

Kandla Container Terminal Private Limited
Financial Statements
Independent Auditors Report
Year Ended 31st March 2023

Kandla Container Terminal Private Limited
Balance sheet as at March 31, 2023

		(Rs. in Lakhs)	
		As at	As at
	Notes	March 31, 2023	March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	273.41	336.12
Financial assets			
Other financial assets	4	288.79	288.79
Other non-current assets	5	83.09	83.09
Total Non-Current Assets		645.29	707.99
Current assets			
Financial assets			
i. Trade receivables	6	-	-
ii. Cash and cash equivalents	7	1.19	1.19
iii. Other Bank Balances	8	0.50	0.50
iv. Loans	9	140.29	140.29
v. Others	10	59.32	59.32
Total Current Assets		201.31	201.31
Total Assets		846.60	909.31
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	3,000.00	3,000.00
Other equity	12	(3,170.28)	(3,058.09)
Total Equity		(170.28)	(58.09)
Current liabilities			
Financial Liabilities			
Trade and other payables	13	128.92	134.85
Other current liabilities	14	869.20	813.79
Provisions	15	18.76	18.76
Total Current Liabilities		1,016.87	967.40
Total Equity and Liabilities		846.60	909.31

Notes form integral part of the financial statements

As per our report of even date

For Manish Kumar Agarwal & Co

Chartered Accountants

Firm Registration No: 153871W

Pulkit Goyal

Pulkit Goyal

Partner

Membership No. 436460

UDIN # 23436460BGWUWJ9794



For and on behalf of the Board of Directors

Kandla Container Terminal Private Limited

CIN:U63012MH2006PLC162584

C S Venkatesh

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Director

DIN: 08185541

Edwina Dsouza

Edwina Dsouza

Director

DIN: 09532802

Place: Mumbai, India

Date: 24th May 2023

Kandla Container Terminal Private Limited

Statement of profit and loss for the Period ended March 31, 2023

		(Rs. in Lakhs)	
	Notes	For year ended March 31, 2023	For year ended March 31, 2022
Income			
Other income	16	0.37	1.74
Total Income		<u>0.37</u>	<u>1.74</u>
Expenses			
Depreciation expense	17	62.71	69.05
Other expenses	18	49.83	24.98
Financial Expenses	19	0.02	-
Total Expenses		<u>112.56</u>	<u>94.03</u>
Profit/ (loss) before tax		<u>(112.18)</u>	<u>(92.29)</u>
Tax Expense		-	-
Profit/ (loss) for the year		<u>(112.18)</u>	<u>(92.29)</u>
Other Comprehensive Income		-	-
Total Comprehensive Income/ (Loss) for the year		<u>(112.18)</u>	<u>(92.29)</u>
Earning/ (loss) per equity share			
- Basic and diluted	20	(56.09)	(46.14)

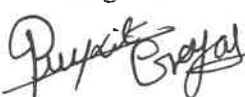
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Place: Mumbai, India

Date: 24th May 2023

Kandla Container Terminal Private Limited

Statement of Changes in Equity for the year ended March 31, 2023

(Rs. in Lakhs)

A. Equity and Preference Share Capital	Equity Shares	Preference Shares
	Amount	Amount
As at March 31, 2021	2,00,000	1,00,000
Change in equity Share Capital	-	-
As at March 31, 2022	2,00,000	1,00,000
Change in equity Share Capital	-	-
As at March 31, 2023	2,00,000	1,00,000

* Preference shares are 0.001% Cumulative Compulsorily Convertible Preference Shares of Rs. 10 each.

B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves & Surplus		Total Other Equity
	Securities Premium Reserve	Retained Earnings	
Closing balance as at 31 Mar 2021	23,000.00	(25,965.81)	(2,965.81)
Transfer to retained earnings - Profit 2021-22		(92.29)	(92.29)
Closing balance as at 31 Mar 2022	23,000.00	(26,058.09)	(3,058.09)
Transfer to retained earnings - Profit 2022-23		(112.18)	(112.18)
Closing balance as at 31 Mar 2023	23,000.00	(26,170.28)	(3,170.28)

As per our report of even date

For Manish Kumar Agarwal & Co
Chartered Accountants
Firm Registration No: 153871/W



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Partner

Membership No. 436460

UDIN # 23436460BGWUWJ9794



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Kandla Container Terminal Private Limited
Statement of Cash Flows for the Period ended March 31, 2023

