## allcargo logistics

One world, one reliable partner

**Annual Report** 2021-22

# Corporate Information

#### **Board of Directors**

Shashi Kiran Shetty Chairman and Managing Director

Adarsh Hegde Joint Managing Director

Parthasarathy Vankipuram Srinivasa Vice Chairman & Non-Executive Director

Arathi Shetty
Non-Executive Director

Mohinder Pal Bansal Independent Director

Martin Müller Independent Director Kaiwan Kalyaniwalla Non-Executive Director

Mahendra Kumar Chouhan Independent Director

Radha Ahluwalia Independent Director

Nilesh Vikamsey Independent Director (Appointed w.e.f. June 30, 2022)

Cynthia Dsouza Independent Director (Upto June 29, 2022)

#### **Deputy Group Chief Financial Officer**

Deepal Shah

Company Secretary & Compliance Officer

Devanand Mojidra

Internal Auditor Mukundan K V

**Statutory Auditors** 

M/s S R Batliboi & Associates LLP

Secretarial Auditors

M/s Parikh & Associates

**Solicitors and Legal Advisors** M/s Maneksha & Sethna

#### **Bankers/Financial Institutions**

Axis Bank Ltd.

DBS Bank India Ltd.

HDFC Bank Ltd.

HDFC Bank Ltd.

BNP Paribas

The Honkong and Shanghai
Banking Corporation Ltd.

Kotak Mahindra Bank Ltd.

Standard Chartered Bank

Yes Bank Ltd.

BNP Paribas

ING Belgium NV

KBC Bank NV

ICICI Bank Ltd.

Axis Finance Limited

#### **Registered Office**

6<sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai 400 098. Tel.: 022-6679 8100 | www.allcargologistics.com CIN: L63010MH2004PLC073508

#### **Registrar and Share Transfer Agent**

M/s Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083. Tel.: 022-4918 6000 | Fax: 022-4918 6060 www.linkintime.co.in | E-mail: rnt.helpdesk@linkintime.co.in

29th Annual General Meeting: Tuesday, September 20, 2022 | 2:30 PM (IST) Onwards

#### Forward-looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements (Written and Oral) that we periodically make certain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

### Contents

CORPORATE OVERVIEW	
Key Highlights	02
Key Milestones	04
Moving the World Forward	06
A Digital-first Approach to Logistics	08
Transforming Logistics across the Globe	09
Chairman's Message	10
Strategic Move with the Scheme of Demerger	14
Our Five Year Snapshot	16
The Allcargo Advantage	18
GROWING SCALE OF OPERATIONS	
International Supply Chain Solutions	20
FCL	22
Air Freight	24
Express Distribution	26
Container Freight Stations and Inland Container Depots	28
Contract Logistics	30
Logistics Parks	32
Board of Directors	34
Management Team	37
Sustainability and Community Welfare to Transform Lives	38
STATUTORY REPORTS	
Notice	40
Board's Report	59
Management Discussion and Analysis Report	92
Corporate Governance Report	99
Business Responsibility Report	124
FINANCIAL STATEMENTS	
Standalone Financial Statements	132
Consolidated Financial Statements	213

# **Key Highlights**

World's #1LCL consolidator

Revenue: **20,072 crores** 

Over **25 years** of excellence

**Leading Player** in 3PL Warehouing

Listed among top 20 global ocean freight forwarders India's #1 CFS Operator

Operations in

180 countries and coverage spanning the whole of India

**Pioneer** in Express Distribution

A powerhouse of global supply chain solutions and a value-driven global logistics conglomerate, Allcargo powers customers' domestic and international business supply chains with seamless logistics in 180 countries, door-todoor deliveries in more than 50 global markets and unmatched domestic reach across India. Allcargo's expertise and experience of over 25 years span International supply chain, FCL, Air Freight, Express Distribution, Container Freight Stations, Contract Logistics, Logistics Parks, and more. For us, it is not just about offering a service but making the most of the opportunity to create digitally-enabled solutions that empower businesses globally. We are committed to creating benchmarks of quality and consistency to co-create value for all our stakeholders.





# **Key Milestones**

1994-2004

#### 2005-2010

# Organic Growth



> Started as a cargo handling operator at Mumbai port



> Entered into LCL
Consolidation – agent of



> Entered into Container Freight Station (CFS) operations at JNPT port



> Listed on BSE Limited and National Stock Exchange



> Started Operations in Contract Logistics



> Expanded CFS operations at Chennai & Mundra



> Acquired 50% stake in ACM



> Completed 100% acquisition of ECU Line



Strategic acquisitions in Hong Kong and China



Acquisition of Hindustan
 Cargo - Freight forwarding
 arm of Thomas Cook



> Acquisition of SHE Maritime, London based NVOCC

#### - .

#### **Expanding Services**

**Enhancing Capabilities** 

#### 2011-2016

#### 2017-2021

- > Started ICD at Dadri
- > Started New CFS near JNPT
- > Started offering value added services across all CFS
- > Acquired majority stake in FCL Marine Agencies, Rotterdam
- > Launched Avvashya CCI Making a strong entry into the chemicals warehousing sector
- > ECU Line rebranded as ECU Worldwide
- > Consolidated global presence under ECU Worldwide

- > Launch of Allcargo Logistics and Industrial Parks
- > Launch of Allcargo Greens, an organization-wide sustainability programme
- > Launched one of India's largest logistics parks, in Jhajjar
- > Reconstituted Gati Board
- > Allcargo announced a fresh infusion of INR 80 crore by way of equity shares to take the shareholding in Gati to above 50%
- > Acquired a controlling stake in Nordicon, the market leader in LCL consolidation in the Nordic region
- > The company has filed for demerger to create strategic business undertakings and value unlocking
- > Expanded the contract logistics business in Auto & Ecommerce







> Acquired Econocaribe Consolidators in the USA



> Acquired strategic stake in Gati



> Acquired 65% stake in Nordicon



> Acquired PAK DA (HK) Logistics Ltd. and Spechem Supply Chain Management (Asia) Pte. Ltd



> Acquired 85% stake in Speedy Multimodes Ltd. operating CFS in JNPT and Mundra

#### Integrating Logistics Solutions

# Moving the World Forward

Allcargo Logistics, today, is a global force providing international supply chain solutions and global cargo movements across 180 countries, with door-to-door deliveries in over 50 markets.

As business supply chains evolve and increasingly demand end-to-end, single-window services, we have the capabilities to devise ingenious solutions, specifically customised to our customers' needs, owing to our wide-ranging excellence in diverse ocean-side and landside logistics verticals like International Supply Chain, FCL, Air Freight, Container Freight Stations, Express Distribution, Contract Logistics, Logistics Parks, etc.

An approach of close collaboration within our group companies, a future-ready perspective to identify and leverage global business opportunities, a focus on adopting new-age tools and technologies to lead the digital transformation and relentless pursuit of customer delight, make us reliable partners whose services customers the world over count on and vouch for.

Be it our strategies for organic and inorganic business growth, proprietary digital tools that help bridge geographies and time zones or new products and services introduced to align with market requirements, all efforts are directed towards making global supply chains as seamless and as convenient as possible for our customers.

Being a responsible corporate citizen in India and globally, we pay close heed to the Environmental, Social and Corporate Governance (ESG) compliance as well as adherence to stringent Health, Safety, Security and Environment (HSSE) standards.

Aligning offices and teams around the world to common values of Entrepreneurship with a Purpose, Customer Centricity, Innovation and Execution, Collaboration, and Care for the Environment and Society, we are geared to move ahead towards our vision of market leadership by far in all regions and businesses we operate in, to continue serving and creating value for all our stakeholders.





# A Digital-first Approach to Logistics

Integrating digital tools and technology across various operations and processes has the potential to fundamentally transform the business and its customer experience.

At Allcargo Group, adopting software and tools that streamline operations and bring in more efficiency is just one part of the digitalization effort.

Another significant aspect of digitalization is to mine into the vast amount of data that logistics operations generate, and cull out actionable insights to make informed decisions in the interest of the business and its stakeholders.

Further, in keeping with the importance of data and cyber security, an organization-wide transformation has been implemented to ensure adherence to the highest security standards. The security posture is strengthened by strict implementation of Information Security Management Systems (ISMS) and there is a proactive approach to monitor, detect and mitigate information security risks in a timely manner.

A number of digital tools enable secure information flow and data exchange, to collaborate with customers and offer seamless, digital logistics solutions.



#### **ECU360**

The state-of-the-art digital logistics platform ECU360 enables global cargo movements in just a few clicks with instant quotes, quick bookings, real-time tracking-and-tracing, reports and analytics, backed by access to a network operating in 180 countries and door-to-door deliveries in more than 50 global markets.



#### **myCFS**

Transforming the CFS experience is a convenient, easy-to-use digital portal that helps businesses enhance efficiency with contactless services that facilitate end-to-end CFS services online, enable uploading and retrieval of import/export documents, automated updates on all CFS service requests, and access to current and archival reports and analytics.

#### **Gati Genie**

The WhatsApp chatbot provides instant services such as PIN Code serviceability check, track and trace, rate and transit time calculator, pick up registration, response to queries and concerns, etc., so that getting information on shipments is as easy as sending a WhatsApp message.

Further, the digital play was expanded during the year to include an enterprise-wide ERP system, and a new CRM tool powered by Salesforces so that businesses have a seamless experience from start to finish.

#### Technology in warehousing and contract logistics

With IoT and several other technologies, like Artificial Intelligence, drones, robots, and automatic tracing and tracking of data, the traditional approach to supply chain logistics has completely changed. These systems have augmented and have made e-commerce services and businesses, more efficient with their digital approach.

With an array of technologies being brought into the modern supply chain logistics, it indeed drives automation, and augmentation, promoting efficiencies with effective and clear delivery insights.

Cost-efficient and semi-automated warehousing, with pick-to-light and put-to-light and other technologies that enhance human capital help enhance contract logistics performance.

# Transforming Logistics across the Globe

With group-wide transformation projects across key areas like sales acceleration, new business development, finance and IT and data security, Allcargo Group continues to take forward strides to create logistics magic, worldwide and establish market leadership.

Here are the key highlights of Allcargo Group's transformation projects

#### Sales acceleration and digitalization

- > Become a digitally-enabled, future-ready organization capable of offering end-to-end services
- > Develop expertise and capabilities to be amongst the top 10 digital organizations across areas of operation and business
- Sales diagnostics for effective lead generation, prioritization, and pitching
- > Analysis of customer segmentation-wise trends and rapid prototyping of pilot trade lanes
- > A common sales force to target the end-to-end product (CFS and International Supply Chain Solutions)
- > Optimize backend operations with a centralized approach and keep digitization in mind
- > Identify a gold standard process keeping automation in mind and lesser people dependency for port pair/routing guide, sailing schedule, track-and-trace, etc.

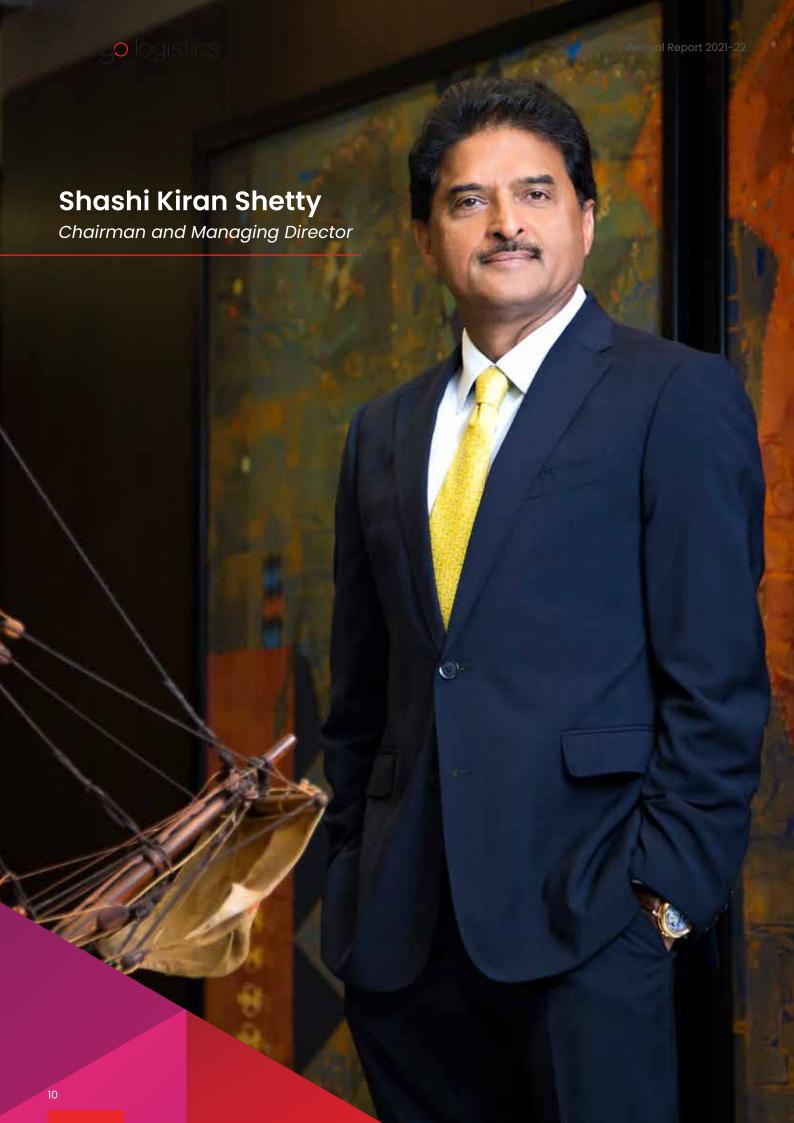
#### **Finance transformation**

- > Standardized way of working in terms of processes, policies and reports
- > Create a business interface layer for finance with the goal of becoming a business partner/enabler
- > Establish future-ready, lean and productive organization design that involves spans and layers, which reduces complexity

- > Redesigning the processes by simplification and removing redundant workflows to ensure ease of doing business
- > Enhanced controls with complete visibility and transparency
- Cost optimization and benchmarking against industry best practices
- > Managing and retaining top-tier finance talent

#### IT transformation

- > Group companies are ISO27001 certified. It is an international standard focused on managing information security and is of utmost priority for the Data Security of our organization and customers
- > Robust cybersecurity culture with continuous monitoring to detect and mitigate information security risks in a timely manner
- > Chief Information Security Officer (CISO) leads the Information Security Management Systems (ISMS) function
- > Currently in the Low Risk category for Cyber Exposure Score (CES)
- > External IPs are monitored from an outside-in perspective to maintain a good cybersecurity posture by using the highly reputed BitSight Security rating platform, trusted by over 40 government agencies around the world
- > Business Continuity Management Systems (BCMS) approach based on the four pillars – Emergency Response, Crisis Management, Business Continuity Planning, and Disaster Recovery Management
- > IT Disaster Recovery Solution built on a hybrid strategy of onpremise and third-party cloud infrastructure that supports quick response and recovery for applications and services
- > IT Service Management (ITSM) built on self-service, autohealing, and an escalation mechanism in line with ITIL v3 standards.





# Chairman's Message

Dear Shareholders,

The world has taken giant leaps over the past few years. Possibly at no point in history has mankind made such a massive climb on the mountain of progress. Digital innovation has not only democratised opportunities but has also given enterprises a new domain to operate in – the virtual one. Enabling these enterprises with the on–ground movement of goods is the logistics sector which is creating new possibilities for businesses.

Propelled by technology and an increase in world trade – driven by an increase in trade agreements – the global logistics market has grown significantly. It was valued at USD 9.5 trillion in 2021 and by 2027, it is expected to reach USD 13.3 trillion, with a compounded annual growth rate of 5.7% in the intervening years.

#### The one way across the world

Being in the business of facilitating commerce and trade, and bolstering economies around the globe, Allcargo Logistics consolidated its strengths to create logistics magic for businesses the world over, during FY 2022. The brand, which for close to three decades, has come to be identified for its ingenious solutions and customer-centric approach, amalgamated its various businesses across the logistics spectrum to be and do things one way across the world.

The merging of our strengths under the unified aegis of Allcargo Group could not have come at a better time. As we look back at FY 2020-21, we celebrate what has been our most successful year to date. It is a testament to the businesses we have grown, the dreams we are helping come true and the passions we have ignited. Last year, Allcargo set its sights far and wide and rose like a phoenix to meet the diverse requirements of businesses on different shores. These efforts were rewarded by the market, where Allcargo was able to consolidate its leadership across key businesses. Today, Allcargo ranks among the top 20 logistics companies in the world.

#### Doing the right thing at the right time

While it may seem that good fortune caused favourable winds to fill our sails, the triumph of last year can be attributed to anything but a windfall. It is the culmination of various dynamic factors that have been artfully engineered to

come together to reap rich dividends, by a team for whom customer centricity and commitment to excellence have become a culture. What has worked in our favour is firstly, bold ambitions, and secondly, the skill and expertise with which we have navigated several global challenges and mitigated their impact to a great extent.

During the first year of the COVID-19 pandemic when businesses became conservative, we took on a group-wide transformation project in collaboration with McKinsey & Company, which is compounding its benefits today. Our offices around the world, continue to recalibrate processes and operations, in order to do things one way across the globe. Strengthened by a single-minded focus across geographies, I am pleased that our various integrated logistics businesses have done exceptionally well.

#### A remarkable business performance

Our International Supply Chain – ISC division has excelled both overseas and in India, to reinforce our position as the world's LCL consolidation leader. The year also saw Allcargo move up the ranks to become the world's 18th largest ocean freight forwarder and create history in Indian export consolidation, with the highest ever export consoles in a month from Nhava Sheva, Maharashtra. Backed by our state-of-the-art digital logistics platform, ECU360, we are also enabling our freight forwarding partners and associates to explore the potential of technology and keep pace with changing times.



Long recognised for exceptional quality and value for customers, the container freight station (CFS) business also saw stellar growth. Our CFSs have catered to the evolving needs of the market to deliver exceptional value. Whether it is through innovative products and services or the implementation of digital portals like myCFS, the CFS-ICD division has been making inroads into new markets and opportunities.

Having set world-class standards for facilities, operations and customer service, our contract logistics division, especially chemical warehousing, has been winning praise from all quarters, from juries and customers alike. The approach of leveraging new-age technology in a manner that enhances human capital has augured well for both, the business and our customers.

Further, we expanded our nationwide footprint by building world-class logistics parks in Farukh Nagar, Haryana, and Malur, Karnataka. At 100 acres each, they hold the distinction of being the largest in the country. Built to international standards, these strategically-located logistics parks are enabling businesses to make the most of the e-commerce boom that is likely to drive consumption and consequently the demand for Grade-A warehousing. The coming years we would see the Express and Warehousing segments grow at the fastest pace within the logistics sector, and as one of the largest players in the segment, we are excited to be at the forefront of this growth.

Moreover, our express distribution and domestic air freight services in collaboration with Gati are also seeing sturdy growth, and customers across India have reinforced faith in Gati's unmatched network and services. Gati has been certified as the Most Trusted Express Services – Domestic Brand 2022. Steered by exceptional leadership, Gati has undergone significant transformation and is on its way to regaining its glory as India's undisputed leader in express distribution.

The air freight wing of our global subsidiary, ECU Worldwide, has focussed on consolidating itself over the past year and is prepared to spread its wings to reach for higher skies in the new business year.

#### **Definitive action**

Steering us to success across verticals have been a number of critical decisions that we have taken to capitalize on opportunities and to strengthen Allcargo's presence the world over.

The Joint Venture with Nordicon, the leading ocean freight services provider in the Nordic region with extensive rail freight capabilities has strengthened our presence in the Nordics. While closer home, we consolidated our businesses by exiting non-core ventures whose assets were sold off with the objective of becoming asset-light.

Further, our decision to demerge into three public listed companies has been received well by stakeholders, who stand to significantly gain from this strategic move. It will empower the businesses to gain strategic independence, and financial and operational flexibility, enabling greater individualized focus to manage, strategize and analyse for augmented growth.

#### Our people, our strength

Making all our feats possible are the efforts of an ingenious team of professionals. Armed with experience and expertise, they deliver excellent solutions that augment value for customers. The team has been enriched with the addition of industry-leading talent across offices in the world, with a number of CXO-level experts and critical managers joining Allcargo Group to lead us to newer victories by facilitating growth and digital adoption.

With our workforce comprising of more than 50% women in our global subsidiary ECU Worldwide, we are committed to replicating this healthy model of gender balance in India as well. The Restart programme, launched during the year, is slated to be a game-changer. Aimed at bringing in more diversity, women who have had to take a break from their careers for personal and domestic reasons, have the opportunity to ease back into the workplace by taking up full-time or project-based roles.

As the pandemic has caused us to reassess our relationship with our physical and emotional well-being, various initiatives have been implemented to not only create better work-life balance but overall improve the quality of our team's physical and mental health. After all, the team is an aggregate of individual members, and at Allcargo we believe we are one family.

#### **Digital strides**

Digital innovation has drastically altered the way we think, act, live and do business. The future is digital, and to support the digital aspirations of businesses, we have invested heavily in our digital play to drive efficiencies across the board, during FY 2021-22.

Allcargo Group has built digitally-enabled companies and it is a testament to our faith and focus in technology that all our digital interfaces put together, over 55% of all export bookings are now executed through digital platforms.

Our intensive efforts to ensure the safety of our stakeholders' interests have been recognized with ISO27001 certification for the robustness of our data, cybersecurity and information technology initiatives. The endeavour to leverage the potential of data science, digitalization and new-age technologies will certainly gain more momentum in the coming years.

FY 2021–22 also stands out as the landmark year wherein Allcargo's entire finance function spread across continents embarked on a transformation project aimed at optimizing, standardizing, and simplifying processes to bring in enhanced efficiencies. All of these diverse strategic measures form the architecture for our sustainable growth as a digital-first, customer-centric, and agile logistics company, delivering excellence to customers worldwide.

#### Committed to a sustainable tomorrow

Even as we keep pushing boundaries to scale new heights on the business front, Allcargo Group is ever committed to building a sustainable future. This is reflected in the strong dedication to Environmental, Social and Governance (ESG), and Health, Safety, Security and Environment (HSSE) norms, from our Board of Directors who continue to guide us on this as well as our team members who drive our initiatives ahead.

Our people-centric policies and adherence to the highest forms of corporate governance contribute to making Allcargo a Great Place to Work. It is a matter of great pride that we have achieved an incredible score of 83, which is 6 points higher than our previous score of 77.

We are taking efforts to reduce our impact on the environment by optimizing our operations and being eco-conscious in our approach towards our logistics assets as well as our daily requirements. Initiatives that enable our team members to participate in volunteering activities and make a difference to society have always received enthusiastic support and participation.

Moreover, our CSR arm, Avashya Foundation, carries out a number of inclusive programmes that reach out to communities, help increase the earth's green cover, empower women and youth, enable healthcare for the underprivileged and make a difference across six focus areas – Education, Environment, Health, Women Empowerment, Disaster Relief and Sports. Each of these initiatives is designed to create tangible change in society and the environment. An instance of this

would be our Maitree programme, under whose aegis we have planted more than 710,000 trees to not only help restore the ecosystem but also help diversify the incomes of tribal farmers in interior Maharashtra.

Together we have made a difference in over 360,000 lives till date and continue to leverage our network of NGO partners to reach out to many more beneficiaries, year after year.

#### The way ahead

As India takes forward steps to become an *Atmanirbhar Bharat* and grow into a USD 5 trillion economy that emerges as a global trade hub and logistics powerhouse, Allcargo Group is geared to support the nation with an international supply chain, express distribution and contract logistics solutions that create logistics magic, worldwide.

In the months and years that follow, we look ahead to powering collaborative business strategies and decisions that co-create value for customers, employees, shareholders and all our stakeholders.

Best Regards,

Shashi Kiran Shetty

Chairman - Allcargo Logistics

# Strategic Move with the Scheme of Demerger

Allcargo Logistics and its diverse business verticals right from International Supply Chain Solutions and CFS-ICD to contract logistics and logistics parks, are well established market leaders in their respective domains and deliver excellence to marquee businesses from varied industries.

To keep up the pace of growth and scale these businesses to the next level of growth, a landmark step has been taken by announcing the strategic demerger scheme to create two more public listed companies in a traditional mirror shareholding structure.

The resulting simplified structure, sharper capital allocation, backed by a dedicated team driving unified goals and group-wide centers of excellence that each business can tap into would augur well for the business.

Once the implementation of the demerger is complete, Allcargo Logistics would operate as three independent companies - Allcargo Logistics Limited, Allcargo Terminals Limited and TransIndia Realty and Logistics Parks Limited, with specializations in their own logistics verticals.

#### > Allcargo Logistics Limited (ACL)

The enlisted parent company that leads in international supply chain solutions, express distribution, and contract logistics businesses will keep up its enhanced focus on an asset-light business model, with added emphasis on digitalization. It will continue

retaining its ownership of shares in its global subsidiary, ECU Worldwide, Gati Ltd. and also the contract logistics division of Avvashya CCI Pvt. Ltd.

#### > Allcargo Terminals Limited (ATL)

It will consolidate its leadership position in the Container Freight Stations (CFS) space and continue to expand its footprint in CFS-ICD across India and abroad.

Our holding in Speedy Multimodes would also be a part of ATL. The focus will be on being asset-light, ensuring growth with high returns on capital employed.

#### > TransIndia Realty & Logistics Parks Limited (TRLPL)

It is the original group brand that will include crane rental, logistics parks. The business would be focused on development, creation, partnering in longer duration, rent yielding, annuity based, and long gestation strategic assets.

Shareholders of Allcargo Logistics Limited will get one share each of the two new companies for every one share they hold in Allcargo Logistics Limited.

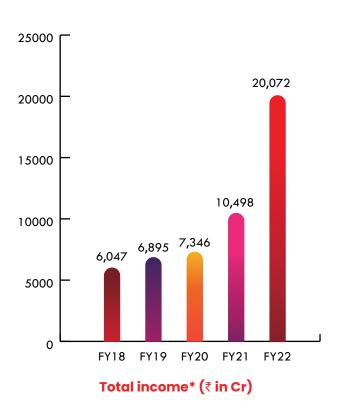
This strategic move will enable businesses to accelerate their sustainable growth by exploring opportunities to tap into new markets and innovative products and services, individually or inorganically, through partners.

