641.48
Advances other than capital advances:		
Advance payment to vendors	396.79	1,328.73
Balance with government authorities:		
- Service Tax	7.82	7.82
Prepaid expenses	347.87	474.65
Total	4,549.86	6,452.68

Note 18 : Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised Capital		
21,50,00,000 (March 31, 2020: 21,50,00,000) Equity Shares of ₹ 10 each	21,500.00	21,500.00
50,00,000 (March 31, 2020 : 50,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each	500.00	500.00
6,00,000 (March 31, 2020 : 6,00,000) 6% Cumulative Redeemable Preference Shares of ₹ 100 each	600.00	600.00
Total	22,600.00	22,600.00
Issued, Subscribed and Paid up Capital		
15,05,19,181 (March 31, 2020:15,05,19,181) Equity Shares of ₹ 10 each fully paid up	15,051.92	15,051.92
Total	15,051.92	15,051.92

(a) Terms / rights attached to:**Equity Shares**

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

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year**Equity Shares:**

Particulars	Year Ended March 31, 2021		Year Ended March 31, 2020	
	Number of shares (in lakhs)	Amount (₹ in lakhs)	Number of shares (in lakhs)	Amount (₹ in lakhs)
Balance as at the beginning of the year	1,505.19	15,051.92	1,505.19	15,051.92
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	1,505.19	15,051.92	1,505.19	15,051.92

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

Equity Shares Shares held by	As at March 31, 2021		As at March 31, 2020	
	Number of Shares (in lakhs)	%	Number of Shares (in lakhs)	%
Mr. Shantilal Mehta	450.75	29.95%	450.75	29.95%
Mr. Nemichand Mehta	289.00	19.20%	289.00	19.20%
Mrs. Shailaja Mehta	183.65	12.20%	183.65	12.20%
Sidhartha Corporation Private Limited	92.48	6.14%	92.48	6.14%
Nippon India Small Cap Fund	94.00	6.25%	-	0.00%
Reliance Capital Trustee Co. Ltd. - A/c Reliance Small Cap Fund	-	0.00%	95.41	6.34%

(d) Pursuant to approval of the shareholders of the Company accorded in the Annual General Meeting of the Company held on August 24, 2017, the Board of Directors, on November 01, 2017, had allotted and issued 79,11,158 Equity Shares of ₹ 10 each of the Company at an issue price of ₹ 183/- per Equity Share (including premium of ₹ 173/- per Equity Share) to Qualified Institutional Buyers pursuant to the Qualified Institutions Placement under Chapter VIII of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Section 42 of the Companies Act, 2013 and other applicable provisions and rules made thereunder.

The gross proceeds of QIP issue ₹ 14,477.42 lakhs had been utilised for the objects stated in the Placement Document dated October 30, 2017 and there has been no deviation in the use of QIP proceeds from the objects stated therein.

Note 19 : Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Reserve on Amalgamation	4,896.50	4,896.50
Capital Redemption Reserve	1,665.36	1,463.73
Securities Premium	91,271.20	91,271.20
Capital Contribution by Shareholders	8,216.74	8,216.74
Retained Earnings	60,406.40	59,024.43
Total	1,66,456.20	1,64,872.60

(i) Capital Reserve on Amalgamation

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance as at the beginning of the year	4,896.50	4,896.50
Add : Additions during the year	-	-
Balance as at the end of the year	4,896.50	4,896.50

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

(ii) Capital Redemption Reserve:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance as at the beginning of the year	1,463.73	1,221.89
Add : Additions during the year	201.63	241.84
Balance as at the end of the year	1,665.36	1,463.73

Note: The Company had issued redeemable non-convertible Preference Share. Accordingly, the Companies (Share Capital and Debentures) Rules, 2014 (as amended), require the Company to create CRR out of profits of the Company available for payment of dividend. CRR is required to be created for an amount which is equal to 100% of the amount to be redeemed of Preference Shares issued at the time of maturity. The CRR is required to be created over the life of Preference Share. The company has allotted two categories of preference shares : one is 0% Redeemable Cummulative Preference Shares and another one is 6% Redeemable Cummulative Preference Shares (which were issued to preference shareholders of Erstwhile Navkar Terminals Ltd in lieu of merger of the same into Navkar Corporation Ltd). In respect of former category, the Company has created CRR out of retained earnings for the proportionate amount (March 31, 2021: 69.79% and March 31, 2020 : 61.46%) and in respect of later one, the Company has created CRR out of retained earnings for the proportionate amount (March 31, 2021: 60.28% and March 31, 2020: 50.28%).

(iii) Securities Premium : (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance as at the beginning of the year	91,271.20	91,271.20
Add : Received on issue of shares in QIP during the year	-	-
Less: Amount utilised for share issue expenses	-	-
Balance as at the end of the year	91,271.20	91,271.20

Note - Securities premium is used to record the premium on issue of shares the amount is to be utilized in accordance with provision of the Act.

(iv) Capital Contribution by Shareholders: (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance as at the beginning of the year	8,216.74	8,216.74
Add: Contribution during the year	-	-
Balance as at the end of the year	8,216.74	8,216.74

(v) Retained Earnings: (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance as at the beginning of the year	59,024.43	54,757.49
Add: Profit for the year	1,592.93	4,531.27
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings	-	-
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(9.34)	(22.49)
Less: Transfer to Capital Redemption Reserve	(201.63)	(241.84)
Balance as at the end of the year	60,406.41	59,024.43

Note 20 : Non-Current Financial Liabilities - Borrowings (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Secured Term Loans* (Refer Note (a) below)		
Rupee Term Loans from Banks	32,346.47	29,712.69
Rupee Term Loans from Others	3,629.06	1,542.01
Unsecured Loans (Refer Note (b) below)		
Loans from Related Parties	9,360.98	8,317.11
Preference Share (Unsecured) (Refer Note (c) below)		
23,00,000 (March 31, 2020: 23,00,000) 0% Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up)	1,498.10	1,331.04
99,790 (March 31, 2020: 99,790) 6% Cumulative Redeemable Preference shares of ₹ 100 each fully paid up)	145.04	138.95
Total Non-Current Borrowings	46,979.65	41,041.80

* Net of Current maturities of long-term debts and Interest accrued, which are included in Note 25.