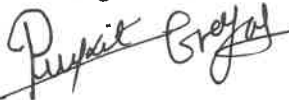
	(Rs. in Lakhs)	
	For year ended March 31, 2023	For year ended March 31, 2022
Cash flow from operating activities		
Profit/ (loss) before tax	(112.18)	(92.29)
Adjustments for:		
Depreciation Expense	62.71	69.05
	<u>(49.48)</u>	<u>(23.24)</u>
Changes in operating assets and liabilities		
(Increase)/ decrease in trade receivables	-	-
Decrease in other non-current assets	-	-
Increase/ (decrease) in trade and other payables	(5.93)	0.74
Decrease in Short term loan & advance	-	0.75
Increase /(decrease)in other current liabilities	55.41	22.48
Increase in other Financial liabilities		
Cash generated from operations	<u>0.00</u>	<u>0.73</u>
Tax Expenses / Deferred Tax	-	-
Net cash inflow from/(used in) operating activities (A)	<u>0.00</u>	<u>0.73</u>
Cash flow used in investing activities		
Net cash outflow from / (used in) investing activities (B)	<u>-</u>	<u>-</u>
Cash flow used in financing activities		
Net cash outflow from/ (used in) financing activities (C)	<u>-</u>	<u>-</u>
Net increase/ (decrease) in cash and cash equivalents (A)	<u>0.00</u>	<u>0.73</u>
Cash and cash equivalents at the beginning of the year	1.19	0.45
Cash and cash equivalents at the end of the year	<u>1.19</u>	<u>1.19</u>
Components of Cash and Cash Equivalent		
With Banks - in current Account	1.19	1.19
Cash on Hand	-	-
Total Cash and Cash Equivalent	<u>1.19</u>	<u>1.19</u>

This is the statement of cash flows referred to in our report of even date.

For Manish Kumar Agarwal & Co

Chartered Accountants

Firm Registration No: 153871 W



Pulkit Goyal

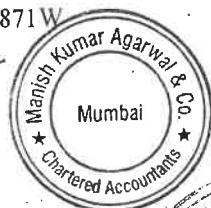
Partner

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UDIN # 23436460BGWUWJ9794

Place: Mumbai, India

Date: 24th May 2023



For and on behalf of the Board of Directors

Kandla Container Terminal Private Limited

CIN: U63012MH2006PLC162584



C S Venkatesh

Director

DIN: 08185541



Edwina Dsouza

Director

DIN: 09532802

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

1. Corporate Information

Kandla Container Terminal Private Limited (formerly known as ABG Kandla Container Terminal Limited) ('the Company') was established on 22 June 2006. The Company has been engaged in the business of development, operations, management and maintenance of berth 11 and 12 in Kandla port as container terminal on Build, Operate and Transfer ("BOT") basis pursuant to the License Agreement with Kandla Port Trust which has been terminated and arbitration proceedings are going on between the Company and the Trust.

2. Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. The policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of preparation

i. Compliance with Ind AS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time and other relevant provision of the Act.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies Act, 2013 read together with para 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. Refer note no. 19 below for an explanation on how the transition from IGAAP to Ind AS has affected the Company balance sheet, financial performance and cash flow.

The Financial Statements are presented in INR. The financial statements have been prepared on a historical cost basis, except certain financial instruments which have been measured at fair value.

ii. 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:

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realised within twelve months after the reporting period,
- d. 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:

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period, or
- d. 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.

B. Going concern

The Company has terminated the License Agreement with Kandla Port Trust on 9th November 2012 and arbitration proceedings have commenced. During the financial year 13-14, the port has taken over all the fixed assets. Correspondingly, all the secured liabilities against said fixed assets were also transferred to the port. As claims and counter claims by both the parties are subject to the resolution in Arbitration Proceedings, the book value of fixed assets and other liabilities were transferred to a common account classified under Loans and Advances during the earlier years. The Company believes that its claim against the Port shall far outweigh counter-claims against it when the same are settled in the said arbitration proceedings and accordingly, accounts of the Company have been prepared on Going Concern basis.

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

C. Operating Segment

The Company is primarily engaged in the business of providing cranes on rental basis. Further all the commercial operations of the company are based in India. Accordingly, there are no separate reportable segments.

D. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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:

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

E. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Rendering of services

Revenue from hiring of equipment (cranes & trailers) associated with the transaction is recognised when the outcome of a transaction can be reliably estimated by reference to the stage of completion of the transaction, at the end of the reporting period.

Interest income

Interest income for debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

F. Income Taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current income tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and Current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax loss and tax credits.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is legally enforceable right to offset current tax liabilities and assets, and they to income taxes levied by the same tax

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

G. Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment loss, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2018, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment (See note no. 19).

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss.

The useful lives assessed by the management are in line with the useful lives prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

H. Impairment of non-financial assets

The carrying amounts of property, plant and equipment are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised in the statement of profit and loss when the carrying amount of an asset exceeds its estimated recoverable amount. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount but limited to the carrying amount that would have been determined (net of depreciation / amortisation) had no impairment loss been recognised in prior accounting periods.