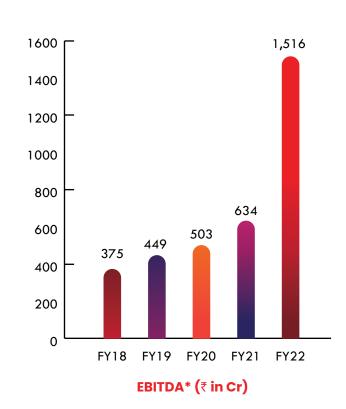


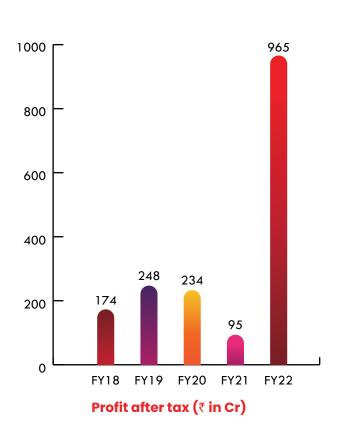


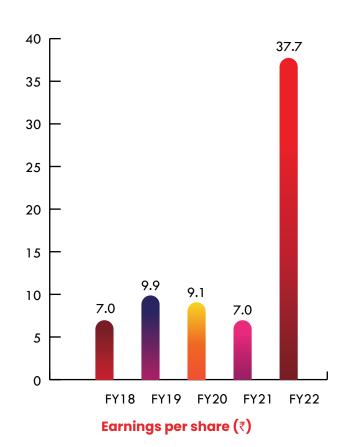
# Our Five Year Snapshot

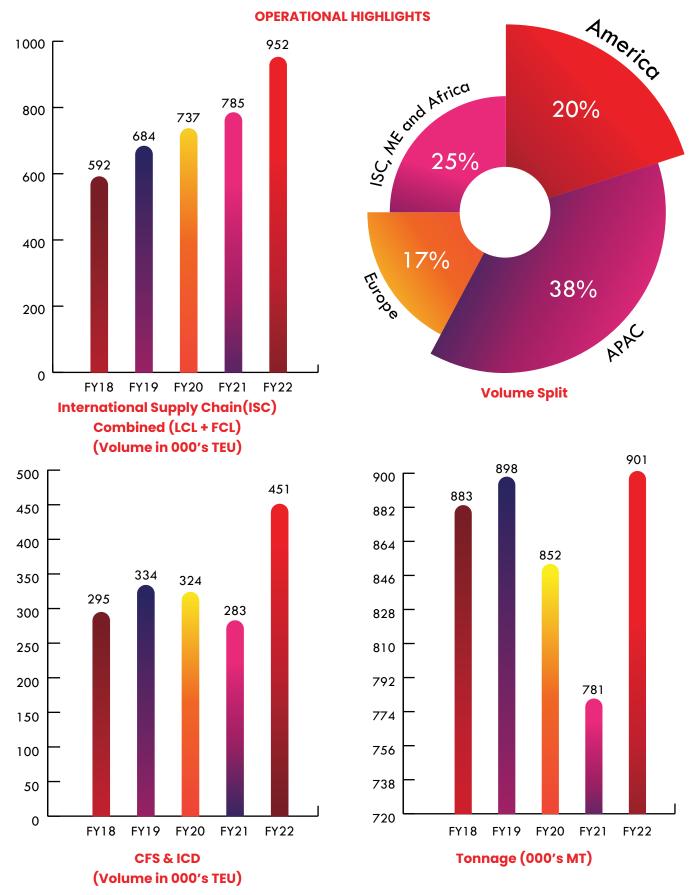
#### **FINANCIAL HIGHLIGHTS**













# The Allcargo Advantage



**Reliability** in our DNA that delivers peace of mind, every time



**Expertise** across almost all diverse logistics verticals to offer customized, end-to-end solutions for multiple sectors



A future-ready approach led by innovation, ingenuity and adoption of digital tools and technology

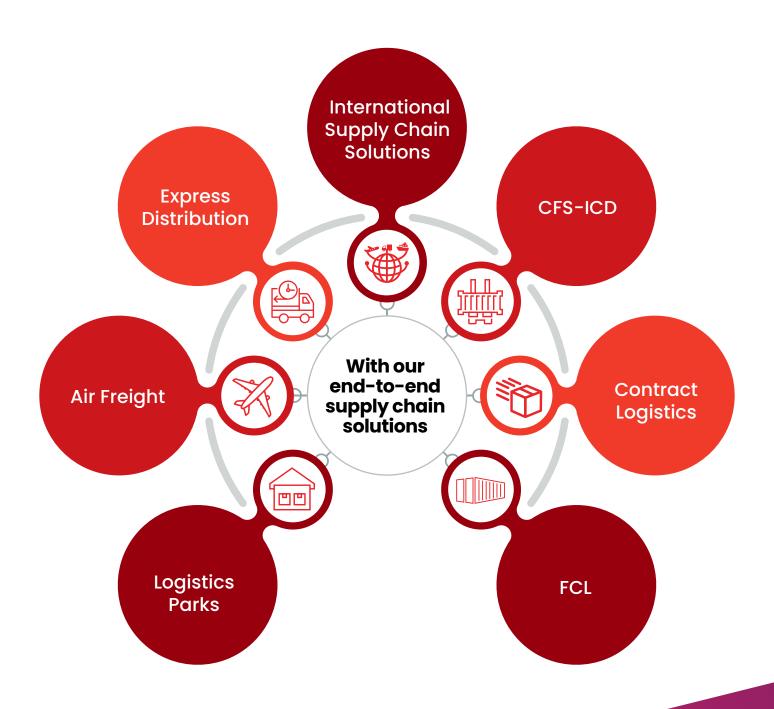


**Unmatched synergies** of a global network spanning across 180 countries and domestic coverage spanning the whole of India



**Commitment to grow** sustainably and deliver excellence with value-driven action and the highest levels of corporate governance

# Ingenuity in Every Step



# International Supply Chain Solutions

Over 25 years of global expertise and experience have evolved Allcargo Logistics into the world leader in LCL consolidation. Our wide range of customized logistics services is innovative and adaptable to our customers' specific needs. Our one-stop logistics solutions empower businesses in India and globally, so they truly experience reliable services from a single logistics partner for their supply chain needs.

We are a dynamic organization, with a network operating in 180 countries through our subsidiary, ECU Worldwide.

#### **OUR SOLUTIONS**

- > LCL Consolidation: Exports and Imports
- > FCL Forwarding: Exports and Imports
- > Air Freight Services
- > Pan India Multi-City Consolidation: Exports and Imports
- > International Transhipment at Chennai and Nhava Sheva Ports

#### THE ALLCARGO ADVANTAGE

- > Over 2400 direct trade lanes across the world
- > Dedicated hazardous cargo movement
- > Upgraded track and trace
- > Relationships with core carriers
- > Reduced transit times
- > Dedicated LCL sea freight teams
- > Cost optimization
- > Risk minimization
- > Instant quotes





#### allcargo logistics

## **FCL**

We offer stellar logistics solutions across all major trade hubs and destinations around the world. Our FCL services provide transit for heavy, out of gauge and breakbulk cargo across multiple industry sectors, globally. Our collaboration and long-standing partnerships with the world's leading carriers help us offer our customers the most optimal transit times, routes and costs. Our team of local experts can offer excellent advisory and consultation services, to make FCL transit a smooth and seamless experience.

#### THE ALLCARGO ADVANTAGE

- > Expertise across industries
- > Complete transparency on solutions
- > Ocean freight traffic on a multi-carrier principle
- > Optimized cost and time of transportation
- > Transport of break bulks, heavy or oversized goods, with the highest levels of quality and safety
- > Better control and lower costs with offices at both, origin and destination
- > Dedicated FCL team
- > Easy online access to sailing schedule





# Air Freight

Our air freight services across the world's key business centres and trade destinations are facilitated through our global network. Our teams of experts are well-versed in local regulations across continents and help handle customs and compliance. To ensure end-to-end transit with safety, we also offer value-added services like Inland trucking and warehousing.

Through our group company Gati-KWE, our domestic air freight services in India are further strengthened by tie-ups with the country's leading airlines, providing end-to-end visibility on the movements of our customers' packages. With strategically located Air Transit Centres near prominent commercial airports in India, we enable unmatched connectivity promising smooth, safe deliveries of urgent as well as temperature-sensitive shipments within 24 to 48 hours.

#### THE ALLCARGO ADVANTAGE

#### International Air Freight

- > Detailed knowledge of aircraft types and capacities
- > Compliance with local regulations and local expertise to manage customs, documentation and other formalities
- > Time-bound shipments, every time
- > Optimum air cargo rates
- > Well connected network and access to remote locations
- > Value-added services like inland trucking services and warehouse capabilities to ensure end-to-end transit with safety

#### Domestic Air Freight

- > Cost-effective air cargo movements for time-definite shipments
- Assured delivery within 24 hours at 90 major/mini ports and within 48 hours at 510 major/mini ports
- > Multimodal connectivity to non-air linked locations
- > Strategic alliance with some of India's leading airlines to offer more than 1500 departures a day
- > Priority movement at all hubs and lodgement points





# **Express Distribution**

Our express distribution services, offered in collaboration with our group company Gati-KWE, enable safe, timely multi-modal deliveries, across a reach that spans 99% of the country's districts.

Backed by the strengths of unrivalled nationwide coverage, a robust network of channel partners enabling movement of goods even to remote locations, and expertise to offer customized solutions for diverse industry sectors, we continue to help businesses broaden horizons.

Through a range of products that include Express Plus, Express, Premium Plus, and Premium, we enable surface and air express movements to both, metro and non-metro locations.

We are set apart by our digital-first approach to integrate the best in technology and optimize processes and operations, so we can offer our customers the convenience of digital payment modes, instant assistance on WhatsApp, and more.

#### THE ALLCARGO ADVANTAGE

- > Customized end-to-end logistics solutions
- > State-of-the-art tracking services
- > Quick and trusted claim process
- > Reverse logistics expertise
- > Safe, on-time deliveries
- > Specific services for unique customer requirements





# Container Freight Stations and Inland Container Depots

With one of India's widest and largest CFS networks and strategically located infrastructure, we are today reputed as the leader in the CFS-ICD business, keeping international trade blazing ahead. We understand the dynamics, diverse logistics and supply chain needs and engineering solutions that bring the highest levels of profitability for our customers. And it is our commitment to deliver beyond expectations that has made us the leader in CFS services in India.

Now with myCFS portal, our customers have a one-stop solution for convenient, contact-less CFS services. They can upload documents, generate reports, share information, and get real-time updates – all in just a few clicks.

Our state-of-the-art facilities in Nhava Sheva, Chennai, Kolkata, Mundra, and Dadri are backed by equipment, processes and digitally-enabled services that are truly world-class. This enables our customers to explore new business horizons for imports and exports, with the peace of mind that their cargo is always secure.

#### **OUR SOLUTIONS**

- > Import and Export Handling
- > Hazardous Cargo Handling
- > Bonded and Unbonded Warehousing
- > Reefer Monitoring service
- > First and Last Mile Delivery
- > Specialized Cargo Handling
- > Direct Port Delivery
- > ISO Tank

#### THE ALLCARGO ADVANTAGE

- > One of India's widest CFS networks with pan-India presence and multi-city consolidation
- > Amongst the top 3 CFS operators in Nhava Sheva, Kolkata and Chennai
- > myCFS portal for efficient, timely and contact-less CFS services
- > RFID-enabled container tracking
- > Expertise in handling and monitoring overdimensional cargo (ODC), reefer containers and hazardous cargo movements
- > Strong technological capabilities
- > Real-time updates on cargo carting
- > Green facilities that promote sustainability
- > C-TPAT, GSV Compliant and ISO, OHSAS certified facilities
- > 24x7 Customer Service Desk





# **Contract Logistics**

Today's dynamic and ever evolving business supply chains require contract logistics solutions that can adapt and align to constant demand and supply fluctuations. Additionally, to meet rising customer expectations and ensure on-time deliveries, it is important to partner with a 3PL services provider with capabilities to optimize efficiencies, enhance productivity and offer solutions tailored to specific requirements.

Scalability, flexibility and reliability are the key characteristics of our contract logistics solutions delivered by a team of experts who not only understand the complexities of Indian and global supply chains, but also have a sound knowledge of various business sectors and their unique needs.

Stringent health and safety requirements of the food, chemicals and pharmaceutical sectors, the need for just-in-time deliveries for automotive and auto ancillaries, cost-efficient and semi-automated warehousing with 'put to light' and 'pick to light' models to help leverage the boom in e-commerce, fashion and retail; our robust nationwide infrastructure and digitally-enabled solutions make us a trusted partner for many market-leading customers.

Whether customers base their business strategy on differentiation, scalability, cost leadership or quick response, we help deliver excellence with state-of-the-art warehousing facilities, trained manpower, and end-to-end solutions.

#### The Allcargo Advantage

- 69 strategically located warehousing facilities across India that meet international standards
- > Scalable and flexible supply chain solutions designed by professionals
- > Expertise in last-mile deliveries, bonded and general warehousing, mother warehouse management for OEMs and dealers, domestic and international transportation
- > Digital tools and optimized operations to enhance productivity and reduce TAT

- > Experience across sectors like chemicals, spare parts, pharmaceuticals, food, fashion, retail and e-commerce
- Chemical warehousing facilities pan-India with complete adherence to temperature-control requirements and safety regulations
- Hazardous product storage in accordance with the Globally Harmonized System (GHS) hazard class
- > Services like product pre-retailing and processing, milk-run pick-ups, cross dock management, return management, vendor-wise delivery, destination-wise sorting, etc.





# Logistics Parks

Maximising the throughput of warehousing facilities can have a significant impact on business profitability. Our nationwide footprint of built-to-suit Grade-A warehouses and logistics parks, enables customers to explore opportunities in markets strategic to their business and industry sector.

Engineering excellence, adherence to world-class construction standards, quality amenities, focus on integrating environmentally sustainable practices, flexible and customized solutions to meet diverse requirements, and compliance with stringent health and safety standards form the key reasons why marquee customers rely on us for warehousing solutions across the country.

We continue to enhance operational efficiency and minimize logistics overheads for our customers, with logistics parks in important consumption centres and industry clusters.

#### The Allcargo Advantage

- > Built-to-suit, Grade A logistics parks across Ahmedabad, Bengaluru, Delhi NCR, Goa, Hosur, Hyderabad, Mumbai and Pune
- Close connectivity to industrial hubs, transport routes and consumption centres offering significant locational advantage
- > Facilities built to international safety and engineering standards, incorporating sustainable construction for resource optimization
- > Fully and semi-automated warehousing solutions
- > Flexibility of dedicated and shared user solutions for warehousing and transportation as per requirements



### **Board of Directors**



#### Shashi Kiran Shetty | Chairman and Managing Director

- > Shashi Kiran Shetty has been pioneering the Indian logistics sector since more than two decades and has helmed major transformations riding on the growth of the Indian economy
- > Recipient of the 'Distinction of Commander of the Order of Leopold II' the highest civilian honour by the H. M. King Philippe of Belgium
- > Has successfully led Allcargo Group to a global leadership position by leveraging well-timed organic and inorganic growth opportunities



#### Adarsh Hegde | Joint Managing Director

- > Adarsh Hegde has been associated with Allcargo Logistics since its inception
- > Been instrumental in Allcargo's strategic expansions and diversification
- > Responsible for achieving Allcargo Group's bold ambitions by providing leadership to various business verticals and regions across the globe



#### Arathi Shetty | Non-Executive Director

- > Arathi Shetty is a Board Member since incorporation
- > She spearheads the sustainability initiatives of Allcargo Group under the Avashya Foundation
- > Under her guidance, the CSR team along with a network of partner NGOs implements inclusive initiatives across six key areas of Health, Education, Environment, Women's Empowerment, Sports and Disaster Relief



#### Kaiwan Kalyaniwalla | Non-Executive Director

- > Kaiwan Kalyaniwalla is a Solicitor and Advocate of the Bombay High Court and a partner of Maneksha & Sethna, a law firm based in Mumbai
- > He is an advisor to private sector corporates, multinational banks, transport and logistics companies and some of India's largest property development companies and business houses
- > He practices predominantly in the field of corporate laws, property laws, tax laws and general commercial laws



#### Martin Müller | Independent Director

- > Martin Müller is a Swiss national and is an extremely well-informed business leader, consultant who worked with McKinsey & Company in addition to his many other roles in various logistics companies around the world as an independent consultant.
- > He is currently Founder & Owner, Director. Management Consultant at Agovis Singapore Pte Ltd and Non-Executive Director at Glatz AG, Frauenfeld, Switzerland



#### Mohinder Pal Bansal | Independent Director

- > A Chartered Accountant by qualification, Mohinder Pal Bansal has more than 25 years of experience in mergers & acquisitions, strategic advising, capital markets, company portfolio integration as well as post-acquisition performance management in India, Asia and Europe
- > He is currently on the boards of several corporate bodies such as Blacksoil Capital Pvt. Ltd., and others



#### Parthasarathy Vankipuram Srinivasa | Non-Executive Director

- > Mr. Parthasarathy Vankipuram Srinivasa (fondly known as Partha) is a much-awarded professional, thought leader, and votary of transformational changes with over 35 years of rich experience wherein he has successfully led businesses, functions, and organizational transformations.
- > Prior to being appointed as the President of Mobility Services Sector, Mahindra Group in April 2020, Partha was the Group CFO and Group CIO, Mahindra Group for 7 years as well as a member of the Mahindra Group Executive Board for over 10 years. A well recognized speaker in the fields of finance and IT, he was awarded a Lifetime Achievement Award for both his CFO and CIO roles.
- > Partha is a Chartered Accountant from ICAI and ICAEW and an alumnus of Harvard Business School's AMP (2011).



#### Mahendra Kumar Chouhan | Independent Director

- > Mahendra Kumar Chouhan is a renowned thought leader in the Corporate Governance, ESG & SDGs space. He is the Chairman of Fino Payment Bank and serves on the boards of a wide range of industries, such as financial services, capital goods, exposition, education finance and housing finance among others.
- > He holds a certificate from Global Corporate Governance Forum, IFC World Bank Group, as a trainer for the board of directors and a certificate on "Governing the Corporation: Global Perspectives in the Indian Context" from the Wharton School, University of Pennsylvania, USA.
- > He has previously served on policymaking and regulatory committees and is a member of various Indian and international bodies working in the sphere of sustainability.



#### Radha Ahluwalia | Independent Director

- > For over two and a half decades, Radha Ahluwalia created and led industry leadership networks across India. She was the Managing Director of IMA, one of India's premier business research firms.
- > Radha guides start-ups in various areas leadership and corporate governance, government-industry alliances, and community and network development.
- > She is General Partner of Work10M, a work and education-focused fund and research institute centered on investments in early-stage start-ups with direct linkages to work and employability.

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#### Nilesh Vikamsey | Independent Director

- > Nilesh Vikamsey is a senior partner at KKC & Associates LLP (Formerly Khimji Kunverji & Co LLP) an 85-year-old Chartered Accountants firm. He also serves as an independent director in other listed and unlisted companies.
- > He is a member of the Institute of Chartered Accountants of India (ICAI) since 1985 and holds a Diploma in Information System Audit (DISA) from the ICAI and a Certificate course in Forensic Accounting and Fraud Detection from ICAI and Business Consultancy Studies Course.
- > He is a Committee Member of organizations like Indo American Chamber of Commerce, Bombay Chartered Accountants' Society (BCAS), and The Chamber of Tax Consultants (CTC) among other prestigious organizations.



# VISION | EXPERTISE | PASSION

# Management Team



Shashi Kiran Shetty Chairman and Managing Director



**Adarsh Hegde** Joint Managing Director



Parthasarathy VS
Vice Chairman



**Suresh Kumar** Chief Executive Officer — India



**Tim Tudor** Chief Executive Officer, ECU Worldwide



**Pirojshaw Sarkari (Phil)**Chief Executive Officer,
Gati



**Jatin Chokshi**Chief Investment Officer



**Vaishnav Shetty** Chief Digital Officer



**Ravi Jakhar** Chief Strategy Officer



**Indrani Chatterjee**Group Chief People Officer



**Deepal Shah**Deputy Group CFO



**Kapil Mahajan** Global Chief Information and Technology Officer

# Sustainability and Community Welfare to Transform Lives

At Allcargo Group, sustainability and Corporate Social Responsibility (CSR) are integral to being a responsible corporate citizen. With *Care for Environment and Society* being a core value, there is a constant effort to transform society and business for a better tomorrow.

It is all about connecting people, improving lives, and giving back to society and our mother earth, while striding forward towards cultural inclusiveness, embracing digitalization, and building customer-centric business solutions.

CSR has been key to Allcargo Group's operations and activities, long before it became a corporate mandate. Initiatives of Avashya Foundation, Allcargo Group's CSR arm, span six key areas that include Health, Education, Environment, Women's Empowerment, Sports and Disaster Relief.

#### **Protecting the environment**

Adherence to green-building standards at warehouses and facilities, integration of solar energy, natural light, waste and water management, rain harvesting, and managing consumption, help reduce environmental impact.

Under the **Maitree** initiative, more than 710,000 trees have been planted that create livelihood opportunities for tribal farmers, and also add to the earth's green cover.

#### Making a difference to society

Taking a step towards aid and help, several initiatives like blood donation, food distribution, monetary aid for health and education, and sponsoring medical treatment and surgeries, are carried out across the country in collaboration with a network of partner NGOs.

With consistent faith in community development, inclusive programs to help and heal, impacting peoples' lives at large have been initiated. The 36 different initiatives are also aligned with nationwide social programs like Digital India, Skill India, and Swachh Bharat.

Here are a few of the many initiatives that spread hope and smiles among the underprivileged and vulnerable sections of society.

- > **Drushti** is a major activity of the SAAD foundation implemented in different areas of Mumbai city working towards spreading awareness about eye care, identifying eye ailments, providing help with treatment and corrective surgery, and creating more awareness on the importance of eye care to avert issues with vision.
- > **Allcargo's Skill Development Centre** near Bokadvira, Uran, run as part of the Pradhan Mantri Kaushal Kendra (PMKK) scheme, has the dual impact of skilling underprivileged youth to





improve their employability and also enhance the availability of skilled resources for the logistics industry.

- > As part of Allcargo's CSR initiative, Dhamni village has been adopted for the development of local rural communities to provide them with safe drinking water, constructing homes, and building, and renovating village schools in the Panvel area of Mahrashtra, along with surrounding 16 hamlets, benefitting over 300 families. An initiative has been taken to skill the youth in the logistics sector to develop their capacity and make them employable. Avashya Foundation started mobilization of interested youth from Dhamni and surrounding villages to form a batch of 30 trainees.
- Nipun is a skill-development training program to help students get better employment based on their skills.
- > 15 life skills education plans, in several schools of Mangalore and the Bantwal region organized in association with Prajna Counselling Centre to impart students with life skills.
- > The Jeevan and Jeevan Coping with Cancer health initiatives offer medicine, treatment, and counseling support to patients suffering from life-threatening ailments.
- > Free psychiatric camps in Janardhana Swamy Temple premises, Seon Ashram Trust, and Gandibagilu, in a bid to create awareness of mental health.
- > Free medical camps attended by doctors from various departments from general physicians to ENT, Ophthalmology, Orthopedics, Paediatrics, Dermatology, Obstetrics, and

- Gynaecology, for boosting medical facilities. Booths were set up for free health check-ups and reports provided on health conditions, along with cures and treatments, which benefitted over 2000 rural localities. Health awareness campaigns in remote rural areas of Bantwal and Mangalore, in collaboration with Prajna Counselling Centre.
- > Camps in conjunction with SABLA to address the regressive condition of women in Mumbai's slum areas, improve sanitation facilities, educate girls and women on menstrual hygiene, and create awareness about the benefits of having nutritious food, among others.

#### Commitment to corporate governance

Free, fair, transparent, and ethical business practices, people-centric policies to enable a great place to work, stringent measures to ensure cybersecurity and data protection, zero tolerance to sexual harassment, backed by the guidance and inputs of a diverse, independent, and experienced Board of Directors drive Allcargo Group's forward strides towards sustainable growth and progress.

# NOTICE

**NOTICE** is hereby given that the **29<sup>th</sup> Annual General Meeting** of the Members of **Allcargo Logistics Limited** will be held on **Tuesday, September 20, 2022** at **02:30 p.m.** (IST) through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of Auditors thereon.
- 2. To confirm the Interim Dividend of ₹ 3/- (i.e 150%) per equity share of ₹ 2/- each declared by the Board of Directors of the Company at its Meeting held on March 16, 2022 as final dividend for the Financial Year ended March 31, 2022.
- To appoint a Director in place of Mr Adarsh Hegde (DIN:00035040), who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Mrs Arathi Shetty (DIN:00088374), who retires by rotation and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

 Revision in terms of Remuneration of Mr Shashi Kiran Shetty (DIN:00012754) as the Chairman & Managing Director

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

"RESOLVED THAT in partial modification of the Special Resolution passed at the 27th Annual General Meeting of the Company held on September 09, 2020 approving the re-appointment of Mr Shashi Kiran Shetty (DIN:00012754), ("Mr Shetty") as the Chairman & Managing Director of the Company for a period of 5 (five) years with effect from April 01, 2020 and the terms of remuneration and in accordance with the Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the annual performance evaluation and recommendation by the Governance and Nomination & Remuneration Committee ("GNRC") and 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 approval of the Members be and is hereby accorded to revise the Basic Salary Scale of Mr Shetty with effect from April 01, 2022 and other terms

and conditions of the appointment and the remuneration remain unchanged except the details as mentioned in the Explanatory Statement forming part of the Notice, with a liberty to the Board of Directors to vary the remuneration not exceeding the limits specified under the Act and as may be agreed to between the Board and Mr Shetty for the period commencing from April 01, 2022 till March 31, 2025."

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the Listing Regulations, the approval of the Members be and is hereby accorded for the payment of:

- i) annual remuneration to Mr Shetty exceeding ₹ 5 crores or 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act, whichever is higher; and
- ii) the aggregate annual remuneration to all the Executive Directors of the Company including Mr Shetty exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act."

**"RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any Financial Year or years, the aforementioned remuneration comprising salary, perquisites, benefits and variable pay (including commission payable, if any) approved herein be continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution."

 Revision in terms of Remuneration of Mr Adarsh Hegde (DIN:00035040) as the Joint Managing Director

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

"RESOLVED THAT in partial modification of the Special Resolution passed at the 28th Annual General Meeting of the Company held on September 29, 2021 approving the re-appointment of Mr Adarsh Hegde (DIN:00035040) ("Mr Hegde") as the Joint Managing Director of the Company for a period of 5 (five) years with effect from July 01, 2021 and the terms of Remuneration and in accordance with the Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the annual performance evaluation and recommendation by the Governance and Nomination & Remuneration Committee ("GNRC") and 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 approval of the Members be and is hereby accorded to revise the Basic Salary Scale of Mr Hegde with effect from April 01, 2022 and other terms and conditions of the appointment and the Remuneration remain unchanged except the details as mentioned in the Explanatory Statement forming part of the Notice, with a liberty to the Board of Directors to vary the Remuneration, not exceeding the limits specified under the Act and as may be agreed to between the Board and Mr Hegde for the period commencing from April 01, 2022 till March 31, 2025."

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the Listing Regulations, the approval of the Members be and is hereby accorded for the payment of:

- i) annual remuneration to Mr Hegde exceeding ₹5 crores or 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act, whichever is higher; and
- ii) the aggregate annual remuneration to all the Executive Directors of the Company including Mr Hegde exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act."

**"RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Notice shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any Financial Year or years, the aforementioned remuneration comprising salary, perquisites, benefits and variable pay (including commission payable, if any) approved herein be continued to be paid as minimum remuneration to the Joint Managing Director, subject to such other approvals as may be necessary."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution."

 Payment of remuneration to Mr. Parthasarathy Vankipuram Srinivasa (DIN:00125299), Non-Executive Non Independent Director in excess of the limits prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), based on the recommendation of the Governance and Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for payment of Remuneration to Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299), Non-Executive Non Independent Director of the Company, for the FY2022-23, details whereof are set out in the Explanatory Statement, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution."

# 8. Appointment of Mr Nilesh Vikamsey (DIN:00031213) as a Non-Executive 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 (the "Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Governance and Nomination & Remuneration Committee and the Board of Directors of the Company, Mr Nilesh Vikamsey (DIN:00031213), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from June 30, 2022 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) years commencing from June 30, 2022 to June 29, 2024."