Notes:

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

Nature of Security	Terms of Repayment
Rupee Commercial Vehicle/Equipment/Auto Loans from Axis Bank amounting to ₹ 1,736.58 lakhs (March 31, 2020: ₹ 1,635.65 lakhs) secured by the equipments/vehicles purchased from the loan proceedings.	Repayable in 8-37 monthly instalments, Effective Rate of interest ranging from 8.35% - 10.05% p.a.
Loan by way of Guaranteed Emergency Credit Line (GECL) under ECLGS scheme of National Credit Guaranttee Trustee Company Limited amounting to ₹ 334.93 lakhs (March 31, 2020: NIL) secured by- Extension of second charge over the existing Primary & Collateral securities including mortgages created in favour of the Bank	Repayable in 57 monthly instalments, Effective rate of interest is 8.57% p.a.
Rupee Commercial Vehicle/Equipment/Auto Loans from HDFC Bank amounting to ₹ 2,353.43 lakhs (March 31, 2020: ₹ 2,337.88 lakhs) secured by the equipments/vehicles purchased from the loan proceedings. Extension of second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.	Repayable in 2-60 monthly instalments, Effective Rate of interest ranging from 5.25%- 10.07% p.a.
Rupee Commercial Vehicle Loans from ICICI Bank amounting to ₹ 649.71 lakhs (March 31, 2020: 630.06 lakhs) secured by the Equipments/vehicles purchased from the loan proceedings.	Repayable in 7 - 58 monthly instalments (in case of commercial vehicle loans), Effective Rate of interest ranging from 7.19% - 9.20% p.a.
Rupee Term Loan from ICICI Bank amounting to ₹ 3,256.15 lakhs (March 31, 2020: 3,554.72 lakhs) secured by - a) First charge/ hypothecation on unencumbered vehicles/ Equipment/ Other Movable/any other moveable or immovable assets valuing not less than one times of loan value (in case of lower value of TL, security cover to be proportionate) b) Unconditional and irrevocable personal guarantees of: i) Mr. Nemichand. J. Mehta -Class II ii) Mr. Shantilal. J. Mehta. -Class II	Repayable in 70 monthly instalments (in case of term loan), Effective Rate of interest for Rupee term loan is 9.53% p.a.
Loan by way of Guaranteed Emergency Credit Line (GECL) under ECLGS scheme of National Credit Guaranttee Trustee Company Ltd amounting to ₹ 681.37 lakhs(March 31, 2020: NIL) secured by- Second charge with the Existing facility in the terms of cash flows (including repayment) and shall be secured by (i) extension of second ranking charge over all the existing securities (including mortgage) created in favour of the ICICI Bank for the existing facility; and (ii) charge to be created on the assets created under the Facility	Repayable in 57 monthly instalments, Effective Rate of interest for Rupee term loan is 7.51% p.a.
Rupee Commercial Loan from Kotak Mahindra Bank amounting to ₹ 1,006.13 lakhs (March 31, 2020: ₹ 1,275.24 lakhs) secured by some of the commercial vehicles of the borrower.	Repayable in 1-36 monthly instalments, Effective rate of interest ranging from 8.60% - 9.92% p.a.

<p>Loan by way of Guaranteed Emergency credit Line (GECL) under ECLGS scheme of National Credit Guarante Trustee Company Ltd amounting to ₹ 802.88 lakhs (March 31, 2020: NIL) secured by-</p> <p>Primary Security:- Extension of subservient charge over entire present and future current assets of the company. Subservient charge (for WCDL and DLOD) is created in for KMBL limits and First charge is with existing lender.</p> <p>Extension of Mortgage/charge by way of equitable/registered mortgage as may be deemed fit by the Bank, over the following existing properties already mortgaged with the Bank in favour of the Bank.</p> <p>Collateral Security:- All that piece and parcel of land along with the property bearing N.A. land bearing block No. 38/1/Part 28 Paikie 1 bearing new block No.971 admeasuring about 06H, 07 Are,09 sq. mtrs., situated at village Tumb, Tal. Umbergaon & Dist.Valsad, Gujarat, together with the structure erected/constructed thereon and any additional land or structures or as may be erected/constructed there upon any time from/after the date of respective mortgages and all additions there to and all fixtures and furniture's and plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future and bounded as below :- Towards East : Land bearing block/survey No. 44/1. Towards West: Internal 12 mtrs. vide road. Towards North : Internal 12 mtrs. vide road. Towards South : Internal 12 mtrs. vide road.</p>	<p>Repayable in 44 monthly instalments, Effective rate of interest is 8.42% p.a.</p>
<p>Rupee Equipment/Commercial Vehicle, Auto Loans from Yes Bank amounting to ₹ 3,182.84 lakhs (March 31, 2020: ₹ 2,149.25 lakhs) secured by the vehicles purchased from the loan proceedings and Co-borrowers are Mr. Shantilal Mehta and Mr. Nemichand Mehta, directors of the Company.</p>	<p>Repayable in 12-58 instalments, Effective rate of interest ranging from 7.62% - 12.03% p.a.</p>
<p>Loan by way of Guaranteed Emergency Credit Line (GECL) under ECLGS scheme of National Credit Guarante Trustee Company Limited amounting to ₹ 486.47 lakhs (March 31, 2020: NIL) secured by-</p> <p>Extend second charge on all existing security in favour of National Credit Guarantee Trustee Company Limited and such other security /charge as may be required by the Bank and/or National Credit Guarantee Trustee Company Ltd from time to time.</p>	<p>Repayable in 58 instalments, Effective rate of interest is 8.34% p.a.</p>
<p>Rupee Commercial Vehicle Loans from Indusind Bank amounting to ₹ 465.88 lakhs (March 31, 2020: ₹ 493.95 lakhs) secured by the vehicles purchased from the loan proceedings.</p>	<p>Repayable in 39 instalments, Effective rate of interest is 10.74% p.a.</p>
<p>Rupee Commercial Vehicle Loans from Daimler Financial Services India Pvt Limited amounting to ₹ 658.55 lakhs (March 31, 2020: NIL) secured by the vehicles purchased from the loan proceedings.</p>	<p>Repayable in 58 instalments, Effective rate of interest is 7.72% p.a.</p>
<p>Rupee Commercial Vehicle Loans from IDFC Bank amounting to ₹ 390.59 lakhs (March 31, 2020: ₹ 595.08 lakhs) secured by the vehicles purchased from the loan proceedings.</p>	<p>Repayable in 38 instalments, Effective rate of interest is 10.56% p.a.</p>
<p>Rupee Commercial Vehicle/ Equipment Loan from Tata Capital Financial Services Limited amounting to ₹ 2,130.8 lakhs (March 31, 2020: 1875.03 lakhs) secured by the equipments/vehicles purchased from the loan proceedings.</p>	<p>Repayable in 14-57 monthly instalments, Effective Rate of interest ranging from 8.85%-11.02% p.a</p>