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

I. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, and it is probable that an outflow of resources, that can reliably be estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are not recognised but disclosed where the existence of an obligation will only be confirmed by future events or where the amount of the obligation cannot be measured reliably. Contingent assets are not recognised, but are disclosed where an inflow of economic benefits is probable.

J. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprises of cash at banks and on hand and short-term deposits, (which are not pledged) with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

K. Earnings Per Share

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

L. Recent Accounting Pronouncement

a. Standards issued but not effective

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115- Revenue from contract with customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2018.

b. Issue of Ind AS 115- Revenue from contract with customers

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction contracts and the related interpretation. Ind AS 115 Provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

M. Amendment to existing issued Ind AS

The MCA has also carried out amendments of the following Indian Accounting Standards:

- Ind AS 21- The Effects of changes in foreign exchanges Rates
- Ind AS 40- Investment Property
- Ind AS 12- Income Tax
- Ind AS 28- Investments in associates and Joint ventures and
- Ind AS 112- Disclosure of interests in other entities

Applications of above standards are not expected to have any significant impact on the company's financial statements.

N. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Difference between actual results and estimates are recognised in the periods in which the results are known / materialised.

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

Note 3: Property, plant and equipment

(Rs. in Lakhs)

Description	Gross Block			Depreciation					Net Block	
	As at 01-04-2022	Addition	Deletion	As at 31-03-2023	Upto 31-03-2022	Charge For The Year	Disposal For The Year	Upto 31-03-2023	31-03-2023	31-03-2022
Plant and Machinery	949.52	-	-	949.52	614.51	62.71	-	677.21	272.31	335.01
Motor Cars	22.12	-	-	22.12	21.01	-	-	21.01	1.11	1.11
Total	971.64	-	-	971.64	635.52	62.71	-	698.23	273.41	336.12
Previous Year	971.64	-	-	971.64	566.47	69.05	-	635.52	336.12	405.17

Note:

During the year ended on 31 March 2023, there is no impairment loss determined at each level of Cash Generating Unit (CGU). The recoverable amount was based on value in use and was determined at the level of CGU.

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

(Rs. in Lakhs)

Financial assets

4 Other Financial Assets - Non Current

	As at March 31, 2023	As at March 31, 2022
Expenses Recoverable	288.79	288.79
Security Deposit	-	-
Total other financial assets - Non Current	288.79	288.79

5 Other Non-Current Assets

	As at March 31, 2023	As at March 31, 2022
Advance Tax (Net of Provision)	83.09	83.09
Total other non-current assets	83.09	83.09

6 Trade receivables - Current

	As at March 31, 2023	As at March 31, 2022
Trade Receivables	5.19	5.19
Provided for Bad Debts	5.19	5.19
Total trade receivables	-	-
Break up of Trade Receivable		
Unsecured, Considered Good	-	-
Unsecured, Considered Doubtful	5.19	5.19
Total	5.19	5.19
Allowance for Expected Credit Loss	(5.19)	(5.19)
Total trade receivables	-	-

Trade receivables Ageing (outstanding for following periods from due date of payment)

Particulars	As at 31-03-2023	As at 31-03-2022
Disputed Trade receivables-credit impaired		
-Not Due	-	-
- Less than 6 Months	-	-
-6 months - 1 years	-	-
-1-2 years	-	-
-2-3 years	-	-
-More than 3 years	5.19	5.19
Total	5.19	5.19
Less: Allowance for Credit Loss	5.19	5.19
Total trade receivables	-	-

No trade receivable are due from directors or other officers of the Company either severally or jointly with any other person. Trade receivables are non interest bearing.

7 Cash and cash equivalents**(Rs. in Lakhs)**

	As at March 31, 2023	As at March 31, 2022
Balance with banks		
- in current accounts	1.19	1.19
- in Fixed Deposit	0.50	0.50
Cash on hand	-	-
Sub Total	1.69	1.69
Less: In earmarked accounts	(0.50)	(0.50)
Total cash and cash equivalents	1.19	1.19

8 Other Bank Balances

	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
Fixed deposits with maturity more than 3 months (including interest accrued)	0.50	0.50
Total other bank balances	0.50	0.50

There are no repatriation restriction with regards to cash and cash equivalents as at the end of the reporting period and prior periods.