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

#### Offer or invite for subscription of Secured/Unsecured Non-Convertible Debentures and/or Bonds on private placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Reserve Bank of India ("RBI") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority (the "Appropriate Authority") and subject to such conditions and/or modifications as may be prescribed



or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, the approval of the Members be and is hereby accorded to 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), for making offer(s) or invitation(s) to subscribe to the issue and allot Secured/ Unsecured Non-Convertible Debentures and/or Bonds (the "issue") on a private placement basis, in one or more series/ tranches, fixing the price and the terms and conditions of the issue as the Board may from time to time determine and consider proper and most beneficial to the Company, such that the aggregate amount does not exceed ₹ 1,000 crores (Rupees One Thousand Crores) during a period of one year from the date of passing of this Resolution and that the said borrowing is within the overall borrowing limits of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to determine and fix the terms and conditions of the issue, from time to time, do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient in the interest of the Company and to sign and execute any deeds/documents/undertakings/agreements/papers/writings, as may be required in this regard and to resolve and settle all questions and difficulties that may arise at any stage from time to time."

#### By order of the Board of Directors

Sd/-Devanand Mojidra

Company Secretary & Compliance Officer

Place: Mumbai Date: August 10, 2022

#### **Registered Office:**

6<sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai - 400 098 Email Id: <u>investor.relations@allcargologistics.com</u>

Website: www.allcargologistics.com

Phone No: 022-66798100 CIN: L63010MH2004PLC073508

#### **NOTES:**

1. Pursuant to the General Circular 2/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circular") and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India ("SEBI Circular") (MCA Circular and SEBI Circular are collectively knowns as "Circulars"), the companies are allowed to hold AGM through Video Conferencing / Other Audio Visual Means ("VC/OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company i.e. 6th Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai- 400098.

- 2. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Businesses as set out in Item Nos. 5 to 9 above and the relevant details of the Directors seeking appointment/re-appointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.
- 3. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.

In compliance with the Circulars, the Notice of the AGM indicating the process and manner of electronic voting along with the Annual Report of the Company for the Financial Year ended March 31, 2022 is being sent to the Members only through electronic mode whose e-mail addresses are registered with the Company/Depositories.

To support the 'Green Initiative' and obtaining Annual Report of the Company, Members are requested to register their e-mail addresses by sending an e-mail on <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> by giving details like name, folio number, permanent account number and contact number. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participants (DPs) only.

In compliance with the said MCA Circulars, the Company will publish a public notice by way of advertisements in Free Press Journal and Navshakti, *inter alia*, advising the Members whose e-mail address are not registered/updated with the Company or the DPs, as the case may be, to register/update their e-mail address with them at the earliest.

The copy of Notice and Annual Report of the Company for FY2021-22 is also available on the Company's website <a href="https://www.allcargologistics.com/">https://www.allcargologistics.com/</a> and the website of the Stock Exchanges, i.e. BSE Limited <a href="https://www.bseindia.com/">https://www.bseindia.com/</a> and The National Stock Exchange of India Limited <a href="https://www.nseindia.com/">https://www.nseindia.com/</a>. The Notice of AGM is also available on the website of National Securities Depository Limited ("NSDL") at <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.

- The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Act.
- 5. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, Institutional Members/ Corporate Members intending to allow their authorised representative(s) to attend and vote at the AGM are requested to submit a certified true copy of the Board Resolution/letter of appointment authorising their representative(s) together with the specimen signature(s) of those authorised representative(s) to the Scrutinizer at <a href="mailto:dhrumil@dmshah.in">dhrumil@dmshah.in</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during business hours 11:00 a.m. (IST) to 02:00 p.m. (IST) on all working days, except

Saturday, Sunday and public holidays upto the date of the AGM. The aforesaid documents will also be available for inspection by Members during the AGM.

- 7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code ("Magnetic Ink Character Recognition"), IFSC ("Indian Financial System Code") etc.:
  - a. For shares held in electronic form: to their DPs
  - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021.

Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 to avoid freezing of their folios on or after April 1, 2023 with RTA.

Members may also refer to Shareholder Service Request Section on Company's website <a href="https://www.allcargologistics.com/investorsshareholders.aspx">https://www.allcargologistics.com/investorsshareholders.aspx</a>

Members are further requested to note that non-availability of correct bank account details such as MICR, IFSC etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

 Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <a href="https://www.allcargologistics.com/investorsshareholders.aspx">https://www.allcargologistics.com/investorsshareholders.aspx</a> and on the website of the Company's RTA at <a href="https://web.linkintime.co.in/KYC-downloads.html">https://web.linkintime.co.in/KYC-downloads.html</a>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

- 10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- 11. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

- a. Form ISR-3: For opting out of nomination by shareholder(s)
- Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

#### 12. Unpaid/unclaimed dividend and shares

Members are hereby informed that as per the provisions of Section 124 of the Act, dividend which remains unpaid/unclaimed over a period of 7 (seven) consecutive years has been transferred by the Company to "The Investor Education and Protection Fund" ("IEPF") established by the Central Government under Section 125 of the Act.

Further, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, 873 equity shares of face value of ₹ 2/- each in respect of which dividend had remained unpaid/unclaimed for 7 (seven) consecutive years or more from the date of such transfer to Unpaid/Unclaimed Dividend Account of the Company has been transferred to the IEPF by crediting such shares to the DEMAT Account of the IEPF Authority (the "Authority"). The Company has sent individual notice to all the Members whose shares are due to be transferred to the Authority and has also published newspaper advertisement in this regard. Members are requested to visit the website of the Company and/ or the Authority/MCA to check their unpaid/unclaimed dividend status and are advised to write to the Company and/or RTA immediately claiming dividend(s) declared by the Company. The details of the shares transferred to the Authority are uploaded on the Company's website: <a href="https://www.allcargologistics.com/investors/">www.allcargologistics.com/investors/</a> shareinformation/dividends.

The Members may note that the shares as well as unpaid/unclaimed dividends transferred to the Authority can be claimed back by making an application to the Authority in Form IEPF-5 along with the requisite documents available on <a href="www.iepf.gov.in">www.iepf.gov.in</a> and sending duly signed physical copy of the same to the Company and/or RTA. The Members can submit only one consolidated claim in a financial year as per the IEPF Rules. In order to claim refund, the Members are advised to visit the weblink <a href="http://iepf.gov.in/IEPFA/refund.html">http://iepf.gov.in/IEPFA/refund.html</a> or contact the RTA. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The Members are requested to note the following due date(s) for claiming unpaid/unclaimed dividend paid/declared by the Company:



Dividend	Date of Declaration of Dividend	Year	Due date for claiming Unpaid dividend
Final Dividend	August 10, 2015	FY2014-15	September 09, 2022
Interim Dividend	November 05, 2015	FY2015-16	December 04, 2022
2 <sup>nd</sup> Interim Dividend	March 14, 2016	FY2015-16	April 14, 2023
Final Dividend	August 10, 2017	FY2016-17	September 11, 2024
Final Dividend	August 10, 2018	FY2017-18	September 14, 2025
Special Interim Dividend	February 08, 2019	FY2018-19	March 11, 2026
Interim Dividend	March 16, 2020	FY2019-20	April 21, 2027
Interim Dividend	March 15, 2021	FY2020-21	April 19, 2028
Interim Dividend	March 16, 2022	FY 2021-22	April 18, 2029

Pursuant to the IEPF Rules, the Company has also uploaded the details of unpaid/unclaimed amounts lying with the Company as on March 31, 2022 on the Company's website <a href="https://www.allcargologistics.com/investors/shareinformation/dividends">www.allcargologistics.com/investors/shareinformation/dividends</a> and also on the website of the Authority, MCA - <a href="https://www.iepf.gov.in">www.iepf.gov.in</a>.

#### 13. Tax Deducted at Source ("TDS") on Dividend:

- i. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 the ("IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DP's or in case shares are held in physical form, with the Company by sending documents through e-mail.
- ii. For resident shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company in the FY2021–22 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the IT Act.
- iii. If any resident individual shareholder is in receipt of dividend not exceeding ₹ 5,000 in a financial year, then no TDS will be deducted from the dividend.
- iv. If any resident individual shareholder is in receipt of Dividend exceeding ₹ 5,000 in a financial year, entire dividend will be subject to TDS @ 10%.
- v. It may be further noted that w.e.f. April 01, 2021, the rate of TDS has changed to 10% (with valid PAN) from previous 7.5% for resident individual shareholders. In the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.
- vi. For Non-resident shareholders [Including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)], the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 or 196D of the IT Act, as the case may be.

Further, as per Section 90 of the IT Act, non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them.

- vii. It may be further noted that in case TDS on dividend is deducted at a higher rate in absence of receipt of the aforementioned documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
- viii. The Company has therefore, deducted TDS at the time of payment of Interim Dividend for FY2021-22, for resident shareholder at 10% with valid Permanent Account Number (PAN) or at 20% without/invalid PAN and for Non-Resident shareholders at the applicable rates inclusive of surcharge and cess prescribed under the IT Act or Tax Treaty, read with Multilateral Instruments, if applicable based on information received by the RTA of the Company from the Depositories.
- 14. Any information required in relation to the Accounts and Operations of the Company may be sent to the Company Secretary at <a href="mailto:investor.relations@allcargologistics.com">investor.relations@allcargologistics.com</a> at least 7 (seven) days in advance of the date of AGM, so as enable the Management to keep the information ready at the AGM.
- 15. Non-Resident Indian Members are requested to inform RTA, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

#### 16. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing 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 National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as

the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during AGM will be provided by NSDL.

- I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Tuesday, September 13, 2022**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date shall only be entitled to avail facility of remote e-voting or e-voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- II. The Members who have exercised their votes through remote e-voting prior to the AGM may also participate in the AGM but they shall not be entitled to vote again.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- IV. The remote e-voting period begins at 09:00 a.m. (IST) on Friday, September 16, 2022 and ends at 05:00 p.m. (IST) on Monday, September 19, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution has been cast by the Member, the Member shall not be allowed to change it subsequently.
- 17. Instructions for participating in the AGM through VC/ OAVM and e-voting are as follows:
  - A. Instructions for e-voting are as follows:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-voting system

#### A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 email Id in their demat accounts in order to access e-voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com/either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication you will be able to see e-voting services under Value added services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period of joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 Use 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 the Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App " <b>NSDL Speede</b> " facility by scanning the QR code mentioned below for seamless voting experience.
	NSDL Mobile App is available on
	App Store Google Play



holding	I Shareholders securities in ode with CDSL	1.	Existing users who have opted for Easi / Easiest, they can login through their user id 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://web.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
		2.	After successful login of Easi/Easiest the user will also able to see the E-voting Menu. The Menu will have links of <b>e-voting service provider i.e. NSDL</b> . Click on <b>NSDL</b> to cast your vote.
		3.	If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
		4.	Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="www.cdslindia.com">www.cdslindia.com</a> 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 i.e. <b>NSDL</b> where the e-voting is in progress.
(holding in der login tl	I Shareholders securities mat mode) hrough their ry participants	Dep will CD: Clic e-v	a can also login using the login credentials of your demat account through your costory Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you be able to see e-voting option. Click on e-Voting option, you will be redirected to NSDL/SL Depository site after successful authentication, wherein you can see e-voting feature. On company name or e-voting service provider i.e. NSDL and you will be redirected to roting website of NSDL for casting your vote during the remote e-voting period or joining and meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <u>helpdesk.evoting@cdslindia.com</u> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-voting website?

- 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile.
- 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

	nner of holding shares i.e. Demat SDL or CDSL) or Physical	Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12******.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12******* then your user ID is 12************************************

- c) For Members holding shares in Physical EVEN Number followed by Folio Number registered with the company
  For example if folio number is 001\*\*\* and EVEN is 121255 then user ID is 121255001\*\*\*
- 5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-voting will open.

#### Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system

#### How to cast your vote electronically and join General Meeting on NSDL e-voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3. Now you are ready for e-voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail at <a href="mailto:dhrumil@dmshah.in">dhrumil@dmshah.in</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a> to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr Amit Vishal / Ms Pallavi Mhatre at <a href="https://evoting.gonsdl.co.in">evoting.gonsdl.co.in</a>

# PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- In case shares are held in physical mode please provide 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 <a href="mailto:investor.relations@allcargologistics.com">investor.relations@allcargologistics.com</a>
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 investor.relations@allcargologistics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively, Shareholders/Members may send a request to <u>evoting@nsdl.co.in</u> for procuring user id and password for <u>e-voting</u> by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## THE INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE AGM FOR MEMBERS ARE AS UNDER:-

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.

- c. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

#### B. Instructions for participating in AGM through VC/OAVM:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against the Company name.
- b) You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
- c) By clicking on this link, the Members will be able to attend and participate in the proceedings of the AGM.
- d) Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- f) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- g) 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 glitches.
- h) The Members can join the AGM through VC/OAVM mode 30 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 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 share of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Governance and Nomination & Remuneration

Committee, Audit Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- i) Members who would like to express their views/have questions during the AGM may register themselves as a speaker shareholder by sending a request along with their questions in advance mentioning their name, demat account number/folio number, email id and mobile number at <a href="mailto:investor.relations@allcargologistics.com">investor.relations@allcargologistics.com</a> on or before Friday, September 16, 2022. (IST) on 03:00 p.m. Those Members who have registered themselves as a speaker shareholder will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speaker shareholders depending on the availability of time for the AGM.
- j) Speaker shareholders will join through the separate link as attendee. The shareholders will be on mute by default and can see the AGM proceedings. Speaker shareholders need to allow their audio and video to be kept open. Once moderator announce and allow shareholders to speak, then only such shareholders will speak.
- 18) Mr Dhrumil Shah (Membership No. FCS 8021 and CP No 8978) of M/s Dhrumil Shah & Co., Practicing Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- 19) The Chairman at the AGM, shall at the end of the discussion on the Resolutions, on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of electronic ballot voting system for all the Members who are present at the AGM but have not exercised their votes by availing the remote e-voting facility.
- 20) The Scrutinizer shall not later than 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's Report to the Chairman or any person duly authorised by him in writing who shall countersign the same and declare the results forthwith.
- 21) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on date of the AGM i.e. September 20, 2022.
- 22) The results declared along with the Scrutinizer's Report shall be displayed on the notice board at the Registered Office of the Company, on the Company's website <a href="www.allcargologistics.com">www.allcargologistics.com</a> and on the website of NDSL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> immediately after the result is declared. The Company shall simultaneously intimate the result to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

# EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") and Secretarial Standard–2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the special business mentioned at Item Nos. 5 to 9 in the accompanying Notice dated August 10, 2022 and forms part of the Notice.

#### Item No.5

The Members of the Company at their 27th Annual General Meeting ("AGM") held on September 09, 2020, had approved the re-appointment of Mr Shashi Kiran Shetty (DIN:00012754) ("Mr Shetty") as the Chairman & Managing Director of the Company for a period of 5 (five) years with effect from April 01, 2020 on the terms and conditions including remuneration payable to him. The Basic Salary scale approved by the Members was ₹20,00,000 per month with a power to the Board to increase the salary payable to Mr Shetty upto a maximum limit of ₹30,00,000 per month from time to time.

Taking into consideration his outstanding contribution in developing and expanding the business of the Company and in development of trade and the industry in which it operates, current and future revision in the Remuneration, if any, and based on the annual performance evaluation and recommendation by the Governance and Nomination & Remuneration Committee ("GNRC") and the Board of Directors (the "Board") of the Company, decided to increase the Basic Salary scale to ₹ 10,00,00,000 per annum with a power to the Board to increase the salary payable to the Mr Shetty up to a maximum limit ₹ 15,00,00,000 per annum from time to time. The other terms and conditions of the appointment and Remuneration shall remain unchanged except as mentioned in this explanatory statement. In addition to the existing perquisites and allowances as mentioned under Category-A approved by the Shareholders at 27th AGM, Mr Shetty and his family shall be entitled to Global Medical Insurance of USD 3 million. The actual cost of premium on Insurance policy will be borne by the Company. Details of Remuneration paid to Mr Shetty during FY2021-22 is given in the Corporate Governance Report. Further, Mr Shetty shall be entitled to benefits and variable pay (including commission payable, if any) on net-profits of the Company which will not exceed ₹ 25,00,00,000 per annum or 2.5% of annual consolidated net profit of the Company for any financial year, whichever is less.

In the event of inadequacy of profits in any financial year or years calculated as per Section 198 and Schedule V of the Act, on the recommendation of GNRC and the Board of Directors of the Company, Mr Shetty shall be entitled to a minimum remuneration as mentioned above comprising salary, perquisites, benefits and variable pay (including commission payable, if any) for a period of three years i.e., from April 01, 2022 to March 31, 2025, subject to such other approvals as may be necessary.

In reference to above, it is to be noted that the Company had consulted a leading international firm which specializes in HR related activities including compensation and benefits. Further, it is to be noted that the remuneration recommended above is over 50% below the mean and median remuneration reported by the consulting firm in its report as compared to cohort selected for comparable positions in comparable global companies for the similar role.

Further, exact quantum of remuneration payable is decided by GNRC by majority vote of independent directors of the Company. The variable benefits including commission is linked to the performance of the Company across various objectives viz strategic, financial, ESG performance and growth objective. For an instance under the leadership of Mr Shetty along with Mr Adarsh Hegde, the Company has increased its revenue at an exceptional 35% CAGR and consolidated EBITDA at a staggering 42% CAGR over last 4 years. Both, Mr Shetty and Mr Adarsh Hegde have led the Company on path of transformation with projects such as voyager transformation with McKinsey and acquisition & turnaround of Gati from a company under leverage stress, to a leading fast growing company focused on express logistics. Their leadership has a sign of positive impact on sustainable growth of business. Both, Mr Shetty and Mr Adarsh Hegde are



responsible for attracting the best global talent for driving business across the group.

Provided that Mr Shetty may draw remuneration from one or more companies subject to the ceiling provided in Section 197 read with Part II of Schedule V of the Act.

The statement as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution at Item No. 5 is annexed hereto as **Annexure 2**.

In compliance of the provisions of Section 197 and other applicable provisions of the Act, the revision in the Remuneration of Chairman & Managing Director is now being placed before the Members for their approval.

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

Save and except, Mr Shetty, Mrs Arathi Shetty and his relatives, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of this Notice, except to the extent of their shareholding interest.

#### Item No. 6

The Members of the Company at their 28th Annual General Meeting ("AGM") held on September 29, 2021, had approved the re-appointment of Mr Adarsh Hegde ("Mr Hegde") as Joint Managing Director of the Company for a period of five (5) years with effect from July 01, 2021 on the terms and conditions including remuneration payable to him. The Basic Salary scale approved by the Members was ₹20,00,000 per month with a power to the Board to increase the salary payable to Mr Hegde upto a maximum limit of ₹30,00,000 per month from time to time.

Taking into consideration the industry benchmark, current and future revision in the Remuneration, if any, and based on the annual performance evaluation and recommendation by the Governance and Nomination & Remuneration Committee ("GNRC") and the Board of Directors (the "Board"), decided to increase the Basic Salary scale to ₹7,50,00,000 per annum with a power to the Board to increase the salary payable to the Mr Hegde up to a maximum limit ₹ 12,00,00,000 per annum from time to time. The other terms and conditions of the appointment and Remuneration shall remain unchanged except as mentioned in this explanatory statement. In addition to the existing perquisites and allowances as mentioned under Category-A approved by the Shareholders at 28th Annual General Meeting, Mr Hegde and his family shall be entitled to Global Medical Insurance of USD 3 million. The actual cost of premium on Insurance policy will be borne by the Company. Details of Remuneration paid to Mr Hegde during FY2021-22 is given in the Corporate Governance Report. Further, Mr Hedge shall be entitled to a benefits and variable pay (including commission payable, if any) on netprofits of the Company which will not exceed ₹ 10,00,00,000 per annum or 1% annual consolidated net profit of the Company for any financial year, whichever is less.

In the event of inadequacy of profits in any financial year or years calculated as per Section 198 and Schedule V of the Act, on the recommendation of GNRC and the Board of Directors of the Company, Mr Hegde, shall be entitled to a minimum remuneration as mentioned above comprising salary, perquisites, benefits and variable pay (including commission payable, if any) for a period of three years i.e., from April 01, 2022 to March 31, 2025, subject to such other approvals as may be necessary.

In reference to above, it is to be noted that the Company had consulted a leading international firm which specializes in HR related activities including compensation and benefits. Further, it is to be noted that remuneration recommended above is over

50% below the mean and median remuneration reported by the consulting firm in its report as compared to cohort selected for comparable positions in comparable global companies for the similar role.

Further, exact quantum of remuneration payable is decided by the GNRC. The variable benefits including commission is linked to the performance of the Company across various objectives viz strategic, financial, ESG performance and growth objective. For an instance under the leadership of Mr Hegde along with Mr Shashi Kiran Shetty, the Company has increased its revenue at an exceptional 35% CAGR and consolidated EBITDA at a staggering 42% CAGR over last 4 years. Both, Mr Hegde and Mr Shashi Kiran Shetty have led the Company on path of transformation with projects such as voyager transformation with McKinsey and acquisition & turnaround of Gati from a company under leverage stress, to a leading fast growing company focused on express logistics. Their leadership has a sign of positive impact on sustainable growth of business. Both, Mr Hegde and Mr Shashi Kiran Shetty are responsible for attracting the best global talent for driving business across the group.

Provided that Mr Hegde may draw remuneration from one or more companies subject to the ceiling provided in Section 197 read with Part II of Schedule V of the Act.

The statement as required under Section II, Part II of the Schedule V of the Act, with reference to Special Resolution at Item No. 6 is annexed hereto as **Annexure 2**.

In compliance of the provisions of Section 197 and other applicable provisions of the Act, the revision in the Remuneration of Joint Managing Director is now being placed before the Members for their approval.

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

Save and except, Mr Hegde, Mrs Arathi Shetty and his relative, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of this Notice, except to the extent of their shareholding interest.

#### Item No. 7

Mr. Parthasarathy Vankipuram Srinivasa (DIN:00125299) ("Mr Parthasarathy") was appointed as the Independent Director by the Members of the Company at the AGM held on September 29, 2021 to hold office from May 11, 2021 for a term of 5 years.

Considering his vast and diversified experience, the Company intended to avail consultancy services from Mr Parthasarathy as a result of which he resigned from the Board of Directors of the Company as an Independent Director w.e.f. January 25, 2022.

The Board of Directors of the Company, considering his expertise in areas of Corporate Strategy, Finance Transformation and Mergers & Acquisitions and on the recommendation of the Governance and Nomination & Remuneration Committee, Mr Parthasarathy was appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. January 25, 2022 which was approved by the shareholders vide Ordinary Resolution dated April 20, 2022.

Mr Parthasarathy in the capacity of Non-Executive Non-Independent Director, will be entitled to consultancy fees of ₹ 3,60,00,000 (Rupees Three Crore Sixty Lakhs), subject to the overall limits prescribed under the provision of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations").

Pursuant to Regulation 17(6)(ca) of the Listing Regulations, every listed entity is required to obtain approval of Members

of the Company by way of Special Resolution for payment of remuneration to a Non-Executive Director which is in excess of 50% of the total remuneration payable to all Non-Executive Directors of the Company during a year.

The remuneration payable to Mr Parthasarathy for the FY2022-23 may exceed 50% of the total remuneration that may be payable to all Non-Executive Directors of the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for the approval by the Members. The details of remuneration of Mr Parthasarathy for the FY2021-22, is given under the Corporate Governance Report forming part of the Annual Report.

Save and except, Mr Parthasarathy and his relatives, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of this Notice, except to the extent of their shareholding interest.

#### Item No. 8

Based on the recommendation of the Governance and Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mr Nilesh Vikamsey (DIN:00031213) ("Mr Vikamsey") as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 2 years with effect from June 30, 2022, subject to the approval of the Members of the Company, under Sections 149 and 161 of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) of the Listing Regulations, effective from January 1, 2022, a listed entity shall ensure that the approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per the provisions contained under Section 161 of the Act, Mr. Vikamsey holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as an Independent Director of the Company.

Mr Vikamsey is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr Vikamsey that he meets the criteria of independence as prescribed under Section 149(6) of the Act and 16(1)(c) of the Listing Regulations. Further, he has confirmed that as per Regulation 25(8) of Listing Regulations, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr Vikamsey for the office of an Independent Director of the Company.

Mr Vikamsey is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge, experience as well as his educational background, appointment of Mr Vikamsey as an Independent Director is in the interest of the Company.

Details of Mr Vikamsey are provided in the "Annexure-1" 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.

Mr Vikamsey has applied online to the Indian Institute of Corporate Affairs for inclusion of his name in the data bank for perpetuity and his registration number is IDDB-DI-202002-005129.

Copy of draft appointment letter of Mr Vikamsey setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company.

The Board recommends the Special Resolution set out at Item No.8 of the Notice for the approval by the Members.

Save and except, Mr Vikamsey and his relatives, to the extent of their shareholding interest in the Company mentioned in the annexure, none of the other Directors or Key Managerial Personnel of the Company or relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in item No. 8 of the Notice.

#### Item No. 9

The Company had obtained approval of the Members at the 28th Annual General Meeting held on September 29, 2021, to raise funds upto ₹ 1,000 crores (Rupees One Thousand crores only) by issue of Secured/Unsecured Non-Convertible Debentures on a private placement basis, in one or more tranche(s) from time to time.

As per provisions of Section 42 of the Act and the Rules framed thereunder, the Special Resolution passed by the Members with respect to issue of Non-Convertible Debentures shall be valid for a period of one year from the date of passing the Resolution. Accordingly, the aforesaid Resolution is valid till September 28, 2022

Considering the future capex plans, strategic investments, and cost effectiveness of borrowing through the Debentures, Board of the Directors of the Company at their meeting held on May 26, 2022 proposed to obtain Members' approval for borrowings upto ₹1,000 crores (Rupees One Thousand crores only) by way of issue of Secured/Unsecured Non-Convertible Debentures and/ or Bonds on a private placement basis in one or more tranche(s). This would be an enabling Resolution authorizing the Board of Directors to make specific issuances based on the Company's requirements, market liquidity and appetite at the opportune time. The aggregate borrowings of the Company shall be well within the limits approved by the Members.