<p>Rupee Commercial Vehicle Loan from Tata Motors Finance Solutions Limited amounting to ₹ 74.48 lakhs (March 31, 2020: ₹ 109.06 lakhs) secured by the vehicles purchased from the loan proceedings.</p>	<p>Repayable in 12-26 monthly instalments, Effective Rate of interest ranging from 9%-10.85% p.a.</p>
<p>Rupee Term Loans from Union Bank of India amounting to ₹ 1,708.96 lakhs (March 31, 2020: ₹ 1,777.80 lakhs) secured over the following properties. a) Open plot at Ashte hissa No 90/2- 3420 sqm,90-3- 2900 sqm,90/1(2)- 2230 sqm , 91/1- 800 sqm,91/2/1- 1620 sqm, 91/2/2-1630 sqm, 92/0- 3030 sqm,93/1- 3090 sqm & 94/1 in the name of M/s Navkar Corporation Limited b) Personal guarantees of: i) Mr. Nemichand. J. Mehta ii) Mr. Shantilal. J. Mehta</p>	<p>Repayable in 112 monthly instalments, Effective Rate of Interest is 11.45% p.a.</p>
<p>Rupee Term Loans (Consortium Loan Facility) from State Bank of India amounting to ₹ 15,813.42 lakhs (March 31, 2020: ₹ 18,294.31 lakhs) Secured by pari passu first charge over: - Land situated at Moje- Tumb, Revenue S No. 44/1, Taluka Umbergaon, Valsad District admeasuring 60 acres, owned by company. - All the movable and immovable properties and assets pertaining to the project, present and future. - A first charge on all the Current Assets and non-current assets of the borrower, borrower's tangible or intangible assets related to the project including but not limited to book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, both present and future and goodwill, uncalled capital, both present and future. - A first charge on all the bank accounts of the borrower related to the project including but not limited to the Trust & Retention Account and all its Retention Accounts and each of the other accounts required to be created by the borrower under any financing documents or project documents or other contract, including a charge on all the moneys, receivable in such accounts. - Undertaking from all the promoters that the combined promoter shareholding shall not go below 51%.</p>	<p>Repayable in 28-43 monthly instalments, Effective Rate of Interest ranging from 8.73%-11.79% p.a.</p>
<p>Loan by way of Guaranteed Emergency credit Line (GECL) under ECLGS scheme of National Credit Guarante Trustee Company Ltd amounting to ₹ 4,631.06 lakhs (March 31, 2020: NIL) secured by-</p> <p>Extension of charge (2nd charge) over the existing Primary & Collateral securities including mortgages created in favour of the Bank</p>	<p>Repayable in 45 monthly instalments, Effective Rate of Interest is 7.95% p.a.</p>

Rupee Term Loan from State Bank of India amounting to ₹ 2,524.10 lakhs (March 31, 2020: ₹ 2,692.04 lakhs) in respect of railway wagon purchased to operate under CTO Licence. A first charge on the railway rakes purchased out of bank finance i.e. Bogie container Flat Type BCLM Wagons (each rakes comprising of 9 unit of 5 wagons (i.e. 45 wagons as per RDSO DAIGRAM DRAWINGS and Brake Van Type BVCM conforming to RDSO Diagram Drawing.	Repayable in 50 monthly instalments, Effective Rate of Interest is 12.15% p.a.
<p>i) A charge on registered mortgage of non-agricultural land bearing survey no 82/0, 97/2(A)1 & 97/1C of village Somathane, Near Indiabulls Greem Complex, Sawala Apta Road, Panvel, Taluka Panvel, District Raigad 410221.</p> <p>ii) A charge on RM of NA land bearing Survey No 138/1, 138/2, 139/1, 139/2, 140 & 141/1B, Village Ajivali, Next to Durga Facricators, Off Old Mumbai-Pune Highway, Taluka Panvel, District Raigad 410 221.</p> <p>iii) A charge on RM of Office No. 205 & 206 (2nd Floor) along with parking space No. 10 & 11, (Last Floor), J.K. Chambers, Sector-17, Vashi, Navi Mumbai (owned by Director).</p> <p>iv) Personal Guarantee of Mr. Shantilal J Mehta, Mr. Nemichand J Mehta, Mr. Kunthukumar S Mehta, Mr. Jayesh N Mehta, Mrs. Shailaja Nemichand Mehta, Mrs. Kamal Bai Shantilal Mehta, Mrs. Seema Kunthukumar Mehta and Mrs. Pratiksha J Mehta.</p>	
Rupee Commercial Vehicle Loans from Axis Bank, amounting to ₹ 673.97 lakhs (March 31, 2020: NIL) secured by the vehicles purchased from the loan proceedings.	Repayable in 57 monthly instalments, Effective Rate of Interest is 7.83% p.a.
Rupee Auto/Commercial Vehicles Loans from HDFC Bank, amounting to ₹ 519.52 lakhs (March 31, 2020: ₹ 0.68 lakhs) secured by the equipment purchased from the loan proceedings.	Repayable in 58-59 monthly instalments, Effective Rate of Interest ranging from 7.6%-10.38% p.a.
Rupee Commercial Vehicle Loans from Yes Bank, amounting to ₹ 684.55 lakhs (March 31, 2020: NIL) secured by the vehicle purchased from the loan proceedings.	Repayable in 55 monthly instalments, Effective Rate of Interest is 9.74% p.a.
Rupee Commercial Vehicle Loans from Kotak Mahindra Bank, amounting to ₹ 1,446.71 lakhs (March 31, 2020: NIL) secured by the vehicle purchased from the loan proceedings.	Repayable in 56-57 monthly instalments, Effective Rate of Interest ranging from 7.62%- 7.77% p.a.
Rupee Equipment Loan from Tata Capital Financial Services Limited amounting to ₹ 350.85 lakhs (March 31, 2020: NIL) secured by the equipments/vehicles purchased from the loan proceedings.	Repayable in 27 monthly instalments, Effective Rate of Interest is 9% p.a.
Rupee Commercial Vehicle Loan from Tata Motors Finance Solutions Limited amounting to ₹ 1907.26 lakhs (March 31, 2020: NIL) secured by the vehicles purchased from the loan proceedings.	Repayable in 57 monthly instalments, Effective Rate of Interest is 7.94% p.a.

b) Details and terms of repayment for unsecured Borrowings:-

Particulars	Terms of Repayment
Loans from Related Parties amounting to ₹ 9,360.98 lakhs (March 31, 2020: ₹ 8,317.11 lakhs)	Repayable on demand after March 31, 2017 or any such date on which condition attached with existing loans of current ratio under financing arrangement(s) under which the unsecured loans were provided by the Payees' are satisfied, whichever date shall fall later. The effective interest rate used for these loans is 12.00% p.a. however these loans are interest free.