9 Loans - Current

	As at March 31, 2023	As at March 31, 2022
Unsecured Considered Good		
Short Term Loans & Advances	140.29	140.29
Total loans - Current	140.29	140.29

10 Other Financial Assets - Current

	As at March 31, 2023	As at March 31, 2022
Inter-corporate deposits to Related Party	59.32	59.32
Total other financial assets - current	59.32	59.32

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

Equity Share Capital and Other Equity

11 Equity Share Capital

	(Rs. in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Authorised equity share capital		
2,00,00,000 (previous year 200,00,000) equity shares of Rs.10/- each fully paid up	2,000.00	2,000.00
10,00,000 (Previous year 10,00,000) 0.001% Cumulative Compulsorily Convertible Preference Shares of Rs. 10 each	1,000.00	1,000.00
	3,000.00	3,000.00
Issued, Subscribed & Paid-up		
2,00,00,000 (previous year 200,00,000) equity shares of Rs.10/- each fully paid up	2,000.00	2,000.00
10,00,000 (Previous year 10,00,000) 0.001% Cumulative Compulsorily Convertible Preference Shares of Rs. 10 each	1,000.00	1,000.00
	3,000.00	3,000.00

(i) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:

Equity Shares	As at 31st March, 2023		As at 31st March, 2022	
	Number	Amount	Number	Amount
At the beginning of the year	2,00,00,000	2,000.00	2,00,00,000	2,000.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	2,00,00,000	2,000.00	2,00,00,000	2,000.00

Preference Shares	As at 31st March, 2023		As at 31st March, 2022	
	Number	Amount	Number	Amount
At the beginning of the year	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,00,00,000	1,000.00	1,00,00,000	1,000.00

(ii) Terms/ rights attached to equity shares:

Equity shares have a par value of Rs.10/-. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Company in proportion to the number of and amounts paid on the shares held. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Rights, preferences and restrictions attached to share capital

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the shares held by the shareholder.

The above Preference Shares which are held by Starlog Enterprises Limited, are convertible at a day, not later than 21st October 2016.

(iii) Shares held by holding company

	As at 31st March, 2023	As at 31st March, 2022
Out of equity and preference shares issued by the company, shares held by its holding company Starlog Enterprises Limited :		
1,99,99,400 (previous year 1,99,99,400) equity shares of Rs.10/- each fully paid up	2,000	2,000
1,00,00,000 (Previous year 1,00,00,000) 0.001% Cumulative Compulsorily Convertible Preference Shares of Rs. 10 each fully paid up	1,000	1,000
	3,000	3,000

(iv) Details of shareholders holding more than 5% Shares in the Company:

Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Equity shares of Rs 10 each fully paid				
Starlog Enterprises Limited	1,99,99,400	99.997%	1,99,99,400	99.997%
0.001% Cumulative compulsorily convertible preference shares of Rs. 10 each				
Starlog Enterprises Limited	1,00,00,000	100%	1,00,00,000	100%

The Company has not issued any equity shares as bonus or for consideration other than cash and has not bought back any shares during the period of five years immediately March 31, 2023

Promoter Shareholding
As at 31st March 2023

Promoter's Name	Class of Shares	No. of shares at the beginning of the year	No. of shares at the end of the year	% of total shares	% change during the year
Starlog Enterprises Limited	Equity	1,99,99,400	1,99,99,400	99.9970%	-
Starlog Enterprises Limited	Preference	1,00,00,000	1,00,00,000	100%	-

As at 31st March 2022

Promoter's Name	Class of Shares	No. of shares at the beginning of the year	No. of shares at the end of the year	% of total shares	% change during the year
Starlog Enterprises Limited	Equity	1,99,99,400	1,99,99,400	99.9970%	-
Starlog Enterprises Limited	Preference	1,00,00,000	1,00,00,000	100%	-

12 Other Equity

	As at March 31, 2023	As at March 31, 2022
Securities Premium:		
As per last Balance Sheet	23,000	23,000
Retained Earnings:		
As per last Balance Sheet	(26,058.09)	(25,965.81)
Net profit/ (loss) for the year	(112.18)	(92.29)
	(26,170.28)	(26,058.09)
Total Other Equity	(26,170.28)	(26,058.09)

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

13 Trade and other payables	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Trade Payables to others	128.92	134.85
Total trade and other payables	128.92	134.85

There are no Micro, Small and Medium Enterprises as defined in the "Micro, Small, Medium Enterprises Development Act 2006" to whom the Company owes dues on account of principal amount together with Interest and accordingly no additional disclosures have been made.

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

13 Trade Payables Ageing (outstanding for following periods from date of booking/ due date of payment)

As on 31-03-2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	0.20	-	-	128.72	128.92
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
Total	0.20	-	-	128.72	128.92

As on 31-03-2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	4.14	-	-	130.71	134.85
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
Total	4.14	-	-	130.71	134.85

14 Other Current Liabilities

	As at March 31, 2023	As at March 31, 2022
Security deposit	39.41	39.41
TDS payable	195.42	195.58
Interest on TDS Payable	88.09	52.93
Service tax payable	251.87	251.87
Advance from customers	93.86	93.86
Loans & Advances from related parties	130.47	103.60
Loans & Advances from others	4.10	7.54
Salary Payable	2.21	2.21
Outstanding Liabilities	63.77	66.78
Total other current liabilities	869.20	813.79