The Board recommends the Special Resolution set out at Item No.9 of the Notice for the approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

By order of the Board of Directors

Sd/-Devanand Mojidra

Company Secretary & Compliance Officer

Place: Mumbai Date: August 10, 2022

#### **Registered Office:**

6<sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai - 400 098 Email Id: <u>investor.relations@allcargologistics.com</u> Website: <u>www.allcargologistics.com</u>

Phone No: 022-66798100 CIN: L63010MH2004PLC073508



#### **ANNEXURE-1**

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 29<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS ARE AS UNDER:

l.	Name of Director	Mr Adarsh Hegde (DIN:00035040)	Mrs Arathi Shetty (DIN:00088374)	Mr Nilesh Vikamsey (DIN:00031213)
II.	Age	58 years	56 years	58 Years
III.	Qualification	Bachelor's degree in Mechanical Engineering from Nitte Education Trust, Mangalore	Bachelor's degree in Arts from Bhavan's College, University of Mumbai	Chartered Account from Institute of Chartered Accountants of India
IV.	Brief resume including profile, experience and expertise in specific functional areas	After finishing his mechanical engineering from Nitte Education Trust, Mangalore, he started his career as an Assistant Maintenance Engineer with Eastern Ceramics Private Limited, Mumbai in 1987 and has served the organization in various capacities.  He has experience in the field of logistics close to three decades. Mr Hegde joined the Company on August 21, 2006 and has been instrumental in the success of the Company's growth story. Presently, he is designated as Joint Managing Director of the Company.  Mr Hegde's business acumen and vision in logistics business, advanced and modern management proficiency quality drives him as an ideal business leader. He has played a key role in designing and implementing various systems and procedures, which resulted in exponential growth opportunities for the Company	is the Director of Allcargo Logistics Limited ("Allcargo") since its incorporation. Mrs Shetty has an experience of over 22 years in the business of logistics. Mrs Shetty spearheads the sustainability initiatives of Allcargo under the Avvashya Foundation.  Mrs Shetty is responsible for devising policies and identifying projects as per the 6 key focus areas of the CSR activities of the Company. Mrs Shetty has been renowned	Mr Nilesh Vikamsey ("Mr Vikamsey") is member of the Institute of Chartered Accountants of India (ICAI) since 1985 and holds a diploma in Information System Audit (DISA) of the ICAI in 2003. He is a senior partner at KHIMJI KUNVERJI & CO., Chartered Accountants, Mumbai since 1985 and the said Chartered Accountant firm is in practice in the areas of Auditing, Taxation, Corporate & Personal Advisory Services, Business & Management Consulting Services, Due diligence, Valuations, Inspections, Investigations, etc. for last 85 years.  He is managing audits and providing consultancy to large Nationalised Banks, Foreign Banks (Indian Operations), Listed Public & Private Limited Companies, Mutual Funds, Financial Services Sector companies.  Mr Vikamsey has financial expertise, proficiency in financial management, Global Business Knowledge. He is also having leadership quality to lead the chair of diversified sectors.
V.	Shareholding in the Company as on March 31, 2022	45,45,500 equity shares of face value of ₹2/- each constituting 1.85% of the total paid-up share capital of the Company.	value of ₹2/- each constituting	8,000 equity shares of face value of ₹ 2/- each.  (Note: holds shares with Mrs Bharti Vikamsey and Mr Kamlesh Vikamsey as second holder).
VI.	Date of first appointment on the Board of the Company	August 21, 2006	August 18, 1993	June 30, 2022

# VII. Directorship held in other companies (including the Company and listed entities from which the person has resigned in the past three years)

#### **Current Directorship**

(As on March 31, 2022)

- Allcargo Logistics Limited
- Contech Logistics Solutions
   Private Limited
- Avvashya Supply Chain Private Limited (Formerly known as South Asia Terminals Private Limited)
- TransIndia Logistic Park
   Private Limited
- Avvashya CCI Logistics
   Private Limited
- Allcargo Multimodal Private Limited
- Ecu International (Asia)
  Private Limited
- Gati-Kintetsu Express Private Limited
- Alltrans Logistics Private Limited
- Indport Maritime Agencies
   Private Limited
- TransIndia Freight Services Private Limited
- Container Freight Station Association of India (Renewal Old AN 165281)
- Transnepal Freight Services
   Private Limited (Foreign
   Body Corporate)

#### **Past Directorship:**

- Comptech Solutions Private Limited
- Gati Limited
- Gati Kausar India Limited

#### **Current Directorship**

(As on March 31, 2022)

- Allcargo Logistics Limited
- Jupiter Precious Gems and Jewellery Private Limited
- Avash Builders and Infrastructure Private Limited
- Allcargo Shipping Services
   Private Limited
- Sealand Crane Private Limited
- Malur Logistics and Industrial Parks Private Limited
- Allcargo Terminals Limited
- Altcargo Oil & Gas Private Limited
- Allcargo Inland Park Private Limited
- AGL Warehousing Private Limited
- Contech Logistics Solutions
   Private Limited
- TransIndia Freight Services
   Private Limited
- N. R. Holdings Private Limited
- Prominent Estate Holdings
   Private Limited
- Pirkon Properties Private Limited
- Talentos (India) Private Limited

#### Past Directorship:

 Allcargo Logistics & Industrial park Private Limited

#### **Current Directorship**

(As on date of appointment)

- IIFL Finance Limited
- IIFL Wealth Management Limited
- Navneet Education Limited
- Thomas Cook (India) Limited
- PNB Housing Finance Limited
- SOTC Travel Limited
- Nippon Life India Trustee Limited
- Gati Limited
- Gati-Kintetsu Express
   Private Limited

#### **Past Directorship:**

- SBI Cards and Payment Services Limited
- SBI Life Insurance Company Limited
- NSEIT Limited
- SBI Capital Markets Limited
- India Infoline Finance Limited
- Indian Institute of Insolvency Professionals of ICAI
- ICAI Registered Valuers
   Organisation



# VIII. No. of Committees in which Director is member

#### **Allcargo Logistics Limited**

- Executive Committee
- Stakeholders Relationship Committee
- Risk Management, Finance, Strategy and Legal Committee

# Avvashya CCI Logistics Private Limited

- Corporate Social Responsibility Committee
- Executive Committee

#### **Allcargo Logistics Limited**

- Corporate Social Responsibility Committee
- Governance and Nomination & Remuneration Committee

#### **Allcargo Logistics Limited**

- Governance and Nomination & Remuneration Committee

#### **Gati Limited**

- Nomination and Remuneration Committee

#### IIFL Wealth Management Limited

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

#### **Navneet Education Limited**

- Audit Committee

#### Thomas Cook (India) Limited

- Stakeholders Relationship Committee

#### **PNB Housing Finance Limited**

 Nomination and Remuneration Committee

#### IIFL Finance Limited

- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

#### Nippon Life India Trustee Limited

- Audit Committee
- Risk Management Committee
- Committee of Directors
- Committee of Trustees

#### Gati-Kintetsu Express Private Limited

 Nomination and Remuneration Committee

IX.	No. of Committees in which Director is Chairman	Avvashya CCI Logistics Private Limited - Executive Committee	- Corporate Social Responsibility Committee	IIFL Finance Limited  - Audit Committee  Gati Limited  - Audit Committee  - Risk Management     Committee  Gati-Kintetsu Express Private Limited  - Audit Committee  Thomas Cook (India) Limited  - Audit Committee  PNB Housing Finance Limited  - Audit Committee
х.	Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid and remuneration last drawn	Please refer to the Board's Repo	ort and Corporate Governance Rep	port
XI.	No. of Meetings of the Board attended during the year	8	4	Not Applicable
XII.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	<ul> <li>A. Leadership</li> <li>B. Risk Management &amp; Financial Planning</li> <li>C. Mergers and acquisition</li> <li>D. Industry experience, Global Business &amp; Business acumen</li> <li>E. Board services, corporate governance and sustainable development</li> <li>Please refer point 3 and 4 as mentioned above for Director's qualification and profile.</li> </ul>
XIII.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs Arathi Shetty - Sister	Mr Shashi Kiran Shetty – Spouse Mr Adarsh Hegde – Brother	Not Applicable



**ANNEXURE - 2** 

#### THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

#### Item No. 5 & 6

#### I. General Information:

- Nature of Industry: Allcargo Logistics Limited is engaged inter-alia in the business of (i) Multimodal Transport Operations (International Supply Chain); (ii) Container Freight Stations/Inland Container Depots; (iii) Project and Engineering Solutions; (iv) Logistics Park; (v) Express Logistics business; (vi) Contract Logistics; and (vii) other related logistics businesses, as set out in the Memorandum of Association.
- 2. Date or expected date of commencement of commercial production: The Company is in operation since 1993.
- 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. (a) Standalone Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	March 31, 2022	March 31, 2021
Income from Operations and other Income	3,67,665	1,98,538
Profit/(Loss) before Tax (from continuing operations)	42,629	19,668
Profit/(Loss) after Tax (from continuing operations)	36,518	18,982

4. (b) Consolidated Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	March 31, 2022	March 31, 2021
Income from Operations and other Income	20,11,441	10,55,345
Profit/(Loss) before Tax	1,25,015	15,908
Profit/(Loss) after Tax	96,460	9,511

It may be noticed from the above table that there is significant improvement in the Company's operating performance and financial results in FY2021-22, primarily due to strong increase in sales across all businesses both in domestic and foreign markets.

Despite challenging environment, the Company has posted Business EBITDA of ₹ 1,51,564 Lakhs in FY2021-22 as compared to ₹ 63,377 Lakhs in FY2020-21 on a consolidated basis.

The Company managed cash flows exceptionally well under very challenging circumstances, with detailed planning, monitoring and actions, ending the year on a better footing as compared to expectations.

Standalone financial performance reflects positive trend as compared to previous performance of the Company. Consolidated financial performance continues to show improvements which can been seen by way drastic increase in turnover, EBITDA and PAT of the Company as mentioned above.

5. Foreign investments or collaborations: Allcargo Logistics Limited has no foreign collaborations and hence there is no equity participation by foreign collaborators in the Company, except for shares held by Non-Resident Shareholders and Foreign Portfolio Investor/ Foreign Institutional Investors in the Company.

#### II. Information about Mr Shashi Kiran Shetty and Mr Adarsh Hegde:

Sr. No.	Particulars	Shashi Kiran Shetty	Adarsh Hegde
1	Background Details and Recognition & Awards	Mr Shashi Kiran Shetty ("Mr Shetty") has been pioneering the Indian logistics sector since more than two decades and has helmed major transformations riding on the growth of Indian economy. A true entrepreneur, he began early, when the logistics sector was at nascent stage in 1993, by founding Allcargo Logistics which today enjoys the status of being India's largest integrated logistics company in the private sector. Its world-class services include MTO, Contract logistics and Project Equipment, with each carving a niche of its own.	Mr Adarsh Hegde ("Mr Hegde") has been associated with Allcargo Logistics since its inception. With over two and half decades of experience in the field of logistics, he has been instrumental in the success of Allcargo Logistics' growth story. Under his leadership, Allcargo Logistics established 6 CFS & ICD facilities PAN India, making Allcargo CFS & ICD division one of the largest private players in the country. He continues to lead the blue print and strategy for the division.
	Spearheading 10 key global acquisitions in less than a decade, Mr Shetty sets a brilliant example of benefiting from first movers advantage, wherein he saw the formidable strength and bright future the	With his extensive experience & proficiency in transportation, he has contributed to the set-up the Allcargo Logistics Project Forwarding division.	

Sr. No.	Particulars	Shashi Ki	ran Shetty	Adars	h Hegde
Sr. No.	Particulars	He made history in 2005 of Belgium-based ECU-largest NVOCC player, revenues were almost Logistics. The winning swith subsequent acquisi geographies like China, I Through strategic expa across key markets a of mergers, backed by to domestic demands grown to be a global leasolutions, operating in oxoffices, housing more thand minting revenues to USD 1 billion, with faci benchmarks.  With Mr Shetty's insistence execution and custom Logistics is recognised professionally—managorganisations.  Consistent and valuable led him to being awar 'Lifetime Contribution to Global Freight Awards 20. For strengthening trace Belgium through the Allcargo Logistics and conferred with the high 'Distinction of Commana' II' by H.M. King Philippe of In recognition of his knoutstanding contribution awarded the 'Entreprer Services Category by Eaddition to several industrial wangalore University achievements, as well	-06, when the acquisition LINE, the world's second stunned the world as its 5 times that of Allcargo streak continued till 2013 tions of companies in key Europe and the U.S.  Insion of service portfolion and global consolidation Mr Shetty's zeal to cater Allcargo Logistics has der in integrated logistics ver 180 countries with 310+ an 8,500 team members the tune of approximately ities which are industry as one of the most ed and process-driven contribution to the sector ded with the prestigious of Freight Award' at the DIS, London.  The between India and economic initiatives of ECU-LINE, Mr Shetty was ghest civilian honour — ler of the Order of Leopold Belgium in 2015.  Tousiness leadership and ons as CEO, he was neur of the Year' in the risty awards.  The 'Honorary Doctorate' in 2015, for his professional as for his philanthropic	He is also a part of the Worldwide with respect procurement initiative planning.  After finishing his mech Nitte Education Trust, N career as an Assistan	e leadership team at ECU of to driving international and organisation-wide manical engineering from Mangalore, he started his at Maintenance Engineer Private Limited, Mumbai
		CSR and actively leads to Foundation, the group's Natural Disaster Relief	is a staunch believer of he initiatives of Avvashya is NGO wing involved in Education, Healthcare, Sports and Environmental		
2	Past remuneration	Financial Years	Amount (₹ in Lakhs)	Financial Years	Amount (₹ in Lakh)
		2019-20	534.09	2019-20	466.04
		2020-21	1,283.24	2020-21	716.16
		2021-22	1,623.83	2021-22	891.02
3	Job Profile and his suitability	responsible for b business and digite They are leading ar	th Mr Adarsh Hegde are uilding and implanting al strategy for the group. nd driving the businesses go Group and Strategy	are responsible for business and digit They are leading a	ith Mr Shashi Kiran Shetty r building and implanting cal strategy for the group. and driving the businesses go Group and Strategy



Sr. No.	Particulars	Shashi Kiran Shetty	Adarsh Hegde
		- Both Mr Shetty and Mr Adarsh Hegde also oversee the management team to achieve the financial goals & strategic objectives of the Organisation;	- Both Mr Hegde and Mr Shashi Kiran Shetty also oversee the management team to achieve the financial goals & strategic objectives of the Organisation;
		- Further they drive the transformation and organic & inorganic growth to create value for all stakeholders; and	- Further they drive the transformation and organic & inorganic growth to create value for all stakeholders; and
		- Both, Mr Shetty and Mr Adarsh Hegde are responsible for attracting the best global talent for driving business across the world	Both, Mr Hegde and Mr Shashi Kiran Shetty are responsible for attracting the best global talent for driving business across the world.
4	Remuneration proposed	As stated in the Explanatory Statement at Item No. 5 of this Notice	As stated in the Explanatory Statement at Item No. 6 of this Notice.
5	Comparative remuneration policy with respect to industry, size of the company, profile of the position and person	The remuneration as proposed of Mr Shetty is comparable (as per leading international firm which specializes in HR related activities, the remuneration recommended is over 50% below the mean and median remuneration for comparable positions in comparable global companies for the similar role.) to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses. Moreover in his position as Chairman and Managing Director of the Company, Mr Shetty devotes his substantial time in overseeing the operations of the Group Companies.	companies for the similar role.) to that drawn by
6	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr Shetty does not have any pecuniary relationship with the Company. He belongs to the Promoter Group. Mr Shetty, Chairman and Managing Director holds 15,22,41,341 equity shares in the share capital of the Company.	Besides the remuneration proposed, Mr Hegde does not have any pecuniary relationship with the Company. He belongs to the Promoter Group. Mr Hegde, Joint Managing Director holds 45,45,500 equity shares in the share capital of the Company.

#### 7 Other information

#### a. Reasons of loss or inadequacy of profits:

The Company is passing Special Resolutions pursuant to the provisions of Section 197 of the Act and as a matter of abundant precaution. The financial performance of the Company may be impacted in future due to proposed demerger of the Company as a result of which business of the Company will get split in 2 more companies resulting into splitting of profits and due to volatile business/ economic condition for period which remuneration is payable to Mr Shetty and Mr Hegde.

#### b. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium service provider, powerful brands, deep Pan-India network and foreign outreach are also expected to enable the Company to position itself to achieve better economies of scale. The Company has also strategically planned for transformation projection leading to increase in profits and has put in place measures to reduce cost and improve the bottom-line.

#### c. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

#### 8 Disclosures

- Remuneration package of the managerial person: Described in the explanatory statement and Corporate Governance Report.
- b. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22: The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.

# **BOARD'S REPORT**

To

The Member of

#### **Allcargo Logistics Limited**

The Directors present their Twenty-Ninth Annual Report along with the Audited Financial Statements for the financial year ended March 31, 2022.

#### **FINANCIAL HIGHLIGHTS**

(₹ in Lakhs)

Particulars		Consolidated		Standalone	
	2021-22	2020-21	2021-22 2020-21		
Continuing Operation	2021 22	2020 21	2021 22	2020 21	
Total Income	20,11,441	10,55,345	3,67,665	1,98,538	
Total Expenses	19,00,983	10,30,604	3,30,447	1,78,520	
Profit before share of profit from associates, joint ventures, exceptional	1,10,458	24,741	37,218	20,018	
items and tax	1,10,456	24,741	37,210	20,010	
Share of profits from associates and joint ventures	8,120	1,700	_		
Profit before exceptional items and tax	1,18,578	26,441	37,218	20,018	
Exceptional items	6,437	(10,533)	5,411	(350)	
Profit before tax after exceptional items	1,25,015	15,908	42,629	19,668	
	1,25,015	15,906	42,029	19,000	
Tax expense	22.001	10.677	10.075	2 6 6 0	
- Current tax	32,801	12,677	10,075	3,668	
- Deferred tax	(4,246)	(6,280)	(3,964)	(3,001)	
Profit after tax for the period from continuing operation	96,460	9,511	36,518	18,892	
Discontinued Operation				0.50	
Profit before tax for the period from discontinuing operation	-	-	198	256	
Tax Expenses for the period for discontinued operation		_	69	90	
Profit after tax for the period from discontinued operation	-	_	129	167	
Profit / (loss) for the period from continuing and discontinuing operation	-	_	36,647	19,149	
Other comprehensive income	-	_	-	-	
Items that will not be reclassified subsequently to Statement of Profit and Loss:					
Re-measurement gain/(loss) on defined benefit plans	(412)	(400)	(37)	69	
Items that will be reclassified subsequently to Profit or Loss:					
(i) Exchange gain on translation of foreign operations	1,126	1,613	-	-	
Income Tax effect	250	(287)	_	-	
(ii) Hedge of net investments in foreign operations	1,002	(876)	-		
(iii) Cash flow hedge reserves	-	_	1,002	(876)	
Income tax effect	(318)	306	(318)	306	
Other comprehensive income for the year, net of tax	1,648	356	648	(501)	
Total comprehensive income for the year, net of tax	98,108	9,867	37,295	18,648	
Profit attributable to:					
- Equity holders of the Parent	92,573	17,290	36,647	19,149	
- Non-controlling interests	3,887	(7,779)	-	-	
Other comprehensive income attributable to:					
- Equity holders of the Parent	1,654	418	648	(501)	
- Non-controlling interests	(6)	(62)	-		
Total comprehensive income attributable to:					
- Equity holders of the Parent	94,227	17,708	37,295	18,648	
- Non-controlling interests	3,881	(7,841)		-	
Total comprehensive income attributable to owners of the equity at the	1,76,148	1,63,340	1,09,246	95,520	
beginning of the year	-,,	.,,	-,,	,	
Total comprehensive income for the year	94,227	17,708	37,295	18,640	
On account of business combination		13	-	-	
Non-Controlling interest acquired	621		_	-	
Others	291	_	_		
Less: Appropriation	201				
Cash Dividend on equity shares	(7,373)	(4,914)	(7,373)	(4,914	
Tax on Dividend	(7,373)	(4,914)	(7,373)	(4,314)	
Total comprehensive income attributable to owners of the equity at the end	2,63,914	1,76,148	1,39,167	1,09,246	
THE PARTY OF THE P	7.05.914	1/0148	1.39.10/	109746	



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

#### **IMPACT OF COVID-19 ON BUSINESS**

The year started with gradually decline in reported cases, however global and local trade were once again impacted by second and repeated severe waves of COVID-19 variants. Pandemic spread over India, America, Africa and more recently China interrupted the pace of recovery which resulted volatility in volumes and realizations over the year. Reported cases increased at a faster pace which led to an uncertain environment followed by various forms of restrictions being implemented which eventually led to imposing lockdowns.

Despite challenges, our company ensured continuous support to its customers while ensuring no compromise on service. The Company was quick to adopt and seamlessly operate on a hybrid culture work environment. As a custodians of our customers data, the Company stepped up its IT security, achieving ISO 27001 accreditation for all its group companies. Being the only auditable international standard that defines requirements of an information security management system (ISMS), the certification establishes seal of approval and quality check.

Further, the Company also initiated vaccination drive at all its locations which not only covered the employees but also their family members. #STAYSMART COVID guidelines were activated emphasizing safety regulations at home, workplace and travelling. In addition to mandatory usage of mask, sanitizers, and temperature screening, we implemented several well-being initiatives for our employees locally as well as globally, including sessions on work life balance, self-care and focus on mental and physical health. COVID assistance team proactively accelerated their exclusive tie ups with Isolation and Quarantine facilities.

#### **DIVIDEND**

During the year under review, the Company has declared and paid an Interim Dividend of ₹3/- per equity share (150%) on the paid-up capital of the Company for the financial year ended March 31, 2022.

In view of outlay on account of Interim Dividend, the Board recommended that the Interim Dividend declared on March 16, 2022 shall be treated as the Final Dividend on the equity shares of the Company for the financial year ended March 31, 2022.

The dividend payout is in accordance with the Company's Dividend Distribution Policy. In accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the 'Dividend Distribution Policy' has been hosted on the Company's website <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>.

#### **TRANSFER TO RESERVE**

During the year under review, there was no amount transferred to any of the reserves by the Company.

#### **PERFORMANCE REVIEW**

#### Consolidated:

The revenue from operations for FY2021-22 increased from ₹10,49,810 Lakhs to ₹20,07,207 Lakhs, an increase of 91% over the previous year.

The Business Earnings before Interest, Depreciation, Tax and Amortization stood at ₹ 1,51,564 Lakhs, an increase of 139% as compared to ₹63,377 Lakhs earned in the previous year.

The Profit for the year attributable to the Members and non-controlling interest ₹96,460 Lakhs, an increase by 914% as compared to ₹9,511 Lakhs of the previous year.

#### **Consolidated Cash Flow:**

The Cash flows from operations post tax were positive ₹85,034 Lakhs (as at March 31, 2021 ₹32,975 Lakhs). Spend on capex was ₹26,368 Lakhs. The borrowing of the Company as at March 31, 2022 stood at ₹1,84,788 Lakhs (as at March 31, 2021 ₹1,75,368 Lakhs). Cash and bank balances including investment in mutual funds stood at ₹72,107 Lakhs (as at March 31, 2021 ₹33,798 Lakhs). The Net Debt to Equity stood at 0.32 times (as at March 31, 2021 0.54 times).

#### Standalone:

The revenue from operations for FY2021-22 increased from  $\ref{1,80,148}$  Lakhs to  $\ref{3,43,262}$  Lakhs, an increase of 91% over the previous year.

The Business Earnings before Interest, Depreciation, Tax and Amortization stood at ₹26,313 Lakhs, an increase of 47% as compared to ₹17,897 Lakhs earned in the previous year.

The Profit after taxes from continuing operations was ₹36,518 Lakhs, an increase by 92% as compared to ₹ 18,982 Lakhs of the previous year.

#### **Standalone Cash Flow:**

The Cash flows from operations were positive ₹4,071 Lakhs (as at March 31, 2021 ₹ 17,027 Lakhs). Spend on capex was ₹ 1,407 Lakhs. The borrowing of the Company as at March 31, 2022 stood at ₹74,284 Lakhs (as at March 31, 2021 ₹70,930 Lakhs). Cash and bank balances including investment in mutual funds stood at ₹20,474 Lakhs (as at March 31, 2021 ₹6,381 Lakhs). The Net Debt to Equity stood at 0.28 times (as at March 31, 2021 0.40 times).

#### **BUSINESS OVERVIEW**

The Company operates mainly into four segments i.e. (i) Multimodal Transport Operations (International Supply Chain); (ii) Container Freight Stations/Inland Container Depots; (iii) Project and Engineering Solutions and (iv) Logistics Park.

The Company is carrying out Contract Logistics business through its joint venture i.e. Avvashya CCI Logistics Private Limited and Express Logistics business through its Subsidiary Company, Gati Limited

# Multimodal Transport Operations (MTO) (International Supply Chain)

The Company operates in MTO business segment including Non Vessel Owning Common Carrier ("NVOCC") operations related to Less than Container Load ("LCL") consolidation and Full Container Load ("FCL") forwarding activities. Our NVOCC services are built on the strength of our nationwide and global reach with 310+ offices in 180+ countries. With our global network, we serve over 2,400 global trade lanes, 4000+ port pairs including over 300 trade lanes that connect India, connecting businesses across the world.

A quarter century of global expertise and experience has evolved us into the world leader in LCL consolidation and India's leading integrated logistics solutions provider, offering one-stop-solutions that empower businesses in India and across the world. Our global network, local insights and operational

excellence gives the edge and peace of mind that our customers experience only the World LCL Leader.

Our NVOCC services gives the benefit of LCL, FCL and Air Freight Services, backed by first and last mile delivery, having the convenience of dealing with just one partner for end-to-end needs of our customer Latest Processes, state-of-the-art systems and experienced workforce ensure highest standards of multimodal services. With value added services like inland trucking service and warehousing capabilities, we ensure complete transit with safety. We have successfully eliminated transit time by adding direct lines within the network.

With our industry leading the use of digital solutions, to add Customer's efficiency, reliability and convenience, our teams are working to test and implement the latest tech innovation, in order to gain further operational and functional efficiencies. This in return brings greater agility and transparency in our service offerings. ECU360, our in-house developed state-of-the-art platform, enables customers to effortlessly manage their shipments, with real-time information on their fingertips. In addition, we have recently launched our new API Product suite, making ECU Worldwide integration ready for customers, vendors and third party providers.

# Container Freight Stations (CFS)/ Inland Container Depots (ICD)

CFS-ICD facilities are extension of port activities, enabling effective evacuation of export and import containers through road and rail. Apart from keeping Indian ports capacity utilizations at optimal levels, CFS-ICD provides a range of other services like custom clearance, container and cargo storage, stuffing and de-stuffing of containers, warehouse to last mile delivery as value added services to the customers. CFS-ICD facilities are a vital cog in the EXIM supply chain of the country.

The Company has strategically created its presence in CFS at key Container Terminals of the Country viz. JNPT- Mumbai, Chennai, Mundra and Kolkata, which drives around three fourths of India's container traffic. These ports are connected and cater to India's widespread demographic hinterland and we, at Allcargo take pride in serving their needs for nearly two decades. At the core of the business lies Allcargo's strong customer connect, reliable stakeholder management, robust systems and processes that are lean and agile making us a premier CFS service provider in the Country. The Company's business model has unique synergies between its global presence through ECU Worldwide and domestic presence through Contract Logistics (ACCI) and Gati.

For seamless services, Allcargo offers online submission of import & export documents, online invoice and online payment, new generation RFID system for track & trace of containers and E-Tariff module. In line with the India's digital thrust and Allcargo Group's Digital First strategy, we have recently launched "myCFS" portal that provides end-to-end CFS services in just a few clicks. With "myCFS" customers can enhance efficiencies with online facilitation of service requests, quick upload and retrieval of documents as well as access to current and archived reports. The portal also gives access to contact-less services from the comfort of your home or office. Soon, with the help of mobile app, customers will be able to request for container grounding for examination and de-stuffing. We believe such simplification and digitization is possible at multiple touch points which could significantly add to customer delight, positioning us as the most preferred logistics partner.

In line with our values for protecting our environment and

encouraging sustainable practices, we have installed Solar Power plant of 100 KW at our facilities. In addition, we also undertake tree plantation drives, discourage use of single use plastic wares, and replaced our lighting infrastructure with energy efficient lighting.

The future of the industry is taking a shift towards increasing demand for providing multimodal solutions, export-oriented solutions and manage LCL requirements of the industry. In line with these macro-economic trends, the Company would evolve its CFS solutions to integrated services straddling other links of the supply chain, viz., export, LCL, warehousing and multimodal solutions through strategic partnerships and investments in best-in-class infrastructure.

#### Project and Engineering Solutions (P&E)

The group strategy of focusing on core, asset light, high RoCE business has achieved a milestone in the current year. The project business which handled movement of over dimensional cargo (ODC) was sold during the financial year 2022. The segment now includes equipment (trailers, cranes, forklift and stackers) leasing business. More than 90% of the equipment's are fully depreciated and are operating in optimal condition. Since FY2014, there was no new capital deployment in the segment, and other balance assets which has higher maintenance costs or older and low yield are being strategically rationalized. Average asset utilisation levels for FY2022 stood at 78% as compared to 60% in FY2021.