(c) Terms of repayment for Preference Share :**0% Cumulative Redeemable Preference Shares**

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

6% Cumulative Redeemable Preference Shares

The Company has one class of preference shares having a par value of ₹ 100 per share and the same would be redeemed at the end of 10 years from the date of allotment. In the event of liquidation, the preference shareholders are eligible to receive repayment of the capital along with the dividend. They do not have any rights to participate in the profits or assets of the Company. Also the Company has call option to redeem the preference shares at any time after the end of one year from the date of allotment. The effective interest rate used for these shares is 4.31% p.a (2020- 5.48%).

Note 21 : Other Financial Liabilities - Non current

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Lease Liability - Non Current	1,526.05	-
Total	1,526.05	-

Note 22 : Non-Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Employee Benefits:		
Provision for Gratuity (Refer Note 47)	534.61	459.70
Provision for Leave Obligation (Refer Note 47)	122.93	112.60
Total	657.54	572.30

Note 23: Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Secured Loans (Repayable on demand)		
Working Capital Loans from Banks (Refer Note below)	1,431.82	6,701.04
Total	1,431.82	6,701.04

Note:

(a) The facility being provided by Kotak Mahindra Bank amounting to ₹ 975.61 lakhs (March 31, 2020 : ₹ 1,248.34 lakhs) is secured against the following charge over various assets of the Company :

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

All that piece and parcel of land along with the property bearing N.A. land bearing block No. 38/1/Part 28 Paikie 1 bearing new block No.971 admeasuring about 06H, 07 Are,09 sq. mtrs., situated at village Tumb, Tal. Umbergaon & Dist.Valsad, Gujarat, together with the structure erected/constructed thereon and any additional land or structures or as may be erected/constructed there upon any time from/after the date of respective mortgages and all additions there to and all fixtures and furniture's and plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future and bounded as below :-

Towards East : Land bearing block/survey No. 44/1.

Towards West: Internal 12 mtrs. vide road.

Towards North : Internal 12 mtrs. vide road.

Towards South : Internal 12 mtrs. vide road.

Exclusive charge on the below mentioned assets :

- 1) Kalmar bearing registration number MH 46 B1411 (Model no. DRF 450 65S5)
 - 2) Kalmar bearing registration number NL 02-L-0425 (Model no. DRF 450 65S5)
 - 3) Kalmar bearing registration number NL 02-L-0424 (Model no. DRF 450 65S5)
 - 4) Kalmar bearing registration number MH 46 B1546 (Model no. DRF 450 65S5)
 - 5) Kalmar bearing registration number MH 46 B1548 (Model no. DRF 450 65S5)
 - 6) Kalmar bearing registration number MH 46 B1549 (Model no. DRF 450 65S5)
3. An undated cheque issued in the favour of bank of facility amount.
 4. Personal Guarantee of Mr. Shantilal J Mehta.

- (b) The facility being provided by State Bank of India amounting to ₹ 456.21 lakhs (March 31, 2020 : ₹ 3594.67 lakhs) is secured against the following charge created over various assets of the company :
1. Primary: Hypothecation & first charge on entire current assets of the company, present and future, including documents of titles to goods and other assets such as outstanding monies, receivables, claims, bills, invoices, documents, contracts engagements, securities, investments and rights, hypothecation of stock & receivables.
 2. Collateral Security: First charge on all that piece and parcel of land with warehousing building at
 First charge on all that piece and parcel of land with warehousing building at Container Freight Station, Yard I and II located at survey No. 137, Hissa No.1A1 admeasuring about 4-19-25 HRP i.e. equivalent to 41925 sq. mtrs. (currently known as Survey No. 138/1 as per revenue records of KGP admeasuring area 4-19-25 HRP out of total area 13-23-75 HRP), lying, being and situated at village Ajiwali, Taluka Panvel, District Raigad within the limit of Raigad Zilla Parishad and Panchayat Samittee Panvel, District Raigad and in the limits of M.M.R.D.A., in the registration and in the limits of Sub-Registrar of Assurances Panvel together with building/structures thereon and all plant and machinery attached to earth or permanently fastened to anything attached to earth, both present and future as follows :
 Survey Nos 137/1A1, Area in H-R-P 4-19-25, Area in Sq.mts 41925.(currently known as Survey No.138/1 as per Revenue Records of KGP admeasuring area 4-19-25 HRP out of total area 13-23-75 HRP)
 Personal Guarantee of Mr. Shantilal J Mehta, Mr. Nemichand J Mehta, Mr. Kunthukumar S Mehta, Mr. Jayesh N Mehta, Mrs. Shailaja Nemichand Mehta, Mrs. Kamal Bai Shantilal Mehta, Mrs. Seema Kunthukumar Mehta and Mrs. Pratiksha J Mehta.
 - (c) Working Capital Loan from HDFC Bank amounting to NIL (March 31, 2020 : 1,008.17 lakhs) repayable on demand and secured by Personal Guarantee of Mr Shantilal J Mehta, Mr Nemichand J Mehta and Mrs Shailaja N Mehta.
 - (d) Rupee Working Capital DOD Loans from Yes Bank, amounting to NIL (March 31, 2020 : ₹ 357.86 lakhs) secured by used Commercial Vehicle & Commercial Vehicle purchased from the loan proceedings.
 - (e) ICICI corporate credit card facility (Unsecured), amounting to NIL (March 31, 2020 : ₹ 492 lakhs)

Note 24 : Current Financial Liabilities - Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Total outstanding dues of micro enterprises and small enterprises	276.13	283.29
Total outstanding dues of creditors other than micro enterprise and small enterprises	1,858.84	2,728.25
Total	2,134.97	3,011.54

Note: Disclosure for micro and small enterprises:

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;		
- Principal	153.58	197.10
- Interest due thereon	122.55	86.18
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		
- Principal	1,314.63	254.20
- Interest due thereon	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year;	122.55	86.18
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	122.55	86.18

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

Note 25 : Current Financial Liabilities - Others

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Maturities of Long-Term Debt:		
Rupee Term Loans from Banks (Refer Note 20 above)	11,386.06	6,507.45
Rupee Term Loans from Others (Refer Note 20 above)	1,492.87	442.08
Liabilities for Acquisition of Property, Plant and Equipment	575.92	2,768.90
Application Money Refundable (Refer Note below)	1.91	1.91
Lease Liability Current	543.53	-
Other Payables	108.01	41.30
Total	14,108.29	9,761.64

Note:

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

Note 26 : Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory Dues Payable (Including Provident Fund, Tax Deducted at Source and other Indirect Taxes)	248.57	881.05
Employee related Liabilities	211.91	225.28
Total	460.48	1,106.33