15 Provisions

	As at March 31, 2023	As at March 31, 2022
Provision for gratuity	12.40	12.40
Provision for leave encashment	6.36	6.36
Total provisions	18.76	18.76

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

		(Rs. in Lakhs)
	For year ended March 31, 2023	For year ended March 31, 2022
16 Other income		
Interest on Income Tax Refund	-	-
Sundry Balance written off	0.37	1.74
Total other income	0.37	1.74
17 Depreciation		
Depreciation on Plant, Property & Equipment's (Refer Note No. 3)	62.71	69.05
Total depreciation expense	62.71	69.05
18 Other expenses		
Audit Fees	0.25	0.25
Legal Fees	5.92	5.00
Professional Fees	2.07	0.09
Interest Expense	35.17	16.61
Travelling and conveyance	2.63	-
Provision for Bad Debts	-	-
Payment to Employees	-	-
Miscellaneous expenses	3.79	3.03
Total other expenses	49.83	24.98
19 Financial Expenses		
Bank Charges	0.02	-
	0.02	-

Kandla Container Terminal Private Limited

Notes to the Ind AS financial statements for the Period ended March 31, 2023

20 Earning/(Loss) Per Equity Share

(₹ in Lakhs)

Particulars	31st March 2023	31st March 2022
a) Profit/(loss) after tax as per profit and loss account	(112.18)	(92.29)
b) Number of equity shares as at 31 March 2018	2,00,00,000	2,00,00,000
c) Nominal value of shares	Rs 10/-	Rs 10/-
d) Basic and diluted earning per share (a/b)	(0.56)	(0.46)

21 Details of dues to Micro and Small Enterprises as per MSME Act, 2006

As determined by management, there are no Micro, Small and Medium Enterprises as defined in the "Micro, Small, Medium Enterprises Development Act 2006" to whom the company owes dues on account of principal amount together with Interest and accordingly no additional disclosures have been made.

22 Related Party Transactions

Description of Relationship	Name of Party	Place of Incorporation
Holding Company	Starlog Enterprises Limited	India
Fellow Subsidiary	Starport Logistics Limited Starlift Services Private Limited	India India
Key Management Personnel	Cadalur Srinivasamurthy Venkatesh, Director Arup Kumar Ghosh, Director Edwina Dsouza, Director Balawant Singh, Company Secretary	India India India India

Significant Transactions with Related Parties

The following table provides the total amount of transactions that have been entered into with related parties

Nature of transaction	Nature of relationship	31st March 2023	31st March 2022
Expense incurred by others on our behalf			
Starlog Enterprises Limited	Holding Company	23.43	8.35
Starlift Services Private Limited	Fellow Subsidiary	-	0.01
Outstanding Balances			
Advances/ICD Given			
Starport Logistics Limited	Fellow Subsidiary	59.32	59.32
Expense incurred by others on our behalf			
Starlift Services Private Limited	Fellow Subsidiary	3.44	3.44
Advances Received/Expense incurred by others on our behalf			
Starlog Enterprises Limited	Holding Company	127.03	103.60

23 Segment Reporting

The Company is engaged in one business segment i.e. ports. Further all the commercial activities of the company are based in India. Accordingly, there is no separate reportable segment.

24 Balance of creditors are subject to confirmation. However, in the opinion of the Board, Current Assets, Loans and Advances have value on realisation in the ordinary course of business, at least equal to the amount at which they are stated.

25 Contingent liabilities not provided for :

Company has invoked bank guarantee given by a machine supplier and realised Rs 8,39,79,000/- during the year ending 31.3.2013 which was reduced from the cost of Plant & Machinery. However, the supplier has contested the invocation of bank guarantee and the matter is sub-judice.

The Company has terminated the license agreement with Kandla Port Trust ("KPT") on 9th November, 2012 and arbitration proceedings have commenced thereafter. On 27th September, 2013, KPT had taken over all the fixed assets. Correspondingly, all the secured liabilities against said fixed assets were also transferred to KPT. The Company has claimed Rs.536.35 Crore from KPT which has made a counter claim against the Company for Rs.2345.35 Crore. Counter claim of KPT includes Rs.1438.21 Crore on account of profit share for the period from the date of termination of the contract until the expiry date as per the original contract. The Company considers the counter claim untenable as the possession of the fixed assets and control of port operations are with KPT. Similarly counter claim of KPT also includes replacement cost of plant & machinery amounting to Rs.583.76 Crore which the Company considers untenable as there is no such provision in the License Agreement. The Company believes that, its claim of Rs. 583.76 Crore is realisable and it has a good case on merits.