Post demerger, the segment would be transferred to TransIndia Realty & Logistics Parks Limited whereby these assets would be aligned to the infrastructure growth story of India. Despite risks and challenges, Government's top priority on infrastructure development is expected to aid improved realisation and utilisation levels for these assets. Through focused capital allocation, the Company focus would remain to generate higher yields on the assets managed.

#### Logistics Park (LP)

The Company's logistics and industrial parks are located across major logistics markets in India such as Delhi-NCR, Bengaluru, Hyderabad, Ahmedabad, Pune, Mumbai (JNPT), Hosur and Goa. Our Logistics Parks are distinguished by high-quality tenants, including several leading E-commerce companies, light manufacturing, consumer goods, contract logistics, express logistics and record management companies.

The Company has 6 million sq. ft. of Grade-A logistics parks that are completed or nearing completion with over 93% leased out and 80% already operational. Our completed warehousing units have zero vacancy.

Our large portfolio of operational assets put us among the top three owner-operator of Logistics Park in the Country. We have expertise throughout the development cycle and have in-house capabilities to acquisition, design development, construction, leasing and property management. We also have 3 million sq.ft. of additional development pipeline on land parcels already owned by the project SPVs. The initial portfolio was developed using our balance sheet strength. However, since last 1 year we have embarked on a de-leveraging exercise achieved through a mix of dilution of super majority stake to a prominent global real estate fund and by proceeds of lease rental discounting that are served by the standalone rental incomes. The de-leveraging strategy is a continuous exercise and we expect that by the end of FY2021-22, we would have significantly reduced the balance sheet exposure to warehousing assets while keeping a minority but strategic stake, barring a port located warehouses strategic to our core business which we shall continue to own. Given our



proven track record of a top class logistics real estate space provider, we will continue to expand further but with an asset light strategy which gives backing of institutional investments.

We believe that we are well-positioned to capitalize on the favorable long-term prospects of logistics real estate in India. We have additional pipeline of assets which include second developments in the main cities and also other key cities that offer the best long-run development opportunities and which should benefit the most from growth.

# Contract Logistics through Avvashya CCI Logistics Private Limited ("ACCI")

Contract Logistics ("CL") continues to be the fastest growing sub-sectors of logistics in India. FY2022 has been a year where the organization has expanded and strengthened its presence in the segment.

Currently, Allcargo's CL division manages more than 50+ lacs sq. ft. of warehousing space across 50+ locations with significant presence in major consumption centres Pan-India, a third of this is in Grade "A" warehouses. While we continue to maintain leadership in the chemical vertical, we have also significantly added in the area in E-Commerce and Auto. One of our key strengths, we pride, is our ability to provide world class solution design to our customers, be it the large industry leaders or fast growing unicorns. We excel at providing bespoke solutions to our customers to solve their Supply Chain problems and create a value for them that help us to create lasting partnerships. One of the key differentiators of our warehousing services, especially in chemical space, is the stringent safety standards that we adhere to. No storage is allowed unless all safety compliances and certifications are implemented. We deploy full range of safety features that allow us to store different types of hazardous and non-hazardous goods. We consistently receive customer appreciations and awards from various industry bodies in the area of Safety and Quality. Our expertise encompasses Automotive manufacturing and Distribution, from Passenger, commercial vehicles to component manufacturers. We offer packaging, kitting, manage and optimize our customers overall supply chain.

Allcargo's Contract Logistics division is also making strategic investments in automation & digitization. We have invested in state-of-art Warehouse Management System ("WMS") last year with deployment in specific accounts and this year we are planning to identify & deploy Transport management System ("TMS") that will act as a catalyst for our expansion of service offerings in transportation. Apart from this, we continue to invest in adding capabilities with our customer's needs. We have a multi customer site with Order Management System ("OMS") capabilities at Farukhnagar and also operate a "Seller Flex" model at our Bhiwandi Warehouse. We also offer services like production logistics, engineering, ordering and replenishment services, reusable packaging solutions, tailor made kitting, just-in-time and pull delivery concepts and pre-production services. Key benefits of production logistics include optimisation of part flows from point of delivery to production, Just-In-Time ("JIT") that reduce inventory at line level and lower costs, use of lean management concepts and minimisation of handover points and interfaces. In line with the Group philosophy, we are committed to protect the environment, create a strong governance structure and contribute to the betterment of community.

Allcargo's CL is one of the predominant players in this verticals managing activities for key clients in Chemical, Automotive, Engineering & E-commerce and planning to expand into new verticals like Pharma, Retail & Fashion, Consumer Sector, Paints,

Agri chemicals and Lubricants. We are looking at doubling our footprint and expand in next 3 years across existing as well as new verticals and geography.

#### **Express Logistics (GATI Limited)**

Allcargo Logistics is the promoter and the single largest shareholder of Gati Limited ("Gati") with 47.30% ownership and the shareholding would exceed by 50.20% on conversion of warrants. As Allcargo's Group Company, Gati can now tap into a Global Network Operating in 180 countries and expand the scope of our services to include the diverse logistics business verticals. Through Gati's domestic reach and network, Gati offers end-to-end logistics solutions to its global and local clients in India.

Gati operates in time sensitive, high value cargo which requires specialised handling. Gati is pioneer in express industry and manages Industry leading infrastructure network offering its services across 99% of Gol approved pin codes. Gati operates complex hub & spoke network through 31 transhipment hubs, distribution centres and warehouses spanned over ~4 mn sq.ft. across multiple locations in India. Its core offerings include surface and air express however, it also provides other solutions like supply chain management and e-commerce solutions. The express business is undertaken through its Joint Venture with Kintetsu Express Private Limited (KWE) under subsidiary Gati-Kintetsu Express Private Limited ("GKEPL").

#### **STATE OF COMPANY AFFAIRS**

#### Acquisition of additional equity stake and control in Gati Limited, an express logistics entity

During the year under review, the Company has subscribed 10,23,020 Equity Shares on preferential basis of face value of ₹ 2/each ("Equity Shares") at a price of ₹97.75 per Equity Share and thereby shareholding of the Company in Gati Limited increased from 46.86% to 47.30% of the enhanced paid up equity share capital of the Gati Limited.

Further, the Company has also subscribed 71,61,120 Equity Warrants at a Price of ₹97.75 per Equity Warrants on preferential basis, which will be convertible into Equity Shares within a period of 18 (Eighteen) months from the date of allotment i.e. June 17, 2021. Consequently, the shareholding of the Company will increase to 50.20% after the conversion of the Equity Warrants.

#### Scheme of Amalgamation (Merger by Absorption) between Hindustan Cargo Limited, wholly owned subsidiary and the Company

Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated July 16, 2021 approved the Scheme of Amalgamation (Merger by Absorption) between Hindustan Cargo Limited, a wholly owned subsidiary of the Company and the Company under Sections 230 to 232 of the Act which became effective from August 26, 2021. Pursuant to said order, all the assets and liabilities of Hindustan Cargo Limited became assets and liabilities of the Company with effect from appointed date i.e. April 1, 2020.

#### Transfer of Contract Logistics Business from Avvashya CCI Logistics Private Limited to Avvashya Supply Chain Private Limited (formerly known as South Asia Terminals Private Limited)

The Board of Directors of the Company in its meeting held on June 11, 2021 approved and given its consent to the scheme of demerger under Sections 230 to 232 whereby the contract logistics business of its joint venture entity namely Avvashya CCI Logistics Private Limited will get transferred to Avvashya Supply Chain Private Limited (formerly known as South Asia Terminals Private Limited) a wholly owned subsidiary of the Company, on

the going concern basis subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT").

The Company filed the Company Scheme Petition with NCLT on March 10, 2022 and the matter is pending for NCLT approval.

#### Transfer of Warehousing Business from Allcargo Inland Park Private Limited to Allcargo Multimodal Private Limited , wholly owned subsidiaries of the Company

Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated March 1, 2022 approved the Scheme of Arrangement and Demerger between Allcargo Inland Park Private Limited and Allcargo Multimodal Private Limited, Wholly owned subsidiaries of the Company under Sections 230 to 232 of the Act which became effective from April 13, 2022. Pursuant to said order, all the assets and liabilities of Warehousing Business of Allcargo Inland Park Private Limited has been transferred to Allcargo Multimodal Private Limited with effect from appointed date i.e. April 1, 2021.

Scheme of Arrangement and Demerger under Sections 230 to 232 of the Act between Allcargo Logistics Limited (Demerged Company) and Allcargo Terminals Limited, (Resulting Company 1 / ATL) (Formerly known as Allcargo Terminals Private Limited) and TransIndia Realty & Logistics Parks Limited, (Resulting Company 2/TRLPL)

In order to explore potential business opportunities more effectively and efficiently, maximize shareholders value, to enhance business operations by streamlining operations, cutting costs, more efficient management control and outlining independent growth strategies, the Board of Directors of the Company in its meeting held on December 23, 2021 has approved and given its consent to restructure the business of the Company by way of Scheme of Arrangement and Demerger (the "Scheme") under Sections 230 to 232 of the Act which is subject to the requisite approval(s) whereby;

- Container Freight Station / Inland Container Depots business divisions of the Company will be demerged into ATL and;
- Engineering and Equipment Leasing and Hiring Solutions, Logistics Park, Warehousing, Real Estate Development and Leasing Activities of the Company will be demerged into TRLPL

The Company filed the Scheme with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on December 30, 2021, where shares of the Demerged Company are listed and has received Observation Letter from BSE dated March 24, 2022 and from NSE dated March 25, 2022.

Further, the Company has filed a revised Scheme with BSE and NSE on May 5, 2022 and awaiting for Observation Letter from Stock Exchanges.

# Sale of Project Logistics business division of the Company on Slum Sale basis to J M Baxi Heavy Private Limited ("J M Baxi")

The Company was operating the Project Logistics business as part of the Project & Equipment segment. This business had become working capital intensive and entails significant management bandwidth, considering the complexities in the business and the Company was evaluating options for divestment of this business. The Board of Directors of the Company in its meeting held on February 11, 2022 approved and given its consent for transfer of Project Logistics business division of the Company, as a going concern, on slump sale basis, to J M Baxi and also the Company entered into a Business Transfer Agreement with J M Baxi for the sale of the said division of the Company.

# Change in building name of the registered office of the Company.

The Board of Directors of the Company in its meeting held on May 26, 2022 passed the resolution for change in the name of the building from "Avashya House" to "Allcargo House". Thereby the address of the registered office of the Company is changed to 6<sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai- 400 098.

#### **DETAILS OF VOLUNTARY DELISTING OF COMPANY**

The Company has received Initial Public Announcement made by Inga Ventures Private Limited, manager to the offer under SEBI (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations") vide letter dated July 21, 2021 on behalf of its certain members of the Promoter and Promoter Group viz Mr Shashi Kiran Shetty, Talentos Entertainment Private Limited and Avashya Holdings Private Limited to (a) acquire all Equity Shares that are held by public shareholders of the Company either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited by making a delisting offer, in respect of which the requisite approval of the Board have been obtained.

Further, the Company obtained Due Diligence report dated August 6, 2021 by M/s MMJB & Associates LLP, a peer review Company Secretary. The Floor Price of ₹ 148.01 (Rupees One Hundred Forty-Eight and One Paisa) per Equity Share was fixed for the delisting offer as per certificate dated August 6, 2021 issued by M/s Shaparia Mehta & Associates LLP, Chartered Accountants (FRN: 112350W/W-100051).

Lastly, the proposal of Voluntary Delisting of Equity Shares of the Company has not been approved by shareholders under the Delisting Regulations.

#### **CHANGES IN THE NATURE OF BUSINESS**

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

## 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 FY2021-22 till the date of this Report.

## 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.

The Company had received an order imposing of penalty of ₹20 Lakhs only from Competition Commission of India (the "CCI") under Section 43A of the Competition Act, 2002, regarding acquisition of equity stake in Gati Limited.

#### **CREDIT RATING**

The Company continues to have credit rating which denotes high degree of safety regarding timely servicing of financial obligation. The Company has received the following credit ratings for its long term and short term Bank/Financial Institution Loan facilities, Commercial Papers and Non-Convertible Debentures from various rating agencies:



Rating Agency	Rating	Instrument / Facility
CARE	CARE A1+	Commercial Paper
	CRISIL AA-/ Rating Watch with Developing implication	Long Term Bank Loan
CRISIL	CRISIL A1+	Short Term Bank Loan
	CRISIL AA- / Rating Watch with Developing implication	Non-Convertible Debenture

#### **PUBLIC DEPOSITS**

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

#### **SHARE CAPITAL**

During the year under review, there is no change in the Issued, Subscribed and Paid-up Share Capital of the Company. However, Authorised Share Capital has been changed on account of merger of Hindustan Cargo Limited, a wholly owned subsidiary with the Company.

As at March 31, 2022, the Authorized Share Capital of the Company is ₹64,40,00,000/- divided into 29,47,25,000 Equity Shares of ₹2/- each and 500 4% Cumulative Redeemable Preference Shares of ₹ 100/- each and 5,45,000 Redeemable Preference shares of ₹ 100/- each.

Issued, Subscribed and Paid-up Share Capital of the Company as at March 31, 2022 is ₹49,13,91,048/- divided into 24,56,95,524 equity shares of ₹2/- each.

#### **CORPORATE GOVERNANCE REPORT**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI").

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

#### **BOARD OF DIRECTORS**

#### Number of meetings of the Board of Directors

During the year under review, 9 (Nine) Board meetings were convened and held, the details of which are provided in the 'Corporate Governance Report'.

#### **Committee Position**

The details of the composition of the Committees, number of meetings held, attendance of Committee members at such meetings and other relevant details are provided in the 'Corporate Governance Report'.

#### **Recommendation of Audit Committee**

During the year under review, there were no instances of non-

acceptance of any recommendation of the Audit Committee of the Company by the Board of Directors.

#### **Directors**

#### **Appointment of Independent Director**

Based on the recommendation of the Governance and Nomination & Remuneration Committee ("GNRC") and in accordance with provisions of the Act and the Listing Regulations;

- Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299) was appointed as an Additional Non-Executive Independent Director of the Company for a tenure of 5 years with effect from May 11, 2021 and the same has been approved by the Members vide Ordinary Resolution passed in the Annual General Meeting ("AGM") held on September 29, 2021.
- 2. Mr Mahendra Kumar Chouhan (DIN:00187253) and Mrs Radha Ahluwalia (DIN:00936412) were appointed as an Additional Non-Executive Independent Directors of the Company for a tenure of 2 years with effect from February 11, 2022 and the same has been approved by the Members vide Special Resolution passed through Postal Ballot on April 21, 2022.

Further, the Members vide Ordinary Resolution passed in the AGM held on September 29, 2021, approved the appointment of Mr. Martin Müller (DIN:09117683) as an Independent Director of the Company with effect from March 31, 2021 for tenure of 2 years.

In the opinion of the Board, the above Directors appointed during the year have integrity, relevant expertise and experience (including the proficiency) to act as an Independent Directors of the Company.

#### **Resignation of the Director**

Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299) Independent Director of the Company has resigned from the board w.e.f. January 25, 2022, as the Company intends to utilize his services as a consultant.

#### **Appointment of Non-Executive Director**

Mr Kaiwan Kalyaniwalla (DIN:00060776) was appointed as an Additional Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from August 6, 2021 and the same was approved by the Members vide Ordinary Resolution passed in the AGM held on September 29, 2021.

Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299) was appointed as an Additional Non-Executive Non- Independent Director of the Company, liable to retire by rotation with effect from January 25, 2022 and the same was approved by the Members vide Ordinary Resolution passed through Postal Ballot on April 21, 2022.

#### **Appointment of Joint Managing Director**

Mr Adarsh Hegde (DIN:00035040) was re-appointed as Joint Managing Director of the Company for a tenure of 5 years with effect from July 1, 2021 and the same was approved by the Members vide Special Resolution passed in the AGM held on September 29, 2021.

#### Re-appointment of Directors

In accordance with the Section 152 of the Act and the Articles of Association of the Company, Mrs. Arathi Shetty (DIN:00088374), Non-Executive Director and Mr. Adarsh Hegde (DIN:00035040), Joint Managing Director of the Company, retires by rotation at ensuing AGM and being eligible, offers themselves for reappointment.

Attention of the Members is invited to the relevant items in the Notice of the 29<sup>th</sup> AGM and the explanatory statements thereto.

#### **Declaration from Independent Directors**

The Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) and (7) of the Act and Regulations 16 and 25 of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Company has received confirmation from the Independent Directors regarding their registration in the Independent Directors databank maintained by the Indian Institute of Corporate Affairs.

#### **BOARD EVALUATION**

Pursuant to Sections 134 and 178 of the Act and Regulations 17 and 19 of the Listing Regulations, GNRC has set the criteria for performance evaluation of the Board, its Committees and individual Directors including the Chairman of the Company and the same are given in detail in the 'Corporate Governance Report'.

Based on the criteria set by GNRC, the Board carried out annual evaluation of its own performance, its Committees and individual Directors for FY2021-22. The questionnaires on performance evaluation were prepared in line with the Guidance Note on Board Evaluation dated January 5, 2017, issued by SEBI. An online platform was provided to each Director for their feedback and evaluation.

The parameters for performance evaluation of Board includes the roles and responsibilities of the Board, timeliness for circulating the board papers, content and the quality of information provided to the Board, attention to the Company's long term strategic issues, risk management, overseeing and guiding major plans of action, acquisitions, etc.

The performance of the Board and individual Director was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. GNRC reviewed the performance of individual Director and separate meeting of the Independent Directors was also held to review the performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman of the Company taking into account the views of Joint Managing Director and Non-Executive Directors. Thereafter, at the Board meeting, the performance of the Board, its Committees and individual Directors was discussed and deliberated. The Board of Directors expressed their satisfaction towards the process followed by the Company for evaluating the performance of the Directors, Board and its Committees.

#### **KEY MANAGERIAL PERSONNEL (KMP)**

During the year under review, Mr Ravi Jakhar, Chief Strategy Officer of the Company was designated as KMP of the Company with effect from February 11, 2022.

As at March 31, 2022, the following are the KMPs of the Company:

- Mr Shashi Kiran Shetty, Chairman & Managing Director;
- Mr Adarsh Hegde, Joint Managing Director;
- Mr Suresh Kumar Ramiah, Chief Executive Officer;
- Capt. Sandeep R Anand, Chief Executive Officer Marketing;
- Mr Deepal Shah, Chief Financial Officer;

- Mr Devanand Mojidra, Company Secretary & Compliance Officer; and
- Mr Ravi Jakhar, Chief Strategy Officer.

#### **REMUNERATION POLICY**

GNRC has framed a policy on Directors, KMP and other Senior Management Personnel appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other related matters in accordance with Section 178 of the Act and the Rules framed thereunder and Regulation 19 of the Listing Regulations. The criteria as aforesaid is given in the 'Corporate Governance Report'. The Remuneration Policy of the Company has been hosted on the Company's website <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies.">https://www.allcargologistics.com/investors/investorservices/corporatepolicies.</a>

#### WHISTLE BLOWER POLICY/ VIGIL MECHANISM

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

During the year under review, the Company has not received any complaint through Vigil Mechanism. It is affirmed that no personnel of the Company was denied access to the Chairman of the Audit Committee.

#### **RISK MANAGEMENT POLICY**

The Company is engaged in providing integrated logistics business solutions for National and International Trade, Warehousing, Transportation and handling of all kinds of Cargo, running ICD, CFS and Shipping Agents. Thus, the Company is prone to inherent business risks like any other organisation. With the objective to identify, evaluate, monitor, control, manage, minimize and mitigate identifiable business risks, the Board of Directors have formulated and implemented a Risk Management Policy.

The Company has adopted ISO 31000 framework for risk management. Under the guidance of the Board, the Chief Assurance & Risk Executive facilitates dedicated risk workshops for each business vertical and key support functions wherein risks are identified, assessed, analysed and accepted/mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also maintained and reviewed from time to time for risk mitigation plans and changes in risk weightage, if any. The Audit Committee monitors risk management activities of each business vertical and key support functions. Fraud Risk Assessment is also part of overall risk assessment. In the Audit



Committee meeting, Chief Assurance & Risk Executive make the presentation on risk assessment and minimization procedures.

The purpose of risk management is to achieve sustainable business growth, protect the Company's assets, safeguard shareholders investments, ensure compliance with applicable laws and regulations and avoid major surprises of risks. The Policy is intended to ensure that an effective risk management framework is established and implemented within the Company.

Risk Management, Finance, Strategy and Legal Committee met 5 (Five) times during the year under review.

#### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has laid down Internal Financial Controls and believes that the same are commensurate with the nature and size of its business. Based on the framework of internal financial controls, work performed by the internal, statutory and external consultants, including audit of internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by the Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY2021-22 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 accounting records and timely preparation of reliable financial disclosures.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report on the business outlook and performance review for the year ended March 31, 2022, as stipulated in Regulation 34 read with Schedule V of the Listing Regulations, is available as a separate section which forms part of the Annual Report.

#### **BUSINESS RESPONSIBILITY REPORT**

Pursuant to Regulation 34 of the Listing Regulations, the Business Responsibility initiatives taken on environmental, social and governance perspective, in the prescribed format is available as a separate section which forms part of the Annual Report.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The brief outline of the Corporate Social Responsibility ("CSR") Policy of the Company and initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure 1** of this Report in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The CSR Policy is hosted on the Company's website <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

A statement containing the salient features of the Financial Statements including the performance and financial position of each Subsidiaries, Joint Ventures and Associate Companies as per the provisions of the Act, is provided in the prescribed **Form AOC-1** which is annexed as **Annexure 2**.

Pursuant to Section 129 of the Act and Regulation 33 of the Listing Regulations, the attached Consolidated Financial Statements of the Company and all its Subsidiaries, Joint Ventures and Associate Companies have been prepared in accordance with the applicable Ind AS provisions.

The Company will make available the said Financial Statements and related detailed information of the subsidiary companies upon the request by any Member of the Company. Members seeking inspection to inspect these Financial Statements can send e-mail to <a href="mailto:investor.relations@allcargologistics.com">investor.relations@allcargologistics.com</a>

#### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, the following companies have become or ceased to be Subsidiaries, Joint Ventures and/or Associates of the Company:

Sr. No.	Name of Company	Relationship	Change	Effective Date
1.	Gati Kausar India Limited	Subsidiary	Ceased	July 14, 2021
2.	Ecunordicon AB	Subsidiary	Acquisition	July 29, 2021
3.	Nordicon AB	Subsidiary	Acquisition	July 29, 2021
4.	Nordicon A/S	Subsidiary	Acquisition	July 29, 2021
5.	Nordicon Terminals AB	Subsidiary	Acquisition	July 29, 2021
6.	RailGate Nordic	Subsidiary	Acquisition	July 29, 2021
7.	PFC Nordic AB	Subsidiary	Acquisition	July 29, 2021
8.	RailGate Europe B.V.	Associate	Acquisition	July 29, 2021
9.	Hindustan Cargo Limited	WOS	Merged	August 26, 2021
10.	Bantwal Warehousing Private Limited	WOS	Ceased	September 28, 2021
11.	Combi Line Indian Agencies Private Limited	WOS	Strike Off	October 27, 2021
12.	Consolidadora Ecu-Line C.A.	WOS	Liquidated	November 29, 2021
13.	Speedy Multimodes Limited	Subsidiary	Acquisition	November 30, 2021
14.	TransIndia Realty & Logistics Parks Limited	WOS	Incorporated	December 03, 2021
15.	ALX Shipping Agency LC	Joint Venture	Acquisition	January 12, 2022
16.	Trade Xcelerators LLC	Associate	Acquisition	February 9, 2022
17.	Ecu Worldwide Costa Rica S.A.(formerly known as Conecli International S.A)	WOS	Liquidated	February 10, 2022
18.	Haryana Orbital Rail Corporation Limited	Associate	Acquisition	February 11, 2022
19.	Asia Pac Logistics DE Gautemala S.A.	WOS	Incorporated	March 1, 2022

WOS-Wholly owned subsidiary

The Policy for determining "Material" Subsidiary as approved by the Board, from time to time, is hosted on the Company's website <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions/contracts/arrangements that were entered into by the Company during the year under review were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, KMP or Senior Management Personnel which may have a potential conflict with the interest of the Company at large.

None of the transactions/contracts/arrangements with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for financial year ended March 31, 2022 and hence does not form part of this report.

All related party transactions were placed before the Audit Committee for its approval and review on quarterly basis. Prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseen and of a repetitive nature. The transactions entered into with related parties are certified by the Management and the M/s CNK and Associates, LLP, Independent Chartered Accountants stating that the same are in the ordinary course of business and at arm's length basis.

The Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Board, from time to time, is hosted on the Company's website <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>

The details of related party transactions that were entered during FY2021–22 are given in the notes to the Financial Statements as per Ind AS24, which forms part of the Annual Report.

## PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

The Company is engaged in the business of providing integrated logistics services which falls under the infrastructural facilities as categorized under Schedule VI of the Act. Hence, the provisions of Section 186 of the Act are not applicable to the Company to the extent of loans given, guarantees or securities provided or any investment made. However, as a good governance practice of the Company, the details of loans given, guarantees and securities provided are annexed as **Annexure 3**. Details of investments made are provided in the Notes to the Financial Statements.

#### **AUDITORS**

#### **Statutory Auditors and their Report**

M/s S R Batliboi & Associates LLP, Chartered Accountants ("SRBA"), were re-appointed as Statutory Auditors of the Company by the Members at the  $27^{\rm th}$  AGM held on September 9, 2020 to hold office upto the conclusion of  $32^{\rm nd}$  AGM of the Company to be held in the year 2025.

SRBA have under Sections 139 and 141 of the Act and Rules framed thereunder confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and furnished

a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33 of the Listing Regulations.

Further, the report of the Statutory Auditors along with the notes on the Financial Statements is enclosed to this Report. The Auditors' Reports do not contain any qualification, reservation, adverse remarks, observations or disclaimer on Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2022.

The other observations made in the Auditors' Report are selfexplanatory and therefore do not call for any further comments.

There was no instance of fraud during the year under review, which was required by the Statutory Auditors to report to the Audit Committee, Board and/or Central Government under Section 143(12) of the Act and Rules framed thereunder.

#### **Secretarial Auditor**

Pursuant to Section 204 of the Act and Rules framed thereunder, the Company has appointed M/s Parikh & Associates, Company Secretaries in practice, to undertake the Secretarial Audit of the Company for FY2021-22. The Report of Secretarial Auditor in **Form MR-3** for FY2021-22 is annexed as **Annexure 4**.

The Company has also obtained Secretarial Compliance Report for FY2021-22 from M/s Parikh & Associates, Company Secretaries in practice in relation to compliance of all applicable SEBI Regulations/circulars/ guidelines issued thereunder, pursuant to requirement of Regulation 24A of the Listing Regulations.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer and observations made in the Auditors' Report are self- explanatory and therefore do not call for any further comments.

No instance of fraud has been reported by the Secretarial Auditor.

Further, pursuant to provisions of Regulation 24A of the Listing Regulations, Gati-Kintetsu Express Private Limited ("GKEPL") is an unlisted material subsidiary of the Company in terms of Regulation 16(1)(c) of the Listing Regulations. The Secretarial Audit Report submitted by the Secretarial Auditors of GKEPL is also annexed as **Annexure-4A** to this Report.