Note 27 : Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Audit fees payable	8.75	10.00
Provision for Employee benefits:		
Provision for Expenses	346.52	272.03
Provision for Bonus	65.66	68.54
Provision for Gratuity (Refer Note 47)	42.90	41.24
Provision for Leave Obligation (Refer Note 47)	11.15	9.99
Total	474.98	401.81

Note 28 : Current Tax Liabilities (Net)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Income Tax	-	1,361.72
Less: Income Tax Assets	-	(1,170.29)
Total	-	191.43

The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2021 and March 31, 2020 is as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Net current income tax asset/ (liability) at the beginning	(64.03)	270.31
Add : Current income tax expense	(570)	(1,361.72)
Less: Income tax paid (net of refund, if any)	1021.81	1,027.38
Net current income tax asset/ (liability) at the end	387.15	(64.03)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2021 and March 31, 2020:

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Accounting profit before tax from continuing operations	3,269.45	7,741.28
Tax at income tax at the rate of 34.944% (March 31, 2020: 34.944%)	1,142.48	2,705.11
Adjustments of tax effect of allowable and non-allowable income and expenses:		
Difference in Depreciation and Amortisation	(1,135.51)	(1,328.09)
Corporate Social Responsibility Expenditure	64.23	67.26
Provisions for Retirement Benefits	25.76	(35.59)
Loss on Sale of Property, Plant and Equipment's	89.98	13.30
Additional Finance cost as calculated by using effective interest rate	407.75	403.87
Other Items	(213.42)	51.56
Deduction available as per section 80-G of the Income Tax Act, 1961	(38.79)	(74.11)
Capital Gain u/s 48 of Income Tax Act, 1961	6.46	-
Provision for Interest on Income Tax and Adjustments for Current Tax of Prior Periods	(20.89)	(2.93)
Deferred Tax Expenses for the year	1,348.48	1,409.64
Total tax expense	1,676.52	3,210.01

Note 29 : Revenue from Operations

Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Sale of Products:		
Auction Sales	796.99	397.15
Services Rendered:		
Cargo Handling	61,328.47	50,797.38
Transportation	4,608.12	5,113.80
Other Operating Revenue:		
EDI Income	50.67	42.24
MNR Receipts	452.23	359.25
Total	67,236.48	56,709.82

Note 30 : Other Income

Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest Income:		
From Fixed Deposits with Banks	8.01	9.44
Other	-	29.77
Interest on income tax refund	2.69	-
Miscellaneous Income	140.44	44.20
Foreign Exchange Gain (Net)	2.57	-
Total	153.71	83.41

Note 31 : Cost of Services

Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Handling and Transportation Charges	12,242.63	8,304.92
Custom Bottle Seals	2.11	3.07
Electricity Expenses	610.16	513.17
Port Handling Charges	253.48	81.64
Diesel and Petrol Expenses	8,117.16	5,026.26
Repairs and Maintenance	4,078.82	3,123.80
Other Operational Expenses	474.22	401.73
Railway Expenses	17,626.95	12,224.22
Total	43,405.53	29,678.81

Note 32 : Employee Benefits Expenses

Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Salaries, Wages and Bonus	3,049.22	2,993.35
Contributions to Provident and Other Funds (Refer Note 45)	109.74	157.71
Gratuity Expenses (Refer Note 45)	99.20	124.22
Leave Compensation Expenses	13.96	21.30
Staff Welfare Expenses	244.08	262.04
Total	3,516.20	3,558.62

Note 33 : Finance Costs

Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Interest on Borrowings from Banks on Term Loans	3,515.83	2,698.84
Interest on Borrowings from Others on Term Loans	252.88	215.37
Interest on Borrowings from Banks on Short-Term Loans	528.05	497.97
Dividend on Redeemable Preference Share	173.14	155.76
Interest on Unsecured Loans	1,043.87	926.47
Interest on Lease Liability	216.93	-
Interest on Others	92.28	99.44
Bank Charges and Commission	203.40	167.52
Total	6,026.40	4,761.37

Note 34 : Depreciation and Amortisation Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Depreciation on tangible assets (Refer Note 3)	4,878.03	4,123.38
Amortisation of intangible assets (Refer Note 5)	124.21	86.61
Total	5,002.24	4,209.99

Note 35 : Other Expenses

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Advertisement Expenses	3.41	27.79
Repairs and Maintenance - Others	168.98	110.23
Information Technology Expenses	203.24	158.38
Security Expenses	2,816.39	2,876.12
Rent, Rates and Taxes	736.39	639.15
Printing and Stationery	47.95	40.62
Telephone and Internet Charges	18.16	20.52
Travelling Expenses	90.08	113.60
Sales Promotion Expenses	65.65	102.88
Insurance Expenses	607.93	482.42
Legal and Professional Fees	477.52	525.35
General and Office Expenses	18.86	34.96
Commission and Brokerage	40.02	1.76
Payment to Auditors:		
Statutory Audit	28.50	25.50
Tax Audit	5	5.00
Other Services	-	3.00
Reimbursement of Expenses	1.5	1.50
CSR Expenses (Refer Note 49)	183.80	192.47
Donation Expenses	182.08	430.27
Loss on Foreign Exchange Fluctuation (Net)	-	198.27
Loss on Sale of Property, Plant and Equipment	257.51	38.06
Option/ Forward Derivatives Hedge Cost	-	439.42
Miscellaneous Expenses	224.70	369.24
Allowance for credit losses	(7.30)	6.65
Total	6,170.37	6,843.16

Note 36 : Earnings Per Equity Share

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Net Profit attributable to Equity Shareholders (₹ in lakhs)	1,592.93	4,531.27
Weighted Average Number of Equity Shares (Nos. in lakhs)	1,505.19	1,505.19
Basic and Diluted Earnings Per Share (₹)	1.06	3.01
Face value per Share (₹)	10.00	10.00

Note 37 : Financial Assets at Amortised Cost Method

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

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-Current Financial Assets		
Others	740.51	593.45
Current Financial Assets		
Trade Receivables	10,733.83	8,003.27
Cash and Cash Equivalents	689.61	237.09
Other Bank Balances	1.91	1.91
Loans	33.63	49.06
Others	490.65	577.87
Total	12,690.14	9,462.65

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.**Note 38 : Financial Liabilities at Amortised Cost Method**

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

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-Current Financial Liabilities		
Borrowings	46,979.65	41,041.80
Lease Liability	1,526.05	-
Current Financial Liabilities		
Borrowings	1,431.82	6,701.04
Trade Payables	2,134.97	3,011.54
Other Financial Liabilities	14,108.29	9,761.64
Total	66,180.79	60,516.03

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.**Note 39 : Impact of COVID 19 on Business**

On account of COVID-19 pandemic, nationwide lockdown was imposed by Government of India effective March 24, 2020 which extended for a couple of months in varied parts of the country and in varied forms. At the time of finalisation of these Ind AS financial statement the severity of the pandemic is peaking day by day across the country and on account of which various state Governments have started imposing lockdown like restrictions in various parts of the country. Consequent to these uncertainties caused due to continuation of pandemic, the Company has done a detailed assessment for carrying amount of financial and non-financial assets and does not anticipate any impairment to these assets. Also, the management does not see any risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due. The situation is though changing rapidly and giving rise to inherent uncertainty around the extent and timing of the potential future spread of COVID-19 and due to which the Company will continue to closely monitor any material changes to future economic conditions, if any. Considering that the Company is in the business of providing container handling logistics services which is considered under essential services, the management believes that the impact of this outbreak on the business and financial position of the Company will not be significant.