As per the terms of the licence agreement with KPT, all the secured debts get transferred to KPT on termination of the said agreement upon KPT taking over control on port assets of the Company. However, lenders have continued to show the aforesaid secured liabilities amounting to Rs.95,10,64,087 as on 31st March, 2017 (*status quo pro* as on date) as recoverable from the Company which the Company has disputed in the aforesaid arbitration proceedings. In financial year 2015-16, Bank recovered matured margin money kept with the bank along with interest for Rs 2,88,78,633.81 as against aforesaid dues, which the Company considers against the provisions of license/other agreements and has accordingly shown the same as recoverable from the Lenders.

26 Gratuity and other post-employment benefit plans

The Company has made provision for accrued liability for gratuity as per the actual details of the employees as on 27 September 2013 i.e. the date when the KPT took over the possession from the Company.

27 Compliance with certain requirements of the Companies Act,2013

The Company has identified that it has not complied with certain provisions of the Companies Act,2013 as set out below:

- Independent directors as required under section 149 of the Act have not been appointed by the Company.
- Audit committee as required under Section 177 of the Act has not been constituted by the Company.
- Nomination and remuneration committee as required under Section 178 of the Act has not been constituted by the Company.

The Company is in the process of complying with the above provisions as required under Companies Act, 2013. Management believes that the liabilities/penalties. If any, on account of the above stated non-compliances are not expected to be material and the same are currently not determinable.

28 Additional Regulatory Information Required By Schedule III To The Companies Act, 2013

- The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act,1961 (such as search or survey), that has not been recorded in the books of account.
- The Company has not traded or invested in crypto currency or virtual currency during the year.
- The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

29 Ratio Analysis

Type of Ratios	Formula for computation of ratios are as follows:	FY 2023	FY 2022	Changes in %
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	0.198	0.208	-4.87
Debt Equity Ratio	$\frac{\text{Total Debt}}{\text{Total Shareholders Equity}}$	Not Applicable	Not Applicable	Not Applicable
Debt Service Coverage Ratio	$\frac{\text{Earning available for debt service}}{\text{Debt service}}$	Not Applicable	Not Applicable	Not Applicable
Return on Equity Ratio	$\frac{\text{Net Income}}{\text{Average Shareholders Equity}}$	-98.25%	-772.32%	87.28
Inventory Turnover Ratio*	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventories}}$	Not Applicable	Not Applicable	Not Applicable
Trade Receivables Turnover Ratio	$\frac{\text{Net Credit Sales}}{\text{Average Accounts Receivable}}$	Not Applicable	Not Applicable	Not Applicable

Type of Ratios	Formula for computation of ratios are as follows:	FY 2023	FY 2022	Changes in %
Trade Payables Turnover Ratio	$\frac{\text{Net Credit Purchases}}{\text{Average Accounts Payable}}$	Not Applicable	Not Applicable	Not Applicable
Net Capital Turnover Ratio	$\frac{\text{Net Sales}}{\text{Average of Working Capital}}$	Not Applicable	Not Applicable	Not Applicable
Net Profit Ratio	$\frac{\text{Net Profit After Tax}}{\text{Net Sales}}$	Not Applicable	Not Applicable	Not Applicable
Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	-65.88%	-158.86%	58.53
Return on Investment	$\frac{\text{Earning before interest and tax}}{\text{Average of total assets}}$	-12.78%	-9.78%	30.68

Explanation for change in the ratio by more than 25% as compared to the previous year.

- Return on Equity Ratio changed due to erosion in the Net Equity as compared to previous period
- Return on Capital Employed Ratio changed due to erosion in the Net Equity as compared to previous period
- Return on Investment Ratio changed due to increase in Loss for the year as compared to previous period

30 Previous year comparatives

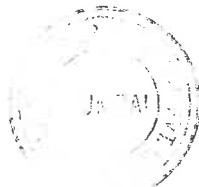
Previous year's figures have been regrouped where necessary to conform to this year's classification.

As per our report of even date

For Manish Kumar Agarwal & Co
Chartered Accountants
Firm Registration No: 153871W



Pulkit Goyal
Partner
Membership No. 436460
UDIN # 23436460BGWUWJ9794



Place: Mumbai, India
Date: 24th May 2023

For and on behalf of the Board of Directors
Kandla Container Terminal Private Limited
CIN:U63012MH2006PLC162584


C S Venkatesh
Director
DIN: 08185541


Edwina Dsouza
Director
DIN: 09532802



INDEPENDENT AUDITOR'S REPORT

To The Members of

KANDLA CONTAINER TERMINAL PRIVATE LIMITED
Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Indian Accounting Standards ("Ind AS") financial statements of **KANDLA CONTAINER TERMINAL PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view on conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss Including Other Comprehensive Income, its Cash Flows and the Statement of the Changes in Equity for the year ended on the date.