#### **Compliance of Secretarial Standards**

The Company is in compliance with all mandatory applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **PARTICULARS OF EMPLOYEES**

The details of employees remuneration as required under Section 197(12) of the Act and the Rules framed thereunder read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure 5.** 

The statement containing particulars of employees as required under Section 197(12) of the Act and the Rules framed thereunder read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Further, in terms of Section 136 of the Act, the Annual Report and the Audited Financial Statements are being sent to the Members and others entitled. The said statement is available for inspection by the Members at the Registered Office of the Company during business hours i.e. 11:00 a.m. to 2:00 p.m. on working days up to the date of the ensuing AGM. If any Member is interested in obtaining a copy thereof, such Member can send e-mail to investor.relations@allcargologistics.com.



None of the employees who are posted and working in a country outside India, not being Directors or their relatives, draw remuneration more than the limits prescribed under Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year under review, none of Directors of the Company has received any remuneration from the Subsidiary Companies except as disclosed in the report.

#### SAFETY, HEALTH AND ENVIRONMENT

The Company is committed towards bringing Safety, Health and Environment awareness among its employees. It also believes in safety and health enrichment of its employees and committed to provide a healthy and safe workplace for all its employees. Successfully managing Health and Safety risks is an essential component of our business strategy. The Company has identified Health and Safety risk arising from its activities and has put proper systems, processes and controls mechanism to mitigate them.

The Company has been taking various initiatives and participating in programs of safety and welfare measures to protect its employees, equipment and other assets from any possible loss and/or damages.

The Project and Equipment division of the Company has successfully certified to ISO 45001 (Occupational Health & Safety Management System) & ISO 14001 (Environment Management System) Standards Certification as well as Lifting Equipment Engineers Association ("LEEA") Certification. It is a testimony that the Company is maintaining very high safety standards as well as ensures the use of quality equipment and follows the best Health and Safety practices as per LEEA standards.

The following safety related measures are taken at various locations:

- Fire and Safety drills are conducted for all employees and security personnel and all Fire hydrants are monitored strictly as the preparedness for emergency.
- Safety Awareness Campaign, Safety week, Environment day is held/celebrated at major locations to improve the awareness of employees.
- Each equipment is put through comprehensive Quality Audit and Testing to ensure strong compliance to Maintenance, Safety and Reliability aspects as per the specifications by various Original Equipment Manufacturer. All equipment are mandatorily ensured with PUC. Fitness certificates are issued based on the compliance of the safety norms.
- Regular training/skills to staff and contractors to inculcate importance of safety amongst them. Further, handling of Hazardous Material training and Terrorist Threat Awareness Training are provided to all CFS employees.
- Created checks and awareness among drivers about negatives of alcohol and drug consumptions and impact on their families.
- Accident prone routes identified and supervisors allocated to have control over the vehicle movement.
- Occupational Health & Safety audits and Fire & Electrical Safety audits are conducted by competent agencies at regular intervals.

- Fortnightly visit by Doctors to office for medical counseling of employees. Further, Medical Health check-up of all employees are conducted at regular intervals.
- CCTV and Safety alarms are installed at major locations.
- Green initiatives are taken at various locations to protect the environment.
- Oxygen and temperature checks were mandatory for all staff members and visitors at all office locations.
- Operations have been modified and optimized to adhere to social distancing requirements and work with minimal staff on-site.

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

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as stipulated under Section 134(3)(m) of the Act and Rules framed thereunder, is annexed as **Annexure 6**.

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

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

During the year under review, no complaints of sexual harassment were received and 4 (Four) Awareness Program about Sexual Harassment Policy were conducted and held at workplace.

The Company has submitted its Annual Report on the cases of sexual harassment at workplace to District Officer, Mumbai, pursuant to Section 21 of the POSH Act and Rules framed thereunder.

#### **ANNUAL RETURN**

Pursuant to Section 92(3) of the Act and Rules framed thereunder, an Annual Return is hosted on the website of the Company <a href="https://www.allcargologistics.com/investors/financials/downloads/annualreports">https://www.allcargologistics.com/investors/financials/downloads/annualreports</a>

#### MAINTENANCE OF COST RECORDS

Pursuant to Section 148(1) of the Act and Rules framed thereunder related to maintenance of cost records is not applicable to the Company being in to service industry.

#### INSOLVENCY AND BANKRUPTCY

No application made or proceeding is pending against the Company under Insolvency and Bankruptcy Code, 2016 during the year under review.

#### **DISCLOSURE OF ONE TIME SETTLEMENT OF LOAN**

There is no incidence of one time settlement in respect of any loan taken from Banks or Financial Institutions during the year. Hence, disclosure pertaining to difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan is not applicable.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Board to the best of their knowledge and ability confirm that-

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

#### **ACKNOWLEDGEMENTS**

The Directors wish to place on record their appreciation for the continued co-operation and support extended to the Company by government authorities, customers, vendors, regulators, banks, financial institutions, rating agencies, stock exchanges, depositories, auditors, legal advisors, consultants, business associates, members and other stakeholders during the year. The Directors also convey their appreciation to employees at all levels for their contribution, dedicated services and confidence in the management.

For and on behalf of the Board of Directors

Sd/-Shashi Kiran Shetty Chairman & Managing Director DIN: 00012754

Place: Mangalore Date: May 26, 2022



## **Annexure 1**

#### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

For the Financial Year Ended March 31, 2022

Brief outline on CSR Policy of the Company

The Company is committed in making a difference in the lives of underprivileged and economically challenged citizens of our country. The Company through its CSR initiatives assists in nurturing, developing and improving the quality of life of this class of the society and endeavours to build a human touch. CSR efforts focus on active participation of the community at all levels including health, education, environment, women empowerment, disasters relief and sports. CSR initiatives are undertaken through "Avvashya Foundation" a Non-Profit Organization and in collaboration with various NGOs, Trusts and other approved entities or institutions engaged in CSR programs across India.

2. Composition of CSR Committee:

SI. 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.	Arathi Shetty	Chairperson/ Non-Executive Director	1	1
2.	Shashi Kiran Shetty	Member/Executive Director	1	1
3.	Parthasarathy Vankipuram Srinivasa <sup>1</sup>	Member/ Non-Executive Director	1	1
4.	Mahendra Kumar Chouhan²	Member/ Independent Director	Not Applicable	Not Applicable

Appointed as a member w.e.f. June 01, 2021 and Ceased to be member w.e.f. February 11, 2022

- 3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.
  - (a) Composition of CSR Committee: <a href="https://www.allcargologistics.com/investors/investorservices/compositionofcommittees">https://www.allcargologistics.com/investors/investorservices/compositionofcommittees</a>
  - (b) CSR Policy: https://www.allcargologistics.com/investors/investorservices/corporatepolicies
  - (c) CSR projects approved by the board: https://www.allcargologistics.com/sustainability
- 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:

Not Applicable

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:

(₹ in Lakhs)

SI. No.	Financial Year	Amount available for set-off from preceding financial years	Amount required to be set-off for the financial year, if any
1	2020-2021	161.29	Not Applicable
2	2019-2020	274.00	Not Applicable
3	2018-2019	216.29	Not Applicable

- 6. Average net profit of the Company as per section 135(5): ₹ 17,643.49 Lakhs
- 7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 352.87 Lakhs
  - (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable
  - (c) Amount required to be set off for the financial year, if any: Not Applicable
  - (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 352.87 Lakhs

<sup>&</sup>lt;sup>2</sup> Appointed as a member w.e.f. February 11, 2022

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

Total Amount		А	mount Unspent						
Spent for the Financial Year (₹ in Lakhs)		sferred to Unspent CSR per Section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5						
(CITEGRIS)	Amt.	Date of transfer	Name of the Fund	Amt.	Date of transfer				
438.89	NIL	-	-	NIL	-				

# (b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)		(11)
SI. No.	Name of the Project	Item from the list of activities in	Local area (Yes/	Location of the project	.,	Amount allocated for the	Amount spent in the current	Amount transferred to Unspent CSR	Mode of Implementation - Direct (Yes/No)	-Through	mplementation n Implementing Agency
		Schedule VII to the Act	No)	State District		project	Financial Year	Account for the project as per Section 135(6)		Name	CSR Registration Number

NIL

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

(1)	(2)	(3)	(4)	(5	)	(6)	(7)	(8)	)
SI. No.	Name of the Project	Item from the list of	Local	Location of	the project	Amount spent	Mode of implementation	Mode of imple Through implem	
		activities in schedule VII to the Act	(Yes/ No)	State	District	for the project (₹ in Lakhs)	- Direct (Yes/ No)	Name	CSR Registration Number
1	Jeevan	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Mumbai	72.00	No	Avvashya Foundation	CSR00009146
2	LEAP	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Raigad	5.00	No	Association for Leprosy Education Rehabilitation and Treatment (ALERT) – India	CSR00001335
3	Drushti	Promoting healthcare	Yes	Maharashtra	Mumbai	14.91	No	Saad Foundation	CSR00006693
		including preventive		Tamil Nadu	Chennai	15.00	No	Foundation of his Sacred Majesty	CSR00004157
		healthcare		West Bengal	Kolkata	3.00	No	Bengal Service Society	CSR00002077
4	Food and Nutrition	Eradicating hunger, poverty and malnutrition	Yes	Karnataka	Mangalore	4.50	No	Seon Ashram	CSR00005927
5	Medicines	Promoting healthcare including preventive healthcare	Yes	Karnataka	Mangalore	3.75	No	Seon Ashram	CSR00005927
6	General Health	Promoting healthcare including	Yes	Maharashtra	Mumbai	2.50	No	Saad Foundation	CSR00006693
		preventive		Karnataka	Mangalore	1.25	No	Seon Ashram	CSR00005927
		healthcare		Karnataka Mangalore		e 2.42 No Prajna Counselling Centre		Counselling	CSR00010376
				Maharashtra	Mumbai	1.00	No	Savali	CSR00003432



(1)	(2)	(3)	(4)	(5	)	(6)	(7)	(8)	)
SI.	Name of the	Item from	Local	Location of	the project	Amount	Mode of	Mode of imple	
No.	Project	the list of activities in	area (Yes/	State	District	spent for the	implementation - Direct (Yes/	Through implem	CSR
		schedule VII to the Act	No)	545	2.0	project (₹ in	No)	1001110	Registration Number
						Lakhs)			110111201
7	Supporting Senior Citizens	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Mumbai	2.00	No	Ambagopal Foundation	CSR00001341
8	Supporting Senior Citizens	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Mumbai	1.50	No	Vanaprastha Ashram	CSR00010036
9	Dhvani	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Mumbai	15.07	No	Save the Children India	CSR00000158
10	Cleft Surgeries	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Mumbai	2.00	No	Inga Health Foundation	CSR00001727
11	Disha and Disha Seed	Promoting education	Yes	Maharashtra	Mumbai	103.53	No	Avvashya Foundation	CSR00009146
				Karnataka	Mangalore	1.51	No	Ramakrishna Tapovan	CSR00011363
				Pan India	NA	2.40		Armed Forces Flag Day Fund	CSR00011199
				Maharashtra	Mumbai	6.99	No	Bombay Bunts Association	CSR00008199
12	Nipun	Promoting education	Yes	Maharashtra	Raigad	3.59	Yes	Not Applicable	Not Applicable
		education		Tamil Nadu	Chennai	5.00	No	Foundation of his Sacred Majesty	CSR00004157
				Maharashtra		0.09		Avvashya Foundation	CSR00009146
				Maharashtra	Raigad	6.48		Orion Educational Society	CSR00000597
				Maharashtra	Raigad	14.53	No	Abhiyaan Foundation	CSR00005183
13	Special Education	Promoting education	Yes	Karnataka	Mangalore	4.00	No	Shri Gururaghavendra Seva Trust	CSR00006778
14	Sports	Promoting	Yes	PAN India	NA	1.33	Yes	Not Applicable	Not Applicable
		Sports				25.00	No	Foundation for Promotion of Sports and Games	CSR00001100
					2.50 No Bombay Bunts Association		CSR00008199		
						0.52	No	Savali	CSR00003432
15	Education	Promotion of Education	Yes	Maharashtra	Mumbai	4.50	No	Savali	CSR00003432
16	Rahat	Disaster	No	Maharashtra	Ratnagiri	3.10	No	Saad Foundation	CSR00006693
		Relief				1.08		Avvashya Foundation	CSR00009146

(1)	(2)	(3)	(4)	(5	)	(6)	(7)	(8)	)
SI.	Name of the Project	Item from the list of	Local area	Location of		Amount	Mode of implementation	Mode of imple	mentation -
		activities in schedule VII to the Act	(Yes/ No)	State	District	for the project (₹ in Lakhs)	- Direct (Yes/ No)	Name	CSR Registration Number
17	COVIID19	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Mumbai	0.88 15.00	Yes No	Not Applicable Lions Club of Mumbai Carter Road Charitable Trust	Not Applicable CSR00005396
						5.00	No	Saad Foundation	CSR00006693
						3.70	No	Savali	CSR00003432
18	Maitree	Ensuring	Yes	Maharashtra	Palghar	12.04	No	Savali	CSR00003432
		Environment Sustainability		Maharashtra	Raigad	28.84	No	Light of Life Trust	CSR00000156
		and Water Conservation		Maharashtra	Palghar	13.03 No Diganta Swar Foundation		Diganta Swaraj Foundation	CSR00001695
19	Control	Promoting healthcare including preventive healthcare	Yes	Maharashtra	Mumbai	14.00	No	Saad Foundation	CSR00006693
20	Life Skills Education	Promoting education	Yes	Karnataka	Mangalore	1.65	No	Prajna Counselling Center	CSR00010376
21			Yes	Maharashtra	Mumbai	5.04	No	Savali	CSR00003432
	Womens Day and Skill training	gender equality, empowering women				2.50	No	Bunts Sangha Mumbai	CSR00013655
22	Rural development	Rural development	Yes	PAN India	NA	4.19	Yes	Not Applicable	Not Applicable
23	Person with Disability	Healthcare	Yes	Maharashtra	Mumbai	0.97	No	Adnyan Research and Educational Trust	CSR00022246

- (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): ₹438.89 Lakhs
- (g) Excess amount for set off, if any:

SI. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	352.87
(ii)	Total amount spent for the Financial Year	438.89
(iii)	Excess amount spent for the financial year [(ii)-(i)]	86.02
(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)]	86.02



9. (a) Details of Unspent CSR amount for the preceding three financial years: NIL

SI. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under	Amount spent in the reporting Financial Year	specified ur	ansferred to der Schedul ion 135(6), if	e VII as per	Amount remaining to be spent in succeeding financial years
		section 135 (6)		Name of the Fund	Amt.		

NIL

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

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

NIL

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: NIL

(Asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s).
- (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

For and on behalf of Board of Directors

Sd/-Shashi Kiran Shetty Chairman & Managing Director DIN:00012754

Place: Mangalore Date: May 26, 2022 **Sd/- Arathi Shetty**Chairperson- CSR Committee
DIN:00088374

# Annexure - 2

# FORM AOC-1

[Pursuant to first proviso to sub-section [3] of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies [Accounts] Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures [Information in respect of each subsidiary presented with amounts for the Financial Year ended March 31, 2022]

# Part "A": Subsidiaries

															in Lakns)
Sr. No.	Name of Subsidiary	Financial Period Ended	The date since when subsidiary was acquired	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital#	Reserves and Surplus	Total Assets	Total Other Liabilities	Investments	Turnover/ Operating Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share- holding*
1	AGL Warehousing Private Limited	March 31, 2022	February 29, 2008	N.A.	1	3,877	4,316	438	38	-	532	129	403	-	100%
2	Allcargo Inland Park Private Limited	March 31, 2022	December 05, 2007	N.A.	2,405	(118)	4,401	2,114	-	-	(103)	-	(103)	-	100%
3	Allcargo Multimodal Private Limited	March 31, 2022	December 22, 2017	N.A.	2,241	2,293	56,141	51,607	-	5,293	1,167	421	745	-	100%
4	Comptech Solutions Private Limited	March 31, 2022	February 05, 2010	N.A.	145	881	1,121	96	-	-	87	26	61	-	48%
5	Contech Logistics Solutions Private Limited	March 31, 2022	March 31, 2005	N.A.	10	2,275	4,363	2,078	29	8,691	108	48	60	-	100%
6	ECU International [Asia] Private Limited	March 31, 2022	June 20, 2006	N.A.	5	424	2,289	1,859	48	2,217	124	22	103	-	100%
7	Avvashya Supply Chain Private Limited (Formerly known as South Asia Terminals Private Limited)	March 31, 2022	February 28, 2008	Note 4	653	(2,063)	5	1,416	-	-	(118)	1	(119)	-	100%
8	Transindia Logistic Park Private Limited	March 31, 2022	February 15, 2011	Note 4	1	3,451	3,620	167	-	-	172	29	143	-	100%
9	Bhiwandi Multimodal Private Limited	March 31, 2022	September 01, 2018	Note 4	0	(50)	6	56	-	-	(49)	-	(49)	-	100%
10	Koproli Warehousing Private Limited	March 31, 2022	August 28, 2018	N.A.	0	(45)	14,191	14,236	-	-	(45)	(1)	(44)	-	100%
11	Marasandra Logistics and Industrial Parks Private Limited	March 31, 2022	December 19, 2018	Note 4	0	(2)	1,395	1,397	-	-	(1)	-	(1)	-	100%
12	Malur Logistics and Industrial Parks Private Limited	March 31, 2022	June 21, 2018	N.A.	20	1,734	46,825	45,071	-	3,024	1,286	336	951	-	100%
13	Venkatapura Logistics and Industrial Parks Private Limited	March 31, 2022	December 13, 2018	N.A.	20	(34)	2,568	2,582	-	264	(9)	66	(75)	-	100%
14	Kalina Warehousing Private Limited	March 31, 2022	July 30, 2018	Note 4	1	83	5,470	5,387	-	-	(11)	-	(11)	-	100%
15	Panvel Warehousing Private Limited	March 31, 2022	August 06, 2018	Note 4	1	307	16,148	15,841	-	-	(24)	-	(24)	-	100%
16	Jhajjar Warehousing Private Limited	March 31, 2022	August 10, 2018	Note 4	0	(3)	1	4	-	-	(1)	-	(1)	-	100%
17	Allcargo Warehousing Management Private Limited	March 31, 2022	September 01, 2018	Note 4	0	(6)	5	11	-	-	(1)	-	(1)	-	100%
18	Allcargo Terminals Limited (Formerly known as Allcargo Terminals Private Limited, Allcargo Projects Private Limited)	March 31, 2022	February 05, 2019	N.A.	0	(143)	10,207	10,350	-	-	(142)	-	(142)	-	100%
19	Avvashya Projects Private Limited	March 31, 2022	July 02, 2019	Note 4	0	(17)	102	119	-	-	(15)	-	(15)	-	100%
20	Avvashya Inland Park Private Limited	March 31, 2022	July 02, 2019	Note 4	0	(31)	1,553	1,584	-	-	(14)	-	(14)	-	100%



							(₹ in Lakhs)								
Sr. No.	Name of Subsidiary	Financial Period Ended	The date since when subsidiary was acquired	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital#	Reserves and Surplus	Total Assets	Total Other Liabilities	Investments	Turnover/ Operating Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share- holding*
21	Gati Limited	March 31, 2022	April 08, 2020	N.A.	2,459	60,759	68,127	4,909	1,011	24,955	(2,321)	(307)	(2,014)	-	47%
22	Gati-Kintetsu Express Private Limited	March 31, 2022	April 08, 2020	N.A.	50	25,569	80,395	54,776	-	124,231	(3,306)	701	(4,008)	-	33%
23	Gati Import Export Trading Limited	March 31, 2022	April 08, 2020	N.A.	230	(177)	219	166	-	2	(57)	-	(57)	-	47%
24	Zen Cargo Movers Private Limited	March 31, 2022	April 08, 2020	N.A.	36	(77)	27	67	-	-	(5)	(1)	(4)	-	47%
25	Gati Logistics Parks Private Limited	March 31, 2022	April 08, 2020	Note 4	1	(1,445)	0	1,444	-	-	(202)	-	(202)	-	47%
26	Gati Projects Private Limited	March 31, 2022	April 08, 2020	Note 4	1	(3)	0	2	-	-	-	-	-	-	47%
27	ALX Shipping Agencies India Private Limited	March 31, 2022	December 22, 2020	N.A.	0	37	314	277	-	316	52	15	37	-	100%
28	Panvel Industrial Parks Private Limited	March 31, 2022	November 07, 2020	Note 4	0	(1)	0	1	-	-	-	-	-	-	100%
29	Dankuni Industrial Parks Private Limited	March 31, 2022	October 23, 2020	Note 4	0	(5)	1	6	-	-	(5)	-	(5)	-	100%
30	Hoskote Warehousing Private Limited	March 31, 2022	October 29, 2020	Note 4	0	(18)	1	19	-	-	(17)	-	(17)	-	100%
31	Speedy Multimodes Limited	March 31, 2022	November 30, 2021	Note 3	2,720	754	11,467	5,710	-	12,821	1,090	318	773		85%
32	Transindia Realty & Logistics Parks Limited	March 31, 2022	December 03, 2021	Note 3 & 4	0	(1)	0	1	-	-	(1)	-	(1)	-	100%
33	Ecu-Line Algerie sarl	December 31, 2021	June 20, 2006	Note 1 & 2	5	456	1,866	1,405	-	1,469	737	195	542	-	100%
34	Ecu Worldwide [Argentina] SA	December 31, 2021	August 29, 2007	Note 1 & 2	3	307	3,710	3,401	-	4,526	107	22	85	-	100%
35	Ecu Worldwide Australia Pty Ltd	December 31, 2021	June 20, 2006	Note 1 & 2	57	225	8,050	7,768	-	24,974	(372)	(23)	(349)	-	100%
36	Integrity Enterprises Pty Ltd.	December 31, 2021	December 13, 2013	Note 1 & 2	23	0	27	4	-	-	-	-	-	-	100%
37	Ecu Worldwide [Belgium] N.V	March 31, 2022	June 20, 2006	Note 1 & 2	2,977	2,963	36,123	30,183	-	104,248	5,475	971	4,504	173	100%
38	FMA-Line Holding N.V.	March 31, 2022	June 20, 2006	Note 1, 2 & 3	66	(214)	3	152	-	-	(7)	-	(7)	-	100%
39	Ecuhold N.V.	March 31, 2022	June 20, 2006	Note 1 & 2	2,640	76,782	165,617	86,195	2,184	9,889	361	1,038	(676)	-	100%
40	Ecu International N.V.	March 31, 2022	June 20, 2006	Note 1 & 2	3,500	(1,100)	6,385	3,985	-	156	203	2	201	-	100%
41	Ecu Global Services N.V.	March 31, 2022	June 20, 2006	Note 1 & 2	17,802	4,315	22,465	347	-	-	309	451	(142)	-	100%
42	HCL Logistics N.V.	March 31, 2022	June 20, 2006	Note 1 & 2	336	(258)	1,475	1,396	-	6,830	40	-	40	-	100%
43	European Customs Brokers N.V.	March 31, 2022	February 01, 2010	Note 1 & 2	52	42	434	340	-	926	15	-	15	-	70%
44	AGL N.V.	March 31, 2022	June 20, 2006	Note 1 & 2	27,581	4,664	32,719	474	-	-	40	451	(410)	-	100%
45	Allcargo Belgium N.V.	March 31, 2022	March 17, 2006	Note 1 & 2	9,671	2,918	71,147	58,558	10,691	518	(1,076)	0	(1,076)	19,928	100%
46	Ecu Worldwide Logistics do Brazil Ltda	December 31, 2021	June 20, 2006	Note 1 & 2	9	230	3,875	3,637	-	20,495	1,398	202	1,196	-	100%
47	Ecu Worldwide [Canada] Inc	December 31, 2021	June 20, 2006	Note 1 & 2	0	428	4,303	3,875	-	23,721	623	100	523	-	100%
48	Ecu Worldwide [Chile] S.A	December 31, 2021	June 20, 2006	Note 1 & 2	29	553	2,644	2,063	-	10,598	146	38	108	-	100%
49	Flamingo Line Chile S.A.	December 31, 2021	December 31, 2007	Note 1 & 2	10	1	10	0	-	-	-	-	-	-	100%

	(₹ in Lakhs)														
Sr. No.	Name of Subsidiary	Financial Period Ended	The date since when subsidiary was acquired	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital#	Reserves and Surplus	Total Assets	Total Other Liabilities	Investments	Turnover/ Operating Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share- holding*
50	Ecu Worldwide [Guangzhou] Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	1,261	3,272	44,973	40,440	-	248,748	7,586	2,152	5,434	5,749	100%
51	China Consolidation Services Ltd	December 31, 2021	October 18, 2010	Note 1 & 2	0	-	-	-	-	-	-	-	-	-	75%
52	Ecu Worldwide China Ltd.	December 31, 2021	October 18, 2010	Note 1 & 2	635	1,042	5,631	3,954	-	72,957	478	136	342	-	100%
53	Ecu Worldwide [Colombia] S.A.S.	December 31, 2021	June 20, 2006	Note 1 & 2	18	36	3,397	3,343	-	16,061	(18)	72	(90)	-	100%
54	Ecu Worldwide [Cyprus] Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	7	11	60	42	-	1,156	42	5	37	-	55%
55	Ecu Worldwide [CZ] s.r.o.	December 31, 2021	June 20, 2010	Note 1 & 2	7	100	581	474	-	3,285	94	26	68	-	100%
56	Ecu Worldwide [Ecuador] S.A.	December 31, 2021	June 20, 2006	Note 1 & 2	8	87	2,025	1,931	-	10,703	124	66	58	-	100%
57	Flamingo Line del Ecuador SA	December 31, 2021	December 12, 2008	Note 1 & 2	3	14	39	22	-	107	2	2	(0)	-	100%
58	Ecu Worldwide Egypt Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	4	169	838	665	-	3,419	951	238	713	494	100%
59	Ecu Worldwide [El Salvador] S.P. Z.o.o. S.A. de CV	December 31, 2021	June 20, 2006	Note 1 & 2	2	20	575	554	-	2,251	227	68	159	-	100%
60	Ecu Worldwide [Germany] GmbH	December 31, 2021	June 20, 2006	Note 1 & 2	787	2,753	12,416	8,876	-	51,498	3,098	974	2,124	-	100%
61	ELWA Ghana Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	0	43	340	296	-	1,471	51	17	34	-	100%
62	Ecu Worldwide [Guatemala] S.A.	December 31, 2021	June 20, 2006	Note 1 & 2	1	244	778	533	-	2,824	188	36	153	-	100%
63	Ecu Worldwide [Hong Kong] Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	145	2,277	18,864	16,442	-	32,022	5,156	879	4,277	9,125	100%
64	Ecu International Far East Ltd.	December 31, 2021	December 05, 2006	Note 1 & 2	1	2,413	3,020	607	-	542	24	45	(21)	-	100%
65	CCS Shipping Ltd.	December 31, 2021	November 23, 2010	Note 1 & 2	643	-	643	-	-	-	-	-	-	-	75%
66	PT Ecu Worldwide Indonesia	December 31, 2021	May 11, 2010	Note 1 & 2	715	2,766	6,686	3,205	-	25,472	1,730	380	1,349	-	100%
67	Ecu Worldwide Italy S.r.l.	December 31, 2021	June 20, 2006	Note 1 & 2	50	589	10,580	9,940	-	27,164	805	129	676	-	100%
68	Eurocentre Milan srl.	December 31, 2021	May 21, 2009	Note 1 & 2	8	173	1,638	1,457	-	5,111	185	67	119	-	100%
69	Ecu Worldwide [Cote d'Ivoire] sarl	December 31, 2021	June 20, 2006	Note 1 & 2	1	104	471	366	-	1,441	161	49	111	-	100%
70	Ecu Worldwide [Japan] Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	186	732	5,016	4,098	-	30,416	(433)	(98)	(334)	-	65%
71	Jordan Gulf for Freight Services and Agencies Co. LLC	December 31, 2021	June 20, 2006	Note 1 & 2	53	(330)	66	343	-	(27)	(254)	-	(254)	-	100%
72	Ecu Worldwide [Kenya] Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	27	40	962	895	-	3,797	115	34	81	-	100%
73	Ecu Shipping Logistics [K] Ltd.	December 31, 2021	December 18, 2007	Note 1 & 2	7	(1)	7	2	-	3	(1)	-	(1)	-	100%
74	Ecu Worldwide [Malaysia] SDN. BHD.	December 31, 2021	June 20, 2006	Note 1 & 2	108	650	2,966	2,207	-	15,999	830	181	648	33	100%
75	Ecu Worldwide [Mauritius] Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	12	52	275	211	-	1,493	15	5	10	-	100%
76	CELM Logistics SA de CV	December 31, 2021	June 20, 2006	Note 1 & 2	2	(92)	12	102	-	366	307	97	210	-	100%
77	Ecu Worldwide Mexico SA de CV	December 31, 2021	November 27, 2007	Note 1 & 2	2	2,033	6,395	4,360	-	34,897	2,030	783	1,247	-	100%
78	Ecu Worldwide Morocco S.A.	December 31, 2021	June 20, 2006	Note 1 & 2	159	627	2,752	1,965	-	7,736	739	226	514	-	100%