Note 40 : Financial Liabilities at Fair Value Through Profit or Loss

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

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Current Financial Liabilities		
Other Financial Liabilities	-	-
Total	-	-

Note 41 : Leases

Lease commitments are the future cash out flows from the lease contracts which are not recorded in the measurement of lease liabilities.

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Less than 1 year	567.18	-
Between 1 and 2 years	613.94	-
Between 2 and 5 years	888.46	-
Over 5 years	-	-
Total	2,69.58	-

Note 42 : Financial Risk Management Objectives and Policies

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

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

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

Credit Risk

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

Trade receivables

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

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

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

Financial instruments and cash deposits

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

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2021 and March 31, 2020 is the carrying amounts as stated in balance sheet. The Company's maximum exposure relating to financial derivative instruments is noted in the liquidity table below.

Liquidity Risk

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

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

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2021, March 31, 2020:

Particulars	(₹ in Lakhs)				
	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2021					
Secured Loans	3,096.53	11,214.23	34,738.86	1,236.67	50,286.28
Unsecured Loans	-	-	9,360.98	-	9,360.98
Preference Share	1.56	4.79	1,636.79	-	1,643.14
Trade Payables	2,134.97	-	-	-	2,134.97
Liabilities for acquisition of property, plant and equipment	575.92	-	-	-	575.92
Others	6.11	103.80	-	-	109.91

Particulars	(₹ in Lakhs)				
	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2020					
Secured Loans	-	13,158.58	29,286.90	1,967.78	44,413.26
Unsecured Loans	-	492.00	8,317.11	-	8,809.11
Preference Share	1.49	4.59	1,463.91	-	1,470.00
Trade Payables	3,011.54	-	-	-	3,011.54
Liabilities for acquisition of property, plant and equipment	2,768.90	-	-	-	2,768.90
Others	8.21	35.00	-	-	43.21

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

Interest rate risk

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

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company's policy is to keep balance between its borrowings at fixed rates of interest.

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

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Variable Rate Borrowing	33,125.15	30,329.43
Fixed Rate Borrowing	17,161.13	14,575.76
Total	50,286.28	44,905.19

Interest rate sensitivity

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

(₹ in Lakhs)

Particulars	Increase/ Decrease in basis points	Effect on Profit before Tax
March 31, 2021	+ 1%	(270.05)
	- 1%	270.05
March 31, 2020	+ 1%	(199.11)
	- 1%	199.11

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the borrowings converted in the foreign currency and purchase of stores and spares from out of the India. The Company manages its foreign currency risk by hedging repayment of principals that are expected to be paid within the period of loan.

Foreign Currency Sensitivity

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

(₹ in Lakhs)

Particulars	Change in Foreign Exchange Rate	Effect on Profit before Tax
March 31, 2021	+ 5%	(1.58)
	- 5%	1.58
March 31, 2020	+ 5%	(1.39)
	- 5%	1.39

Note 43 : Capital Management

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

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

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
A) Net Debt		
Borrowings (Current and Non-Current)	61,290.40	54,692.37
Cash and cash equivalents	(689.61)	(237.09)
Net Debt (A)	60,600.79	54,455.28
B) Equity		
Equity share capital	15,051.92	15,051.92
Other Equity	1,66,456.20	1,64,872.60
Total Equity(B)	1,81,508.12	1,79,924.52
Gearing Ratio (Net Debt / Capital) i.e. (A / B)	0.33	0.30

Note 44 : Contingent Liabilities not Provided for

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Disputed Liabilities in respect of Service Tax	238.17	671.94
Disputed Liabilities in respect of Income Tax	171.84	-
Claims against the Company not acknowledged as debts in respect of Labour laws	50.53	44.48
Total	460.54	716.42

- State Bank of India has given guarantee amounting to ₹ 632.63 Lakhs (March 31, 2020: ₹ 616.95 lakhs) on behalf of the Company as required by the Custom Authority in favour of the President of India.
- The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its valuation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Note 45 : Capital and Other Commitments

Capital Commitments

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Estimated value of Contracts in respect of Property, Plants and Equipments remaining to be executed (net of capital advances)	75.29	-
Total	75.29	-

Note 46 : Segment Information

Information about Primary Business Segment

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. The Company is engaged in Container Freight Station (CFS) and Inland Container Depot (ICD) Operations and related activities during the year, consequently the Company does not have separate reportable business segment for the year ended March 31, 2021.

Information about Secondary Geographical Segment

The Company is engaged in providing services to customers located in India, consequently the Company does not have separate reportable geographical segment for the year ended March 31, 2021.

Information about Customers contributing more than 10% of revenue

There are no customers from whom the company has earned more than 10% of revenue

Note 47 : Employee Benefits

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

I. Defined Contribution Plans

- Employers' Contribution to Provident Fund and Employee's Pension Scheme
- Employers' Contribution to Employee's State Insurance

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss:

Particular	Year ended March 31, 2021 (₹ in Lakhs)	Year ended March 31, 2020 (₹ in Lakhs)
Employers' Contribution to Provident Fund and Employee's Pension Scheme	101.16	138.80
Employers' Contribution to Employee's State Insurance	8.58	18.91
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 32)	109.74	157.71
II. Defined Benefit Plan		
Gratuity Fund		
a. Major Assumptions	(% p.a.)	(% p.a.)
Discount Rate	6.45%	6.80%
Salary Escalation Rate @	8.00%	8.00%
@ The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
Employee Turnover	6.50%	6.50%
b. Change in Present Value of Obligation		
	(₹ in Lakhs)	(₹ in Lakhs)
Present Value of Obligation as at the beginning of the year	500.94	576.29
Current Service Cost	66.53	82.93
Interest Cost	32.66	41.29
Past service cost (non vested benefits)	-	-
Past service cost (vested benefits)	-	-
Benefits paid	(36.98)	(234.14)
Remeasurements - Actuarial (Gain)/ Loss on Obligations	14.35	34.57
Present Value of Obligation as at the end of the year	577.50	500.94
c. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets		
	(₹ in Lakhs)	(₹ in Lakhs)
Present Value of Obligation	577.50	500.94
Fair Value of Plan Assets	-	-
Funded Status	(577.51)	(500.94)
Present Value of Unfunded Obligation	577.51	500.94
Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 22 and 27)	577.51	500.94
d. Expenses Recognised in the Statement of Profit and Loss		
	(₹ in Lakhs)	(₹ in Lakhs)
Current Service Cost	66.53	82.93
Interest Cost	32.66	41.29
Total expenses recognised in the Statement of Profit and Loss	99.19	124.22