Material Uncertainty Related to Going Concern

We draw attention to Note 2(B) regarding Going Concern read with Note 25 regarding Contingent Liabilities. As more fully explained in those notes. The company has terminated the License Agreement with Kandla Port Trust ("Port") on 9th November, 2012 and Arbitration proceedings have commenced with Port. The Company believes that its claims against the port shall far outweigh counter-claims against it when the same are settled in the said arbitration proceedings and has, accordingly, prepared its accounts on Going Concern basis.

Basis for Qualified Opinion

As fully explained in Note 27 to the accompanying financial statements, the company has not complied with the provision of Section 149, 177 and 178 of the Act with respect to appointment of independent directors, constitute of audit committee and nomination and remuneration committee during the year ended 31 March, 2023. Pending regularization of the aforementioned defaults, Liabilities/penalties, if any, on account of the above non-compliance are presently not ascertainable and therefore have not been provided for in the statement.



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 Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matters

We draw attention to:

1. Note 14 that include service tax payable of Rs. 2,51,87,284 which is net-off service tax input of Rs. 77,36,023. The input credit of service tax has not been claimed within stipulated time as per service tax guidelines and there is reasonable doubt that the same will be available for set off in future. The Company has continued to show it is an asset till the conclusion of its arbitration proceedings.
2. Note 11 regarding Cumulative Compulsorily Convertible Preference Share ("CCPS") of Rs. 10,00,00,000. As per terms, the CCPS should have been converted into equity of the Company at the date no later than 21st October 2016. However, the same are still to be converted. Further, the Company has not done fair valuation of the CCPS are required under Ind AS 32 which is in nature of compound financial instrument on the grounds that they are overdue for conversion as on balance sheet date.

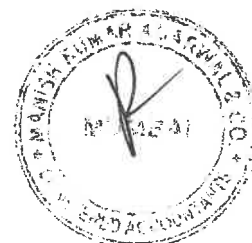
Our opinion is not modified in respect of the above matter.

Other Information

The Company's management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon. The Company's annual report is expected to be made available to us after the date of auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusive 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. When we read the annual report, if we conclude that there is a material misstatement of this other information, we are required to report that fact.



Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and the statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, Board of Directors and management 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.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the Standalone 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 standalone 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 Standalone Financial Statements, including the disclosures, and whether the Standalone 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 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 accounts as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) The matters described in the Basis of Qualified Opinion paragraph as per our separate report in 'Annexure B', in the Material Uncertainty Related to Going Concern paragraph above and in the Basis of Qualified Opinion Paragraph and Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - f) As explained to us, none of directors is disqualified as on 31st March 2023, from being appointed as a director in terms of Section 164(2) of the Act.
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
 - h) In our opinion and according to the information and explanations given to us, no remuneration has paid/provided by the Company to its directors during the year.
 - i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements vide Note 25.
 - ii. The Company did not have any long term contracts, including derivative contracts, for which there were any material foreseeable losses.



- iii. The Company is not required to transfer to the Investor Education and Protection Fund.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause iv (a) and iv (b) contain any material mis-statement.
- v. No dividend declared or paid during the year by the Company.

For **Manish Kumar Agarwal & Co.**
Chartered Accountants
(Firm's Registration No.153871W)



A handwritten signature in black ink that reads "Pulkit Goyal".

Pulkit Goyal
(Partner)

Membership No.436460
UDIN# 23436460BGWUWJ9794

Place: Mumbai
Date: 24th May,2023

ANNEXURE A

To the Independent Auditor's Report on the Standalone Ind AS Financial Statements of Kandla Container Terminal Private Limited -31st March, 2023

(Referred to in our Report of even date)

- i. In respect of its Property, Plant and Equipment:
 - a
 - i. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - ii. The Company does not have any intangible asset. Accordingly, paragraph 3(i)(a)(B) of the Order is not applicable.
 - b. The Property, Plant and Equipment were not entirely physical verified during the year by the Management.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold immovable property, accordingly, clause 3(i)(c) of the order is not applicable.
 - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued any of its Property, Plant and Equipment or Intangible assets or both during the year.
 - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceeding has been initiated during the year or are pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rule made thereunder.
- ii.
 - a. According to the information and explanations given to us, the Company's nature of operations does not require it to hold inventories and, accordingly, clause 3(ii)(a) of the order is not applicable.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company doesn't have a working capital limit in excess of Rs. 500 Lacs sanctioned by banks or financial institution on the basis of security of current assets. Accordingly, clause 3(ii)(b) is not applicable.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, except as disclosed in sub-clause (a) below.

a.	
Advance in the nature of Loan to Fellow subsidiary	Rs. 59,32,253

- b. The company has given loans to relating parties which are interest free and without a repayment schedule. On overall basis, in our opinion, term and conditions of the amount given are not in writing. Hence, we are unable to comment on the



terms and conditions of the loans granted during the year are, prima facie or not, prejudicial to the interest of the Company or not.

c. In the case of loans given, no formal Loan Agreement are entered with them and no schedule for repayment of principal and payment of interest has been stipulated by the company. Hence, we do not make any comment on the regularity of repayment of principal and payment of interest and overdue amount, if any, in this regard.

d. In the absence of formal Loan Agreement, we are unable to make any comment on overdue amount remaining outstanding as at the balance sheet date or not.

e. The Company has given loan without a repayment schedule, hence we are unable to comment on whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties or not.

f. In the absence of formal Loan Agreements, we are unable to comment on whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment or not.