	(₹ in Lakhs)														
Sr. No.	Name of Subsidiary	Financial Period Ended	The date since when subsidiary was acquired	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital#	Reserves and Surplus	Total Assets	Total Other Liabilities	Investments	Turnover/ Operating Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share- holding*
79	Ecu Worldwide [Netherlands] B.V.	December 31, 2021	June 20, 2006	Note 1 & 2	718	(975)	5,470	5,727	-	13,637	97	-	97	-	100%
80	Rotterdam Freight Station BV	December 31, 2021	December 31, 2007	Note 1 & 2	15	(131)	541	657	-	2,152	28	-	28	-	100%
81	FCL Marine Agencies B.V.	December 31, 2021	October 13, 2013	Note 1 & 2	15	2,960	14,796	11,821	-	84,964	8,995	2,242	6,754	4,504	100%
82	Ecu Worldwide Newzealand Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	0	(98)	751	849	-	2,658	(22)	-	(22)	-	100%
83	Ecu Worldwide [Panama] S.A.	December 31, 2021	June 20, 2006	Note 1 & 2	19	69	845	758	-	3,874	61	9	52	-	100%
84	Ecu-Line Paraguay SA	December 31, 2021	June 20, 2006	Note 1 & 2	6	(2)	41	37	-	240	(9)	1	(10)	-	100%
85	Flamingo Line del Peru SA	December 31, 2021	June 20, 2006	Note 1 & 2	7	(7)	-	(0)	-	-	-	-	-	-	100%
86	Ecu-Line Peru SA	December 31, 2021	June 20, 2006	Note 1 & 2	10	396	434	28	-	-	-	-	-	-	100%
87	Ecu Worldwide [Phillippines] Inc.	December 31, 2021	June 20, 2006	Note 1 & 2	146	748	2,825	1,931	-	18,926	104	24	79	-	100%
88	Ecu Worldwide [Poland] Sp zoo	December 31, 2021	June 20, 2006	Note 1 & 2	9	641	2,004	1,354	-	8,561	600	115	485	-	100%
89	Ecu-Line Doha W.L.L.	December 31, 2021	June 20, 2006	Note 1 & 2	209	178	1,752	1,365	-	4,306	217	7	210	-	100%
90	Ecu-Line Saudi Arabia LLC	December 31, 2021	January 29, 2012	Note 1 & 2	273	1,610	14,502	12,619	-	41,078	1,098	201	897	-	70%
91	Ecu Worldwide [Singapore] Pte. Ltd.	March 31, 2022	June 20, 2006	Note 1 & 2	838	1,888	9,777	7,052	-	27,152	2,167	368	1,799	-	100%
92	Ecu Worldwide [South Africa] Pty Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	0	321	2,456	2,135	-	11,581	371	95	276	-	100%
93	Ecu-Line Spain S.L.	March 31, 2022	June 20, 2006	Note 1 & 2	103	384	2,485	1,998	-	13,284	539	140	398	-	100%
94	Ecu Worldwide Lanka [Private] Ltd.	December 31, 2021	May 04, 2010	Note 1 & 2	0	419	968	550	-	3,905	251	34	216	-	100%
95	Ecu Worldwide [Thailand] Co. Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	114	1,037	7,952	6,801	-	48,913	1,449	285	1,164	459	57%
96	Société Ecu-Line Tunisie Sarl	December 31, 2021	June 20, 2006	Note 1 & 2	26	460	778	292	-	1,019	126	25	102	-	100%
97	Ecu Worldwide Turkey Taşımacılık Limited Şirketi	December 31, 2021	June 20, 2006	Note 1 & 2	26	317	1,630	1,287	-	5,559	1,245	427	818	239	100%
98	Ecu-Line Middle East LLC	December 31, 2021	June 20, 2006	Note 1 & 2	62	148	5,568	5,358	-	21,629	183	-	183	-	86%
99	Ecu-Line Abu Dhabi LLC	December 31, 2021	June 20, 2006	Note 1 & 2	31	(8)	173	150	-	776	(11)	-	(11)	-	76%
100	Eurocentre FZCO	December 31, 2021	June 20, 2006	Note 1 & 2	268	285	2,033	1,480	-	1,985	454	-	454	-	86%
101	Star Express Company Ltd.	March 31, 2022	October 21, 2010	Note 1 & 2	76	1,986	5,835	3,774	-	0	73	-	73	-	100%
102	Ecu Worldwide [UK] Ltd.	December 31, 2021	June 20, 2006	Note 1 & 2	696	2,492	15,624	12,436	-	76,689	8,789	1,846	6,944	-	100%
103	Ecu Worldwide [Uruguay] S.A.	December 31, 2021	June 20, 2006	Note 1 & 2	19	99	260	143	-	1,456	132	34	98	-	100%
104	CLD Compania Logistica de Distribution SA	December 31, 2021	November 21, 2006	Note 1 & 2	1,031	(1,023)	85	76	-	0	6	-	6	-	100%
105	Guldary S.A.	December 31, 2021	December 09, 2009	Note 1 & 2	2	(618)	10	627	-	223	(20)	-	(20)	-	100%
106	PRISM GLOBAL, LLC	March 31, 2022	April 10, 2013	Note 1 & 2	15,587	(32,698)	13,872	30,983	-	0	(1,575)	410	(1,985)	-	100%
107	Ecu Worldwide USA (Formely known as Econocaribe Consolidators, Inc.)	March 31, 2022	September 19, 2013	Note 1 & 2	0	28,844	88,838	59,994	-	295,351	6,870	-	6,870	-	100%

	(₹ in Laki								in Lakhs)						
Sr. No.	Name of Subsidiary	Financial Period Ended	The date since when subsidiary was acquired	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital#	Reserves and Surplus	Total Assets	Total Other Liabilities	Investments	Turnover/ Operating Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share- holding*
108	Econoline Storage Corp.	March 31, 2022	September 19, 2013	Note 1 & 2	0	1,616	1,616	(0)	-	1	(3)	-	(3)	-	100%
109	ECI Customs Brokerage, Inc.	March 31, 2022	September 19, 2013	Note 1 & 2	0	1,238	3,675	2,438	-	2,436	(15)	-	(15)	ı	100%
110	OTI Cargo, Inc.	March 31, 2022	September 19, 2013	Note 1 & 2	0	1,381	1,329	(52)	-	(2)	(39)	-	(39)	ı	100%
111	Ports International, Inc.	December 31, 2021	September 19, 2013	Note 4	0	-	-	-	-	-	-	-	-	-	100%
112	Administradora House Line C.A.	December 31, 2021	December 26, 2006	Note 4	0	0	0	0	-	-	-	-	-	-	100%
113	Ecu Worldwide Vietnam Joint Stock Company	December 31, 2021	June 20, 2006	Note 1 & 2	52	2,063	9,839	7,724	-	89,194	2,273	515	1,758	507	100%
114	Ocean House Ltd.	December 31, 2021	October 01, 2009	Note 1 & 2	197	129	420	94	-	67	38	8	31	-	51%
115	Ecu-Line Zimbabwe [Pvt] Ltd.	December 31, 2021	June 20, 2006	Note 4	0	-	-	-	-	-	-	-	-	-	70%
116	Asia Line Limited	March 31, 2022	May 17, 2008	Note 1 & 2	2,277	(2,137)	860	720	-	2	(44)	-	(44)	-	100%
117	Contech Transport Services [Pvt] Ltd	December 31, 2021	August 05, 2011	Note 4	0	-	-	-	-	-	-	-	-	-	100%
118	Prism Global Ltd.	March 31, 2022	January 03, 2013	Note 1 & 2	0	4,382	35,283	30,901	-	43,142	12,547	319	12,227	-	100%
119	Allcargo Logistics LLC	December 31, 2021	October 19, 2014	Note 1 & 2	62	598	13,294	12,634	-	50,462	520	-	520	-	49%
120	Eculine Worldwide Logistics Co. Ltd.	December 31, 2021	January 28, 2016	Note 1 & 2	4	190	534	340	-	2,147	198	42	156	102	100%
121	FMA-LINE Nigeria Ltd.	December 31, 2021	July 27, 2015	Note 1 & 2	18	(8)	18	8	-	-	(1)	-	(1)	-	100%
122	Ecu Worldwide [Uganda] Limited	December 31, 2021	December 15, 2015	Note 1 & 2	37	(55)	0	18	-	-	(2)	-	(2)	-	100%
123	FMA Line Agencies Do Brasil Ltda	December 31, 2021	March 11, 2016	Note 4	0	-	-	-	-	-	-	-	-	-	100%
124	FCL Marine Agencies Belgium bvba	December 31, 2021	March 19, 2014	Note 1 & 2	17	680	3,102	2,405	-	16,540	729	189	539	217	100%
125	Centro Brasiliero de Armazenagem E Distribuiçao Ltda [Bracenter]	December 31, 2021	June 20, 2006	Note 4	0	-	-	-	-	-	-	-	-	-	50%
126	Allcargo Hongkong Limited	December 31, 2021	December 30, 2016	Note 1 & 2	48	1,191	2,315	1,075	-	4,130	2,818	570	2,248	1,643	100%
127	Oconca Container Line S.A. Ltd.	December 31, 2021	December 30, 2016	Note 1 & 2	10	-	10	-	-	-	-	-	-	-	100%
128	Almacen y Maniobras LCL SA de CV	December 31, 2021	February 14, 2017	Note 1 & 2	2	172	590	416	-	5,865	547	227	320	-	100%
129	ECU WORLDWIDE SERVICIOS SA DE CV	December 31, 2021	December 09, 2016	Note 1 & 2	2	17	28	9	-	0	135	-	135	-	100%
130	ECU TRUCKING, INC.	March 31, 2022	August 11, 2017	Note 1 & 2	0	1,882	2,723	841	-	1,485	616	-	616	ı	100%
131	ECU Worldwide CEE SRL	December 31, 2021	January 26, 2018	Note 1 & 2	0	(165)	885	1,051	-	3,873	(2)	-	(2)	-	100%
132	Allcargo Logistics Africa (PTY) LTD	December 31, 2021	February 16, 2018	Note 4	0	-	-	-	-	-	-	-	-	-	100%
133	Ecu Worldwide Baltics	December 31, 2021	August 01, 2018	Note 1 & 2	2	(170)	281	449	-	1,340	9	-	9	-	50%
134	AGL Bangladesh Private Limited	December 31, 2021	October 02, 2018	Note 1 & 2	0	-	-	-	-	-	-	-	-	-	100%
135	Ecu Worldwide (Bahrain) Co. W.L.L.	December 31, 2021	September 01, 2016	Note 1 & 2	20	87	158	51	-	925	226	-	226	-	100%
136	East Total Logistics B.V.	December 31, 2021	July 19, 2019	Note 1 & 2	15	852	2,555	1,688	-	18,590	680	156	523	265	100%



(₹ in Lakhs)

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Sr. No.	Name of Subsidiary	Financial Period Ended	The date since when subsidiary was acquired	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share Capital#	Reserves and Surplus	Total Assets	Total Other Liabilities	Investments	Turnover/ Operating Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share- holding*
137	PAK DA (HK) LOGISTIC Ltd	December 31, 2021	July 01, 2019	Note 1 & 2	1	245	958	712	-	986	983	107	876	625	75%
138	ECU Worldwide Tianjin Ltd.	December 31, 2021	July 01, 2019	Note 1 & 2	688	2,616	5,423	2,119	-	31,916	1,278	38	1,240	-	75%
139	Allcargo Logistics FZE	December 31, 2021	October 17, 2019	Note 1 & 2	2	872	6,145	5,270	-	27,870	1,660	605	1,055	-	100%
140	SPECHEM SUPPLY CHAIN MANAGEMENT (ASIA) PTE. LTD	February 28, 2022	October 01, 2019	Note 1 & 2	6	-	388	383	-	-	-	-	-	-	41.25%
141	Allcargo Logistics China Ltd.	December 31, 2021	October 01, 2019	Note 1 & 2	248	5,006	15,221	9,967	-	79,686	2,926	33	2,893	-	41.25%
142	Asiapac Logistics Mexico SA de CV	December 31, 2021	August 28, 2019	Note 1 & 2	412	181	4,440	3,847	-	1,041	201	-	201	-	100%
143	Gati Asia Pacific Pte Ltd.	March 31, 2022	August 17, 2020	Note 1 & 2	4,955	(4,956)	-	1	-	-	-	-	-	-	75%
144	Gati Hong Kong Limited	March 31, 2022	August 17, 2020	Note 1 & 2	333	(342)	350	359	-	13	2	-	2	-	75%
145	Gati Cargo Express (Shanghai) Co. Ltd.	December 31, 2021	August 17, 2020	Note 1 & 2	1,117	(969)	664	517	-	3,288	128	-	128	-	75%
146	Ecu Worldwide (BD) Limited	June 30, 2022	August 20, 2021	Note 1 & 2	45	290	1,421	1,086	-	5,460	355	115	239	-	76%
147	Nordicon Terminals AB	December 31, 2021	July 29, 2021	Note 1, 2 & 3	16	108	1,032	908	-	3,938	(7)	12	(19)	-	100%
148	Ecunordicon AB	December 31, 2021	July 29, 2021	Note 1, 2 & 3	3	30,379	30,383	(0)	-	-	(0)	-	(0)	-	65%
149	Nordicon AB	December 31, 2021	July 29, 2021	Note 1, 2 & 3	97	10,208	19,162	8,857	-	70,108	9,995	2,099	7,896	-	100%
150	NORDICON A/S	December 31, 2021	July 29, 2021	Note 1, 2 & 3	57	762	4,777	3,958	-	11,032	695	153	542	-	100%
151	PFC Nordic AB	December 31, 2021	July 29, 2021	Note 1, 2 & 3	16	212	275	47	-	1,998	149	31	118	-	80%
152	RailGate Nordic AB	December 31, 2021	July 29, 2021	Note 1, 2 & 3	4	7	11	-	-	-	-	-	-	-	100%
153	Asia Pac Logistics DE Gautemala S.A.	December 31, 2021	March 01, 2022	Note 1, 2 & 3	0	-	0	-	-	-	-	-	-	-	100%

<sup>\*</sup>Representing aggregate % of shares held by the Company and/or its subsidiaries directly and indirectly

# Notes:

- Balance Sheet items are translated at closing exchange rate of Euro 01 = ₹84.096
- 2 Profit / [Loss] items are translated at average exchange rate of Euro 01 = ₹86.644
- 3 Names of subsidiaries which became Subsidiary/Wholly Owned Subsidiary ('WOS') during the year.
- (a) Transindia Realty & Logistics Parks Limited w.e.f. December 03, 2021
- (b) Speedy Multimodes Limited became w.e.f. November 30, 2021
- (c) Ecunordicon AB w.e.f. July 29, 2021
- (d) Nordicon AB. w.e.f. July 29, 2021
- (e) Nordicon A/S w.e.f. July 29, 2021
- (f) Nordicon Terminals AB. w.e.f. July 29, 2021
- (g) RailGate Nordic AB w.e.f. July 29, 2021
- (h) PFC Nordic AB w.e.f. July 29,2021
- (i) Asia Pac Logistics DE Gautemala S.A. w.e.f. March 01, 2022

- 4 Names of subsidiaries which are yet to commence operations
- (a) Ports International, Inc.
- (b) Administradora House Line C.A.
- (c) Ecu-Line Zimbabwe [Pvt] Ltd.
- (d) Contech Transport Services [Pvt] Ltd
- (e) FMA Line Agencies Do Brasil Ltda
- (f) Centro Brasiliero de Armazenagem E Distribuiçao Ltda [Bracenter]
- (g) Allcargo Logistics Africa (PTY) LTD
- (h) Avvashya Supply Chain Private Limited (Formerly known as South Asia Terminals Private Limited)
- (i) Transindia Logistic Park Private Limited
- (j) Bhiwandi Multimodal Private Limited
- (k) Marasandra Logistics and Industrial Parks Private Limited
- (I) Jhajjar Warehousing Private Limited
- (m) Allcargo Warehousing Management Private Limited

<sup>#</sup> Share capital rounded off nearest to ₹ 1 Lakh

- (n) Avvashya Projects Private Limited
- (o) Avvashya Inland Park Private Limited
- (p) Panvel Industrial Parks Private Limited
- (q) Dankuni Industrial Parks Private Limited
- (r) Hoskote Warehousing Private Limited
- (s) Transindia Realty & Logistics Parks Limited
- (t) Gati Logistics Parks Private Limited
- (u) Gati Projects Private Limited
- (v) Kalina Warehousing Private Limited
- (w) Panvel Warehousing Private Limited
- (x) AGL Bangladesh Private Limited

- Names of subsidiaries which have been liquidated or sold during the year.
- (a) Hindustan Crago Limited merged with Allcargo Logitics Limited w.e.f. August 26, 2021
- (b) Combi Line Indian Agencies Private Limited strike off w.e.f. October 27, 2021
- (c) Bantwal Warehosuing Private Limited ceased to be WOS w.e.f. September 28, 2021
- (d) Gati Kausar India Limited ceased to be sudsidary w.e.f.July 14, 2021
- (e) Ecu Worldwide Costa Rica S.A.(formerly known as Conecli International S.A) liquidated w.e.f. February 10, 2022
- (f) Consolidadora Ecu-Line C.A. liquidated w.e.f. November 29, 2021

# allcargo logistics

(₹ in Lakhs)

# Part "B": Associates and Joint Ventures

	ping 1cy	ı	January 12, 2022		1	1	49%	Joint Venture	'	1	2	0.98	1.02
-	ALX Shipping Agency LLC^				1	0	,0			0			
	Harayana Orbital Rail Corporation Limited^	March 31, 2021	February 11, 2022			2,000	10.02%	Associate	N.A	1,970	(13.88)	(1.39)	(12.49)
	Tarde Xcelerators LLC^	1	February 9, 2022		1	150	20%	Associate	N.A	I	(11)	(2)	(6)
-	RailGate Europe B.V.^	ı	July 29, 2021		I	1	21.70%	Associate	N.A	1	484	105	379
	Aladin Express DMCC	December 31, 2021	March 15, 2021		ı	1	20.70%	Associate	N.A	1	4,586	949	3,636
	Aladin Group Holdings Limited	December 31, 2021	March 15, 2021		10,350 Ordinary Shares 40,00,000 Preference Shares	2,893	20.70%	Associate	N.A	1	I	ı	I
	Allcargo Logistics Korea Co., Ltd.	I	March 3, 2021		98,000	314	49%	Joint Venture	N.A	ı	794	389	405
-	Ecu Worldwide Korea Co., Ltd.	ı	December 17, 2020		000'86	326	49%	Joint	N.A	I	6,141	3,009	3,132
	Fasder S.A. #	ı	August 5, 2014		000'00'1	2	20%	Joint Venture	N.A	1	2,643	1,321	1,321
	Ecu Worldwide Peru S.A.C.#	1	December 29, 2014		1,50,200	38	50%	Joint Venture	N.A	I	682	341	341
	FCL Marine Agencies Gmbh [Bermen]	December 31, 2020	September 3, 2014		2	1,219	20%	Associate	N.A	ı	820	410	410
-	Allcargo Logistics Lanka [Pvt] Ltd	March 31, 2022	March 2, 2015		4	ı	40%	Joint	N.A	I	I	ı	1
-	Transnepal Freight Services Private Limited	March 31, 2022	January 1, 2007		43,600	14	20%	Associate	N.A	1,166	98	47.72	48
	Allcargo Logistics Park Private Limited	March 31, 2022	June 13, 2008		38,67,840	420	21%	Joint	N.A	1,749	1,305	652	653
	Avvashya CCI Logistics Private Limited	March 31, 2022	June 29, 2016		16,00,994	160'81	81.13%	Joint Venture	N.A	8,554	2,739	1,674	1,065
	Altcargo Oil&Gas Private Limited	March 31, 2022	March 12, 2018		7,400	74,000	74.00%	Joint Venture	N.A	ı	I	I	I
	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate/ Joint Ventures held by the Company on the year end	Number	Amount of Investment in Associates/Joint Venture	Extend of Holding %*	Description of how there is significant influence	Reason why the Associate/Joint Venture is not consolidated	Networth attributable to Shareholding as per latest Audited Balance Sheet	Profit / [Loss] for the year	Considered in Consolidation	Not Considered in
ŀ	S. S.		2	m	Ξ	E	≡					Ξ	Ξ

Representing aggregate % of shares held by the Company and/or its subsidiaries directly and indirectly. \*Requirement of statutory audit is not applicable as per laws of respective country. 'Companies Incorporated/ Acquired during FY 2021-22

Names of Associates/Joint Ventures which are yet to commence operations: NIL

Names of associates or joint ventures which have been liquidated or sold during the year: NIL Mohinder Pal Bansal Independent Director DIN:01626343 For and on behalf of the Board of Directors Chairman & Managing Director DIN: 00012754 Shashi Kiran Shetty

-/ps Capt. Sandeep Anand Chief Executive Officer- Marketing

**Devanand Mojidra** Company Secretary & Compliance Officer M.N.: A14644 Place: Mumbai

Place: Mumbai

Place: Mumbai

-/ps

**Suresh Kumar Ramiah** Chief Executive Officer

**Deepal Shah** Deputy Group Chief Financial Officer M.N.: 101639 Place: Mumbai

Date: May 26, 2022 Place: Mangalore

Place: Mumbai

# **Annexure - 3**

# **DETAILS OF LOANS, GUARANTEES AND SECURITIES**

[Pursuant to Sections 134 and 186 of the Companies Act 2013 and Rules framed thereunder]

# Loans given during FY 2021-2022

(₹ in Lakhs)

Particulars	In the beginning of the year	Additions	Converted to Debenture	Repayment	At end of the year
Avvashya Supply Chain Private Limited (Formerly known as South Asia Terminals Private Limited)	900	1	-	_	901
Allcargo Inland Park Private Limited	3,555	9,455	6,897	5,613	500
Allcargo Multimodal Private Limited	2,677	9,095	3,315	8,457	
Kalina Warehousing Private Limited	38	141	179	_	
Jhajjar Warehousing Private Limited	2	1	-	_	3
Panvel Warehousing Private Limited	1,141	379	1,141	55	324
Koproli Warehousing Private Limited	6,777	6,196	-	_	12,973
Bhiwandi Multimodel Private Limited	37	211	-	200	48
Allcargo Warehousing Management Private Limited	9	-	-	_	9
Malur Logistics and Industrial Parks Private Limited	8,911	4,342	-	12,266	987
Allcargo Logistics & Industrial Park Private Limited	981	322	-	1,303	-
Marasandra Logistics and Industrial Parks Private Limited	1,153	9	-	0	1,162
Allcargo Terminals Limited (Formerly known as Allcargo Terminals Private Limited, Allcargo Projects Private Limited)	1	10,216	-	_	10,217
Madanahatti Logistics & Industrial Parks Private Limited	35	19	54	_	-
Venkatapura Logistics & Industrial Parks Private Limited	4	19	23	-	-
Avvashya Inland Park Private Limited	1,325	15	-	_	1,340
Avvashya Projects Private Limited	104	2	-	_	106
Transindia Logistic Park Private Limited	60	22	-	-	82
Gati Limited	-	1,000	-	1,000	_
Dankuni Industrial Parks Private Limited	0	101	-	100	1
Hoskote Warehousing Private Limited	0	506	-	500	6
Panvel Industrial Parks Private Limited	0	1	-	_	1
ALX Shipping Agencies Private Limited	-	7	-	_	7
Altcargo Oil & Gas Private Limited	0	1	-	-	1
TOTAL	27,710	42,061	11,609	29,494	28,688

# Debentures outstanding as at March 31, 2022

(\(\circ\)							
Particulars	In the beginning of the year	Additions	Redemption	At end of the year			
Allcargo Inland Park Private Limited	8,355	6,897	3,703	11,549			
Allcargo Multimodal Private Limited	13,549	3,315	9,715	7,149			
Kalina Warehousing Private Limited	485	179	_	664			
Panvel Warehousing Private Limited	407	1,142	_	1,549			
Malur Logistics and Industrial Parks Private Limited	19,416	-	_	19,416			
Allcargo Logistics & Industrial Park Private Limited	2,779	-	1,279	1,500			
Madanahatti Logistics & Industrial Parks Private Limited	168	53	_	221			
Venkatapura Logistics & Industrial Parks Private Limited	1,427	24	_	1,451			
TOTAL	46,586	11,610	14,697	43,499			



# Corporate Guarantee(s) outstanding as at March 31, 2022

(₹ in Lakhs)

Name of the Company	Name of the Bank	Amount
Allcargo Belgium NV	BNP Paribas Fortis SA/NV	47,557
Allcargo Inland Park Private Limited	Kotak Mahindra Bank Limited*	-
	Standard Chartered Bank*	-
Allcargo Multimodal Private Limited	Kotak Mahindra Bank Limited	13,168
	Standard Chartered Bank	9,935
Malur Logistics and Industrial Parks Private Limited	HDFC Bank Ltd	11,618
TOTAL		82,278

#### Note:

- 1 All loans availed by subsidiary companies from the Banks have been utilised for their business purpose.
- 2 All figures rounded off to the nearest decimal

\*Allcargo Inland Park Private Limited has demerged its Warehousing Business into Allcargo Multimodal Private Limited pursuant to which all the assets and liabilities of Warehousing Business has been transferred to Allcargo Multimodal Private Limited w.e.f. appointed date April 1, 2021.

For and on behalf of the Board of Directors

Sd/-Shashi Kiran Shetty Chairman & Managing Director DIN:00012754

Place: Mangalore Date: May 26, 2022

# **Annexure 4**

# FORM No. MR-3 SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[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,

## **Allcargo Logistics Limited**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, and to the extent made available to us and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the Covid-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - (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

and amendments from time to time; (Not applicable to the Company during the audit period)

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws specifically applicable to the Company namely
  - a. Customs Act, 1962 (with regard to Container Freight Station);
  - b. Handling of Cargo in Customs Areas Regulations, 2009;
  - c. Multimodal Transportation of Goods Act, 1993;
  - d. Warehousing (Development and Regulation) Rules,
  - e. Carriage of Goods by Road Act, 2007
  - f. Carriage of Goods by Air Act, 1972
  - g. Carriage of Goods by Sea Act, 1925

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

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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



We further report that:

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

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system generally exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings/ Committee Meetings were taken unanimously.