e. Expense Recognised in the Statement of Other Comprehensive Income	(₹ in Lakhs)	(₹ in Lakhs)
Remeasurements of the net defined benefit liability		
Actuarial (gains) / losses obligation	(36.98)	(234.14)
	(36.98)	(234.14)
Actuarial (gains) / losses on Obligation		
Due to Demographic Assumption*	-	(0.02)
Due to Financial Assumption	18.50	29.11
Due to Experience	(4.15)	5.47
Total Actuarial (Gain)/Loss	14.35	34.57

*This figure does not reflect interrelationship between demographic assumption and financial assumption when a limit is applied on the benefit, the effect will be shown as an experience

f. Amounts recognised in the Balance Sheet	(₹ in Lakhs)	(₹ in Lakhs)
Present Value of Obligation as at year end	(577.51)	(500.94)
Fair Value of Plan Assets as at year end		-
Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 22 and 27)	577.51	500.94

III. Other Employee Benefits

The liability for leave entitlement as at March 31, 2021 is ₹ 134.09 lakhs (March 31, 2020: ₹ 122.60 lakhs) disclosed under Long Term Provisions (Refer Note 22) and Short Term Provision (Refer Note 27).

IV. Sensitivity Analysis

The below sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

a. Gratuity

A quantitative sensitivity analysis for significant assumption as at March 31, 2021 and March 31, 2020 are as shown below:

Particulars	Change in Discount Rate	Increase/ (Decrease) in Present Value of Obligations	Change in Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations
		(₹ in lakhs)		(₹ in lakhs)
March 31, 2021	0.50%	-26.14	0.50%	23.86
	-0.50%	28.19	-0.50%	(23.51)
March 31, 2020	+0.50%	-22.64	+0.50%	20.60
	-0.50%	24.45	-0.50%	(20.59)

b. Leave Compensation

A quantitative sensitivity analysis for significant assumption as at March 31, 2021 and March 31, 2020 are as shown below:

Particulars	Change in Discount Rate	Increase/ (Decrease) in Present Value of Obligations	Change in Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations
		(₹ in lakhs)		(₹ in lakhs)
March 31, 2021	0.50%	-5.64	0.50%	5.95
	-0.50%	6.06	-0.50%	(5.59)
March 31, 2020	+0.50%	-5.15	+0.50%	5.44
	-0.50%	5.53	-0.50%	(5.11)

V. Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed:

Interest risk	A decrease in the market yields in the government bond will increase the plan liability.
Longevity risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Note 48 : Related Party Disclosure**i) Key Management Personnel**

Mr. Shantilal J Mehta	Chairman and Managing Director
Mr. Nemichand J Mehta	Whole Time Director
Mr. Dinesh Gautama	Whole Time Director and Chief Executive Officer (upto August 07, 2020)
Mr. Dinesh Jain	Chief Executive Officer (w.e.f. October 28,2020)
Mr. Jayesh N Mehta	Non- Executive & Non- Independent Director (w.e.f. September 02, 2020)
Mr. Ashok Kumar Thakur	Independent Director
Mrs. Pooja Goyal	Independent Director
Mr. Sandeep Kumar Singh	Independent Director
Mr. Anish Maheshwari	Chief Financial Officer
Ms. Deepa Gehani	Company Secretary

ii) Relative of key management personnel and name of the enterprises having same key management personnel and/or their relatives as the reporting enterprises with whom the company has entered into transactions during the year

Mrs. Shailaja N Mehta	Wife of Director
Mr. Kunthukumar Mehta	Son of Director
Mrs. Kamalbai S Mehta	Wife of Director
Mrs. Sairabai J Mehta	Mother of Director
Mrs. Seema K Mehta	Daughter in law of Director
Mr. Jayesh N Mehta	Son of Director
Mrs. Pratiksha J Mehta	Daughter in law & wife of Director
Sidhartha Corporation Private Limited	Enterprise in which director is having significant influence
Navkar Charitable Trust	Enterprise in which director is having significant influence

Notes:

- 1) The list of related parties above has been limited to entities with which transactions have taken place.
- 2) Related party transactions have been disclosed till the time the relationship existed.

iii) Transactions with Related Parties during the year

Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Remuneration and Salary		
Mr. Shantilal J Mehta	80.00	80.00
Mr. Nemichand J Mehta	80.00	80.00
Mr. Dinesh Gautama	30.04	30.00
Mr. Anish Maheshwari	48.00	45.00
Mr. Dinesh Mohanlal Jain	23.04	-
Ms. Deepa Gehani	14.00	12.00
	275.08	247.00
Sitting Fees and Reimbursement of Conveyance		
Mr. Ashok Kumar Thakur	2.40	3.67
Mrs. Pooja Goyal	2.40	3.47
Mr. Sandeep Kumar Singh	2.40	3.41
Mr. Jayesh N Mehta	0.45	-
	7.65	10.55
Purchase of Fixed Assets (Refer note below)		
Sidhartha Corporation Private Limited	142.50	-
	142.50	-
Purchase of goods		
Sidhartha Corporation Private Limited	-	12.29
	-	12.29
Sale of Services		
Sidhartha Corporation Private Limited	18.87	23.55
	18.87	23.55
Note: Fixed Assets are Purchased along with the ongoing loan Liabilities of the Related Party		
Particulars	(₹ in Lakhs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Donations and CSR Expenses		
Navkar Charitable Trust	362.12	407.13
	362.12	407.13
Rent Expenses		
Mr. Shantilal J Mehta	1.20	1.20
	1.20	1.20
Interest Expenses on Unsecured Loan		
Mr. Shantilal J Mehta	500.57	444.75
Mr. Nemichand J Mehta	169.32	150.44
Mrs. Shailaja N Mehta	182.82	162.43
Mr. Jayesh N Mehta	191.16	169.84
	1,043.87	927.47
Dividend on Redeemable Preference Share		
Mr. Shantilal J Mehta	79.60	70.92
Mr. Nemichand J Mehta	43.22	38.90