- 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 Act in respect of loan to director including entities in which they are interested and in respect of loans and advances given, investment made and guarantees and securities given have been complied with by the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public during the year in terms of the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- vii.
- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of accounts in respect of undisputed statutory dues, including provident Fund, Employees' State Insurance, Income-Tax, Goods and Service Tax and other material statutory dues applicable to it have not been regularly deposited with the appropriate authorities. There were no undisputed amounts payable in respect of aforesaid statutory dues in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable except service tax of Rs. 2,51,87,284 and TDS of Rs.1,95,42,286.
- b. According to the information and explanation given to us, there are no disputed statutory dues in respect of income Tax, Sales Tax, Wealth Tax, Duty of Custom, Duty of Excise, Value Added Tax and Cess which have not been disputed.



- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no transaction was surrendered or disclosed as income during the year in the assessments under the income tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- ix.
- a. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, accordingly, clause 3(ix)(a) of the Order is not applicable.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - c. According to the information and explanations given to us, money raised by way of term loan were utilised for the purpose for which these were obtained.
 - d. According to the information and explanations given to us, the company has not raised fund on short term basis, accordingly, clause (3)(ix)(d) of the order is not applicable.
 - e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or Joint ventures of the Company as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
 - f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or Joint ventures of the Company as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x.
- a. According to Information and explanation given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year ended 31st March 2023. Accordingly, paragraph 3(ix)(a) of the Order is not applicable.
 - b. According to Information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of share or convertible debenture (fully or partly or optionally convertible) during the year ended 31st March, 2023. Accordingly, paragraph 3(ix)(b) of the Order is not applicable.
- xi.
- a. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
 - b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditor in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.



- c. According to the information and explanation given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the company during the year.
- xii. According to the information and explanation given to us, the Company is not a Nidhi Company and hence the paragraph 3(xii)(a), (xii)(b) and (xii) (c) of the order is not applicable.
- xiii. In our opinion and on the basis of information and explanation given to us by the management, all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- xiv.
- a. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b. According to information and explanation given to us and based on our audit procedure performed, the company is not required to appoint internal auditor under section 138 of Companies act,2013 read with Rule 13 of companies (Accounts) Rules, 2014. Accordingly, paragraph 3(xiv)(b) of the Order is not applicable.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the Company;
- xvi.
- a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the order are not applicable to the company.
- b. According to the information and explanations provided to us during the course of audit, there are no core investment company within the group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) Accordingly, reporting under clauses 3(xvi)(d) of the order are not applicable to the company.
- xvii. The company has incurred cash losses of Rs. 49.48 Lacs during the financial year and cash losses of Rs. 23.24 Lacs incurred immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements including note no. 2(B) and note 25 to the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that a material uncertainty exists with respect to going concern as on the date of audit report as mentioned in Material Uncertainty related to Going Concern Para of our Audit Report on Financial Statements.



- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Manish Kumar Agarwal & Co.**
Chartered Accountants
(Firm's Registration No.153871W)



Pulkit Goyal
(Partner)

Membership No.436460
UDIN# 23436460BGWUWJ9794

Place: Mumbai
Date: 24th May,2023

Annexure B

To the Independent Auditor's Report on the Standalone Financial Statements of Kandla Container Terminal Private Limited- 31st March 2023

(Referred to in our Report of even date)

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

We have audited the internal financial controls with reference to financial statements **Kandla Container Terminal Private Limited** ("the Company") as at 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to 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 ("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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their



operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

- (a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the



company's internal financial controls with reference to financial statements as at 31st March, 2023:

The Company did not have an appropriate internal control system for obtaining periodic balance confirmations of trade payables, loans and advances which could potentially impact the financial position and operating statement.

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

In our opinion, except for the effect/possible effects of the material weakness describe above, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the standalone financial statements of the company as at and for the year ended 31st March 2023, and the material weakness have affected our opinion on the standalone financial statements of the company and we have issued a modification opinion on the standalone statements.

For **Manish Kumar Agarwal & Co.**
Chartered Accountants
(Firm's Registration No.153871W)



A handwritten signature in black ink, appearing to read "Pulkit Goyal".

Pulkit Goyal
(Partner)

Membership No.436460
UDIN# 23436460BGWUWJ9794

Place: Mumbai
Date: 24th May, 2023