Mrs. Shailaja N Mehta	42.29	37.78
Mr. Jayesh N Mehta	0.71	0.83
Mrs. Kamalbai S Mehta	0.71	0.83
Mr. Kunthukumar S Mehta	5.00	4.65
Mrs.Sairabai J Mehta	0.25	0.22
Mrs. Seema K Mehta	0.71	0.83
Mrs. Pratiksha J Mehta	0.64	0.78
	173.14	155.76

iv) Balance with Related Parties :

Particulars	(₹ in Lakhs)	
	Balances as at March 31, 2021	Balances as at March 31, 2020
Loans Payable		
Mr. Shantilal J Mehta	4,488.93	3,988.36
Mr. Nemichand J Mehta	1,518.38	1,349.06
Mrs. Shailaja N Mehta	1,639.44	1,456.63
Mr. Jayesh N Mehta	1,714.23	1,523.07
	9,360.98	8,317.12
Borrowings - Preference Shares		
Mr. Shantilal J Mehta	723.35	643.76
Mr. Nemichand J Mehta	411.07	367.84
Mrs. Shailaja N Mehta	388.83	346.53
Mr. Jayesh N Mehta	15.95	15.24
Mrs. Kamalbai S Mehta	15.95	15.24
Mr. Kunthukumar S Mehta	54.45	49.45
Mrs.Sairabai J Mehta	2.25	2.00
Mrs. Seema K Mehta	15.95	15.24
Mrs. Pratiksha J Mehta	15.35	14.71
	1,643.14	1,470.00
Remuneration Payable		
Mr. Shantilal J Mehta	13.70	17.80
Mr. Nemichand J Mehta	13.70	14.52
Mr. Dinesh Gautama	3.73	2.04
Mr. Anish Maheshwari	1.81	3.28
Ms. Deepa Gehani	1.05	0.98
	33.98	38.62
Trade Receivable		
Sidhartha Corporation Private Limited	2.81	1.65
	2.81	1.65
Balance Payable		
Sidhartha Corporation Private Limited	45.63	-
	45.63	-
Security Deposit Received		
Siddhartha Corporation Private Limited	3.00	3.00
	3.00	3.00
Rent Payable		
Mr. Shantilal J Mehta	4.20	3.00
	4.20	3.00

Following Related parties have provided personal guarantees for loans taken by the company from banks & financial institutions

Name	Relationship	Bank	Guaranteed Amount (₹ in Lakh) and Secured / Unsecured	Terms & considerations / The nature of the consideration to be provided in settlement
Mr. Shantilal J Mehta	Director	State Bank of India	2,524.10 (Secured)	A first charge on all the Current Assets and non-current assets of the borrower, borrower's tangible or intangible assets related to the project including but not limited to book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and wherever arising, both present and future and goodwill, uncalled capital, both present and future. - A first charge on all the bank accounts of the borrower related to the project including but not limited to the Trust & Retention Account and all its Retention Accounts and each of the other accounts required to be created by the borrower under any financing documents or project documents or other contract, including a charge on all the moneys, receivable in such accounts. - Undertaking from all the promoters that the combined promoter shareholding shall not go below 51%.
Mr. Nemichand J Mehta	Director	State Bank of India		
Mr. Kunthukumar S Mehta	Son of Director	State Bank of India		
Mr. Jayesh N Mehta	Director	State Bank of India		
Mrs. Shailaja N Mehta	Spouse of Director	State Bank of India		
Mrs. Kamalbai S Mehta	Spouse of Director	State Bank of India		
Mrs. Seema K Mehta	Daughter In Law of Director	State Bank of India	1,708.96 (Secured)	Rupee Term Loans from Union Bank of India amounting to ₹ 1,708.96 lakhs (March 31, 2020: ₹ 1,777.80 lakhs) secured over the following properties. a) Open plot at Ashte hissa No 90/2- 3420 sqm,90-3-2900 sqm,90/1(2)- 2230 sqm , 91/1- 800 sqm,91/2/1-1620 sqm, 91/2/2-1630 sqm, 92/0- 3030 sqm,93/1- 3090 sqm & 94/1 in the name of M/s Navkar Corporation Ltd. b) Personal guarantees of: i) Mr. Nemichand. J. Mehta ii) Mr. Shantilal. J. Mehta
Mrs. Pratiksha J Mehta	Spouse of Director	State Bank of India		
Mr. Shantilal J Mehta	Director	Union Bank of India		
Mr. Nemichand J Mehta	Director	Union Bank of India		

Liability for settlement of the loan is to the extent of guarantee amount and qualify as financial guarantee

Following Directors have been co-borrowers for loans taken by the company from banks & financial institutions

Name of the Director	Relationship	Bank	Co-borrowed amount (₹ in Lakh) and Secured / Unsecured	The nature of the consideration to be provided in settlement
Mr. Shantilal J Mehta	Director	Yes Bank	3,182.84 (Secured)	Rupee Equipment/Commercial Vehicle, Auto Loans from Yes Bank amounting to ₹ 3,182.84 lakhs (March 31, 2020: ₹ 2,149.25 lakhs) secured by the vehicles purchased from the loan proceedings and Co-borrowers are Mr. Shantilal Mehta and Mr. Nemichand Mehta, directors of the Company.
Mr. Nemichand J Mehta	Director	Yes Bank		

Note 49 : Expenditure on Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Company is spending amount for these activities, which are specified in Schedule VII of the Companies Act, 2013.

(a) Gross amount required to be spent by the Company during the year ₹ 183.57 Lakhs (previous year 190.79 lakhs)

(b) Amount spent during the year on:

(₹ In Lakhs)

Particulars	In cash/ bank	Yet to be paid in cash/ bank	Total
(i) Construction/ acquisition of any asset	-	-	-
	(-)	(-)	(-)
(ii) On purposes other than (i) above	183.80	-	183.80
	(192.47)	(-)	(192.47)

(Figures in brackets represent amount for previous year)

Note 50 : Previous Years' Figures

The company has re-grouped, re-classified and/or re-arranged figures for previous year, wherever required to confirm with current year's classification.

Signature to Notes 1 to 50

As per our report of the even date

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

For and on behalf of the Board of Directors

Ajaysingh Chauhan
 Partner
 Membership Number: 137918

Shantilal Mehta
 Chairman and Managing Director
 DIN : 00134162

Nemichand Mehta
 Whole Time Director
 DIN : 01131811

Place : Navi Mumbai
 Date : May 28,2021

Dinesh Jain
 Chief Executive Officer

Anish Maheshwari
 Chief Financial Officer

Deepa Gehani
 Company Secretary

Place : Navi Mumbai
 Date : May 28,2021

Notes

Notes



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

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