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, as represented by the Company.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

a. Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and withdrawal of "permitted to trade" status on the Metropolitan Stock Exchange of India Limited ("MSE"). Through a Postal Ballot resolution passed on September 10, 2021.

- b. Offer or invite for subscription of Secured/ Unsecured Non-Convertible Debentures and/or Bonds on private placement basis upto an amount not exceeding ₹ 1000/- crores at the Annual General Meeting held on September 29, 2021.
- c. Approve Scheme of Arrangement and Demerger between Allcargo Logistics Limited, Allcargo Terminals Limited (Formerly known as Allcargo Terminals Private Limited) and TransIndia Realty & Logistics Parks Limited and their respective shareholders duly approved by Board of Directors vide their Resolution dated December 23, 2021.
- d. Approve the Slump Sale of Project Logistics Business division and authority to enter into agreement duly approved by Board of Directors vide their Resolution dated February 11, 2022.

#### For Parikh & Associates

Company Secretaries

Sd/-

#### P.N. Parikh

Partner

FCS No: 327 CP No: 1228 UDIN: F000327D000399429

PR No.: 1129/2021

Place: Mumbai

Date: May 26, 2022

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.

#### **Allcargo Logistics Limited**

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.
- 2. We have followed the audit practices and process 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 process 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.
- 4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.

- 5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
- 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 Parikh & Associates

Company Secretaries

Sd/-

# P.N. Parikh

Partner

FCS No: 327 CP No: 1228 UDIN: F000327D000399429

PR No.: 1129/2021

Place: Mumbai Date: May 26, 2022

# **Annexure 4A**

# Secretarial Audit Report of Gati-Kintetsu Express Private Limited (The Unlisted Material Subsidiary)

#### FORM No. MR-3

[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]

# SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

Tο

The Members of

#### **Gati-Kintetsu Express Private Limited**

Hyderabad.

We have conducted the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013, on the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Gati-Kintetsu Express Private Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations 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 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iii) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') shall not apply to the Company being an unlisted company.

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

- (iv) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to the Board and General Meeting.
- (v) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above
- (vi) Other Specifically applicable laws to the Company in respect of which we relied on the Internal Audit report and noted relevant compliances and observations made by the Internal Auditor:

- (a) Carriage of Goods by Road Act, 2007
- (b) Carriage of Goods by Air Act, 1972
- (c) Carriage of Goods by Sea Act, 1925
- (d) Motor Transport Workers Act, 1961
- (e) Motor Vehicles Act, 1988
- (f) Fatal Accidents Act, 1855
- (g) The Factories Act, 1948
- (h) Multimodal Transportation of Goods Act, 1993
- (i) Railway Act, 1989
- (j) The Air (Prevention and Control of Pollution) Act, 1981
- (k) The Water (Prevention and Control of Pollution) Act, 1974
- (I) Control of National Highways (Land and Traffic) Act, 2002

# We further report that

- (i) based on the information provided by the Company, its officers and its authorised representatives during the conduct of the audit and also on review of quarterly reports by respective Department Heads/Company Secretary/ CEO taken on record by the Board of Directors of the Company, adequate systems and processes and control mechanism exist in the Company to monitor and ensure the compliance of with the applicable general laws like labour laws, competition law and environment laws.
- (ii) the Compliance by the Company of applicable financial laws like direct and indirect laws has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and Other designated professionals.
- (iii) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- (iv) adequate notice is given to all Directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent electronically well in advance or shorter consent were taken in other cases, 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.
- (v) all the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee 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.
- (ii) there were no specific events/actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs except as reported in the Financial Audit Report.

#### For Puttaparthi Jagannatham & Co.

Company Secretaries

Sd/-

#### CS Navajyoth Puttaparthi

Partner

FCS No: 9896; C P No: 16041

Peer Review Certificate No. 1158/2021

UDIN F009896D000338004

Place: Hyderabad Date: 18<sup>th</sup> May, 2022

\*This report is to be read with our letter with given date which is annexed as 'Annexure A' and forms an integral part of this report.

#### 'ANNEXURE A'

To
The Members of **Gati–Kintetsu Express Private Limited**Hyderabad.

Our report with given 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.
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 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 and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 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 Puttaparthi Jagannatham & Co.

Company Secretaries

Sd/-

#### CS Navajyoth Puttaparthi

Partner

FCS No: 9896; C P No: 16041

Peer Review Certificate No. 1158/2021

UDIN F009896D000338004

Place: Hyderabad Date: 18<sup>th</sup> May, 2022

# **Annexure-5**

# **DETAILS OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each Director/ Key Managerial Personnel (KMP) to the median remuneration of the employees for FY2021-22 and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the FY2021-22 are as under:

Sr. No.	Name of Director and KMP	Designation	Ratio of Remuneration of each Director/KMP to median remuneration of employees	% increase/ decrease in Remuneration in FY2021-22
I.	Non-Executive Directors			
1.	Arathi Shetty	Non-Executive Director	7: 1	170.31
2.	Kaiwan Kalyaniwalla@	Non-Executive Director	2: 1	N.A.
3.	Parthasarathy Vankipuram Srinivasa®	Non-Executive Director	12: 1	N.A.
4.	Mohinder Pal Bansal	Independent Director	5: 1	0.00
5.	Cynthia Dsouza	Independent Director	1: 1	33.33
6.	Martin Müller®	Independent Director	3:1	N.A.
7.	Radha Ahluwalia*	Independent Director	N.A.	N.A.
8.	Mahendra Kumar Chouhan*	Independent Director	N.A.	N.A.
II.	<b>Executive Directors and Key Managerial I</b>	Personnel		
9.	Shashi Kiran Shetty	Chairman & Managing Director	261: 1	26.50
10.	Adarsh Hegde	Joint Managing Director	143: 1	24.42
11.	Capt. Sandeep R Anand	Chief Executive Officer- Marketing	41: 1	44.33
12.	Deepal Shah	Chief Financial Officer	31: 1	24.42
13.	Suresh Kumar Ramiah#	Chief Executive Officer	40:1	N.A.
14.	Ravi Jakhar	Chief Strategy Officer	21: 1	21.44
15.	Devanand Mojidra	Company Secretary & Compliance Officer	5:1	37.75

# **Notes:**

- a) Remuneration includes sitting fees, commission and any other payment, if any to all Non-Executive Directors and for Executive Directors, remuneration includes fixed pay, perquisites and commission.
- b) Commission relates to FY2021-22 will be paid during FY2022-23.
- <sup>®</sup> Mr Martin Müller appointed w.e.f March 31, 2021, hence the remuneration is not comparable
- Mr Parthasarathy Vankipuram Srinivasa appointed w.e.f May 11, 2021, hence the remuneration is not comparable
- Mr Kaiwan Kalyaniwalla appointed w.e.f August 06, 2021, hence the remuneration is not comparable
- \* Mrs Radha Ahluwalia and Mr Mahendra Kumar Chouhan appointed w.e.f. February 11, 2022, hence the remuneration is not comparable
- # Mr Suresh Kumar Ramiah appointed w.e.f. January 15, 2021 hence the remuneration is not comparable
- ii. The percentage increase in the median remuneration of employees in FY2021-22 is 10.6%
- iii. Median remuneration of employees for FY2021-22 is ₹ 6.21 Lakhs
- iv. There were 959 permanent employees on the rolls of Company as on March 31, 2022
- v. Average percentage increase made in the salaries of employees, other than managerial personnel in the FY2021-22 was 7% whereas there was no increase in the managerial remuneration during FY2021-22.
- vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Senior Management Personnel

For and on behalf of the Board of Directors

Sd/-

Shashi Kiran Shetty

Chairman & Managing Director DIN:00012754

Place: Mangalore Date: May 26, 2022



# **Annexure 6**

# PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

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

#### (A) CONSERVATION OF ENERGY

#### (i) The steps taken or impact on conservation of energy

The Company always strives to optimize energy conservation though it is engaged into providing the Integrated Logistics Services. The following steps have been taken for the energy conservations across the Company:

- installed Solar panels at all its major locations;
- tie up with NSL Wind Power Company (Phoolwadi)
   Private Limited (NSL) for purchasing wind farm generated electricity;

# (ii) The steps taken by the Company for utilizing alternate sources of energy

#### Solar Power Plant/Systems

Considering benefits of solar and wind energy, the Company had installed the Grid connected Rooftop Solar Power Plants at its Container Freight Stations ("CFS") located at JNPT-I & JNPT Annex at Nhava Sheva, Chennai, Mundra and also its Head Office at Kalina, Mumbai and Operation and Engineering Centre at Panvel. Further, it has bought the wind farm generated energy from NSL for its Chennai and Hosur locations.

### (iii) The capital investment on energy conservation equipment

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

## **INFORMATION TECHNOLOGY (IT)**

In line with Company's vision, mission and the guiding principles outlined by the Chairman, the company is aggressively moving forward with technology and digital transformation, with a view to increase performance and productivity, while enhancing customer experience. To achieve this goal, various technology interventions have been undertaken by the respective departments of the Company.

While many projects from the previous financial year have been completed, some new multi-year, high impact initiatives have also been launched to further the digitalization journey of the organization. Finance systems and process transformation, Data analytics and reporting and Data center server upgrade are the key projects in this category, paving the way for superior IT and business performance in the years to come.

# (B) TECHNOLOGY ABSORPTION

# (i) The efforts made towards technology absorption and the benefits derived like product improvement, cost reduction, product development or import substitution:

In line with the Company's vision, mission and the guiding principles outlined by the Chairman, the company is aggressively moving forward with technology and digital transformation, with the following IT vision –

- Create Gold Standard IT Infrastructure that is faster, scalable, and sustainable
- · Establish best-in-class cyber security

- Build Disruptive IT solution with inclusion of business team
- Build new age technology capabilities for better decision making and ease of doing business
- Drive digital culture across organization

To achieve this IT Vision, management further defined following IT priorities for the previous financial year in line with the IT vision:

- Establish ISO 27001 for helpdesk and IT processes
- Create digital-ready ERP / CRM systems by rationalizing applications stack and optimizing IT infrastructure
- Strengthen security posture to rebuild trust with customers
- Build resilient IT (i.e., strong BCP /DR) practices
- Digitally enable sales and customer service functions
- Automate business processes to reduce manual work and faster response
- Create centralized back-end database to provide single source of truth
- Leverage data analytics and AI to aid decision making
- Establish group-wide NOC for real-time operations and exceptions monitoring
- Adopt security awareness tools and application

There was an overarching program named "Project Eagle Eye" that defined all IT projects, aligned to above mentioned IT vision. The implementation of this program was initiated in Q2, financial year 2021. While many projects under this program have been completed, some new multi-year, high impact initiatives have also been launched to further the digitalization journey of the organization. Brief overview of key IT and Digital transformation projects is given below.

### DR (Disaster Recovery) Implementation:

It includes implementation of cloud-based DR solution for ECU Worldwide. This project was initiated in Dec 2021 and was completed by end of Feb 2022. There are currently 6 primary data centers (DC) present globally in the following locations: Miami, Antwerp, Johannesburg, Shanghai, Hongkong and Melbourne. All of these are hosted on premise with appropriate on-premises back up arrangements. The objective of this project was to implement cloud-based DR solution for enabling backup of current applications, systems and data required to execute business continuity planning (BCP) in case of failure of primary data centers due to any disaster. The disasters could be cyber-attacks, terrorist attacks, equipment failures, natural disasters etc.

# **Cybersecurity Uplift:**

The Company deployed IT Security (ISMS) framework and has received ISO 27001:2013 certification recently. A full-scale cyber uplift program based on NIST cybersecurity

framework has been implemented. This includes setting up tools such as EDR (endpoint detection & response), 24/7 security operations monitoring (SOC), cyber threat intelligence (brand monitoring, dark web monitoring), third party patch management platform, secure web gateway, web application firewall, multifactor authentication system etc. to mitigate the cyber risks and reduce exposure.

The security operations center (SOC) looks after organization's security posture related to identifying, protecting, detecting, analyzing and enhanced handling of cybersecurity incidents.

The Company also leverages an external security rating platform to evaluate cyber security posture score. This allows continuous monitoring of external IPs from Outside-In perspective on important cyber security pointers.

# NOC (Network Operations Center):

It includes implementation of enterprise management software for end-to-end network monitoring with 24\*7 support. This project was initiated in Dec 2021 and will be completed in April 2022. The NOC is intended to segregate the roles for maintenance and upkeep of server and network infrastructure. This implementation will take care of availability, performance and capacity of network related infrastructure. Currently, priority is assigned manually to all incidents, which will be automated once NOC is implemented. Management envisions to achieve call response of 100% and root cause analysis (RCA) within 72 hours for any incident.

#### **Project Drone:**

It includes upgradation of the core financial ERP system. This project was initiated in Dec 2021 and is planned to be completed by Dec 2023. The objective of this project is to optimize existing finance and controlling operations. This project also aims to implement multiple business critical reports and dashboards that will flow seamlessly from the ERP system. Project Drone will also provide seamless data for implementation of various analytics projects discussed ahead.

#### Topaz 2.0:

It includes implementation of upgraded version of TOPAZ application stack. This is an important project for the Company as it aims to transform the existing TOPAZ applications, which are the core applications for the Company's operations. 90% of overall application landscape, across geographies, is connected through the suite of TOPAZ applications. TOPAZ 2.0 will have a microservices based, native cloud-ready and API driven architecture, with enhanced business capabilities. The project will have 3 phases as follows —

- Discover (phase 1): assessment of all existing functionalities, code base and integrations with other applications
- Blueprinting (phase 2): design of solution architecture including integrations and technology stack finalization.

 Implementation (phase 3): onboarding of vendor followed by agile based implementation and roll out.

#### Sales accelerator mobile application:

It includes implementation of mobile application which will be integrated with CRM application. This will enable sales team to have real time visibility on insights on prospective clients. This project was initiated in Dec 2021 and is planned to be completed by June 2022. Currently, sales representatives don't have a real-time mechanism to access data on the go to assist them with lead and account management activities. The sales accelerator application will allow sales representatives to add new customers and push the records to CRM in real time. Details of existing customer will also be available on the application. This will further assist sales representatives on insights to enhance their decision-making process.

# **Project Unnati:**

At Allcargo CFS (Container Freight Stations), in line with the Company's focus to promote Digital transformation, Project Unnati was initiated last year. This project aims to integrate CFS and its ecosystem (Customers, CHA, Customs) in a faceless and seamless manner, which is both secured and provides ease of doing business to stakeholders. This will revamp the existing CFS-ICD application landscape and provide a new digital experience to our external and internal customers. In this regard we have progressed significantly and as part of project we have launched MyCFS portal for our customers to carry out online transactions such as, Upload of EXIM documents, Request for activities such as Grounding / Destuffing, Track & Trace and Proforma thus saving significant amount of time. This will be followed up with other digital tools such as mobile applications and upgraded enterprise software using state of art IT architecture. The project has progressed quite well and would be completed by the calendar year end.

(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 period of last three years.

# (iii) The expenditure incurred on Research and Development:

The Company being an integrated logistics service provider, there is no expenditure incurred on research and development during the year under review.

# (C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ In Lakhs)

Sr. No.	Particulars	FY2021-22	FY2020-21
1	Foreign Exchange Earned	79,197	34,930
2	Foreign Exchange Outgo	95,366	40,393

For and on behalf of the Board of Directors

Sd/-Shashi Kiran Shetty

Chairman & Managing Director DIN:00012754



# MANAGEMENT DISCUSSION AND ANALYSIS

# **Global Economy Overview**

The global economy in 2021 rebounded strongly after the sharp COVID-19 related declines in 2020. However, it was no less challenging than 2020, impacted by continued repercussions and knock-on effects from the virus, severely impacting the demand and supply situation, worldwide. In 2021, the global economy expanded by 5.5% (contraction of 3.3% in 2020), the highest growth rate in more than four decades – triggered by surging demand, strong consumer spending, and some uptick in investment triggered by a significant fiscal and monetary stimulus

The year 2022 has brought with it a different set of challenges. The momentum of growth has been impacted by monetary tightening, re-globalization, and adverse implications of trade war. The recovery in 2021 is facing significant headwinds in 2022, with the World Bank now pegging the global economy to grow at sub-3% levels over 2022 and 2023. The sanctions are expected to hit economic growth, with emerging markets and developing countries both getting equally impacted. Fuel and food prices have increased rapidly, hitting vulnerable populations, especially in low-income countries. War-induced commodity price increases and broadening price pressures have led to 2022 inflation projections of 5.7% in advanced economies, and 8.7% in emerging markets and developing economies.

The recent lockdowns in different parts of the world have snarled operations at some of the world's major ports, affecting the supply chains. Considering that the manufacturer to the world faces disruptions and challenges, as do various other countries, these circumstances are weighing on the global economy and adding another risk to the inflation picture. The ongoing war, lockdowns, and rising inflation are further exacerbating the recovery of the global economy. Basis the above headwinds, global trade volumes are expected to grow by 4% in 2022 and 4.3% in 2023.

While challenges remain, we, at Allcargo, believe converting challenges into opportunities. The distress scenario has benefited global players like us to accelerate investments into different geographies, business activities and organizational transformation. The tough situations demand consolidation in the industry, which we are seeing early signs of and believe that the bigger players like us would further strengthen their core capabilities, gain market share, achieve accelerated profitable growth, and create value for all stakeholders.

#### Global Economy:

https://www.un.org/development/desa/dpad/publication/world-economic-situation-and-prospects-2022/

https://www.worldbank.org/en/news/press-release/2022/04/10/russian-invasion-to-shrink-ukraine-economy-by-45-percent-this-year

https://economictimes.indiatimes.com/small-biz/trade/exports/insights/chinas-covid-lockdowns-disrupt-global-supply-chains/articleshow/91429852.cms

https://www.imf.org/en/News/Articles/2022/04/14/sp041422-curtain-raiser-sm2022

https://www.worldbank.org/en/publication/global-economic-prospects

# **Indian Economy Overview**

India entered FY 2022 with ongoing lockdowns continuing intermittently since 2020. However, the Indian economy has witnessed green shoots of economic recovery. The GDP growth rate of FY 2022 stood at 8.9%, 1.8% above the pre-pandemic (2019-20) level. India's merchandise exports of FY 2022 stood at USD 420 billion (43.8% YoY increase) whereas imports stood at USD 612 billion (55.1% YoY increase) - crossing the total value of \$1 trillion first time in its history. The current growth in the economy and exports is a result of various initiatives taken by the Government of India. In November 2020, the Government of India announced an ₹ 2.65 lakh crore (USD 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. India's cabinet approved the production-linked incentives (PLI) scheme to provide approximately ₹ 2 trillion (USD 27 billion) over five years, to create jobs and boost production in the country. Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. The Government of India, under its Make in India initiative, is endeavouring to boost the contribution of the manufacturing sector, with an aim to take it to 25% of the GDP, from the current 17%. Besides, the Government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.

The trajectory set for India's economy by the previous year's budget has been reinforced in the Union Budget 2022-23. The capex budget has been increased by 35.4% over the current year's budget predictions, amounting to 4.1% of GDP. This increase will fuel Gati Shakti's seven engines, bridging the infrastructure gap and facilitating more and better opportunities. Due to increased employment, private investments and consumption levels are rising. The capex generated by the government will also encourage private investment. The production-linked incentive (PLI) schemes in 14 sectors, will further encourage private investment in order to boost export growth and allow for feasible import substitution in the country.

# **Indian Economy:**

https://www.ibef.org/economy/monthly-economic-report

https://pib.gov.in/PressReleasePage.aspx?PRID=1816577

https://timesofindia.indiatimes.com/business/india-business/exports-up-nearly-20-to-42-billion-in-march/articleshow/90819893.cms

https://tradingeconomics.com/india/manufacturing-pmi

# **Global Logistics Sector**

The Global Logistics market reached a value of USD 4.92 trillion in 2021. Going forward, the market is expected to reach USD 6.55 trillion by 2027, exhibiting a CAGR of 4.7% from 2022–2027. The logistics sector powers the global economic growth engine. On an average, logistics sector accounts for anywhere between 8–10% in the GDP of various countries across the globe. However, the pandemic induced lockdowns have disrupted the supply chains and exposed the vulnerabilities of the sector. While addressing these vulnerabilities, the sector, as a whole, is coming back stronger.

Technology had already been changing the execution capabilities of the logistics sector. Additionally, logistics challenges posed by the pandemic, social distancing and public health measures, the threat of cyber-attacks, etc., have accelerated the adoption of technology. Artificial Intelligence, Internet of Things (IoT), Blockchain, Robotics, Data Analytics, Warehouse Automation, Autonomous Vehicles, etc. are changing the competitive landscape. These technologies are leading to a significant increase in workflow flexibility and performance. They have also improved supply chain efficiency, by lowering costs and reducing errors.

Another factor impacting logistics is ESG (Environmental, Social, and Governance) initiatives. The International Maritime Organization (IMO) is pushing towards reduction of greenhouse gases in a big way. IMO has adopted the Energy Efficiency Design Index for existing ships (EEDI) and the Carbon Intensity Indicator (CII), which will come into force in January 2023, for abatement of carbon dioxide emissions. ESG visibility, improvement and reporting, is both, a primary concern as well as a core strategy, for many global corporations today. ESG strategies also have the potential to become significant value drivers across a digitized supply chain network.

Integrated Supply Chain, as a concept and as a service, is gaining momentum across the globe. Multinational companies are focusing on upstream and downstream integration to provide an end-to-end, seamless solution to their customers. Logistics, as an industry, is evolving driven by multiple forces such as technology, lockdown disruptions, circular economy, etc. It is imperative for businesses to start building for the future.

# **Global Logistics Sector:**

https://www.imarcgroup.com/logistics-market

https://www.businesswire.com/news/home/20211104005547/en/Global-Logistics-Market-Report-2021-2029-Size-Market-Share-Application-Analysis-Regional-Outlook-Growth-Trends-Key-Players-Competitive-Strategies-and-Forecasts---ResearchAndMarkets.com

# **Indian Logistics Sector**

In FY 2021, the size of the Indian logistics market was around USD 250 billion. It is estimated that this market would grow to USD 380 billion by 2025, at a CAGR of approximately 11%. The Indian Government's keen focus on building a better road network, dedicated freight corridors, tech-driven warehousing, along with multimodal logistics parks, substantiates the role of logistics in the economic growth of the country.

Higher logistics and inventory cost in India could be attributed to a lack of efficient inter-modal and multimodal transportation systems. However, with the launch of significant government initiatives like the 'Gati Shakti' Master Plan for multimodal connectivity, a smooth logistics infrastructure development is expected in the coming years. This plan is also expected to enable faster implementation of the Dedicated Freight Corridors (DFCs). Various Government initiatives such as the National Logistics Policy (NLP), the implementation of GST to streamline taxation, geotagging of warehouses and encouragement to 'loT' are improving logistics efficiency. In December 2021, the Government abolished Tariff Authority for Major Ports (TAMP). As a result, the new guidelines allow the concessionaires of Public Private Partnership (PPP) projects to set tariffs as per market dynamics, which will help concessionaires become competitive with private players.

With a burgeoning startup ecosystem in the country, new-age digital logistics players are emerging. Quoting, Booking and Tracking, are current core functions being done digitally. In future, we could look at features like Bill of Lading ("BL") error check, e-BL, display of remaining space on vessel, display of congestion at ports, preconfirmation of deliverability, automatic calculations of import duties and taxes, QR coding of documents, on-time display of demurrage costs, etc., going digital as well. These solutions are bringing in significant synergies, efficiencies, and are widening the total available market for entrenched players. The Indian logistics sector is benefitting from strong tailwinds from the rise of D2C (Direct to Consumer), Quick Commerce, Reverse Logistics, etc. The existing logistics players will have to reinvent themselves to cater to these new business models. The omni-channel (online + offline) offerings are coming to the forefront, adapting to a similar set of requirements of customers.

With infrastructure push from the Government and adoption of new-age technologies, the logistics sector in India is witnessing a massive overhaul.

# **Indian Logistics Sector:**

https://www.statista.com/statistics/830242/indiawarehousing-leasing-transaction-volume-by-city/

https://economictimes.indiatimes.com/small-biz/smesector/trends-and-innovations-in-logistics-industry-in-2021/ articleshow/88487480.cms

https://www.logisticsinsider.in/logistics-industry-performance-in-2021-and-outlook-for-2022/

https://www.indianchamber.org/wp-content/uploads/2022/02/Express-Logistics-Industry-Report-2022\_compressed.pdf

# **About Allcargo Logistics**

Having commenced operations in 1994, Allcargo Logistics takes pride in being among the leading Indian Multinational Companies today. The organization has been providing seamless, endto-end logistics solutions to its customers, for over two and a half decades. The mission is to create a sustainable, wellgoverned, and market-leading logistics business worldwide, with digitalization at its core. Allcargo, along with its subsidiaries, offers a wide range of services like International Supply Chain Multimodal Transport Operator (MTO) which includes Less than Container Load (LCL) and Full Container Load (FCL), air freight, trucking, and door-to-door services, globally. On the domestic front, the organization offers services such as express logistics, contract logistics, supply chain management, CFS/ICD, and logistics parks. Through this gamut of services, Allcargo has laid out a single-window to offer customized solutions to its Indian and Global customers, for their logistics requirements.

The organizational strategy is focused on creating market leadership in its respective business segments. Through ECU Worldwide, its wholly-owned global subsidiary, Allcargo operates one of the world's largest and most complex LCL consolidation network, with more than 300 offices across 180 countries. Within this niche segment, ECU Worldwide commands the largest market share of 14%.

In India, the acquisition of Speedy Multimodes has positioned Allcargo as one of the largest CFS operators in India, further bolstering its offering of one of India's widest CFS networks. Allcargo's CFS facilities are present across all major gateway ports, which manage >70% of India's container traffic.



The strategic acquisition and turnaround of Gati has resulted into the organization maintaining its market leadership in the B2B surface express distribution space. Gati manages one of the industry's widest supply chain networks, covering 99 per cent of Government of India approved PIN Codes.

On the logistics parks front, Allcargo has built best-in-class, Grade-A warehousing infrastructure, which can cater to the needs of customers, across industries. With best-in-class infrastructure, widest reach, market leadership in businesses and solutions across the logistics value chain, Allcargo has been effortlessly enabling marquee customers across sectors with multimodal transport solutions. The company is well-poised to play a major role and increase its market share, in the everexpanding landscape of Indian logistics.

At Allcargo, the management has laid down a clearly defined strategy which involves building asset-light, digitally-enabled businesses, through organic and inorganic growth, which will create value for all its stakeholders. Over the past two years, the organization has been on a transformation journey, with a focus on driving growth. Driving organic growth was of utmost importance, and this has been done through various transformation initiatives, for example, implementing sales acceleration programs in key countries that ECU Worldwide operates in. These initiatives led to extremely positive results in the countries where they were launched, and will consequently be replicated in more countries, as we move forward. Allcargo has also created numerous possibilities and avenues through strategic acquisitions. With a history of more than 10 mergers and acquisitions successfully completed over a decade, inorganic growth too, is integrated in the DNA of the organization. The management has been able to scout for strategic opportunities, which have been value accretive for the Company. In the recent past, the organization acquired stake in Nordicon, acquired Speedy Multimodes, set up a joint venture in Korea, and acquired Gati. All the acquisitions are performing tremendously well, which gives the company and management the confidence to continue exploring further growth, through acquisitions.

Digitalization has also been a top priority for the organization, as it becomes imperative for logistics players in every function to adopt digital technologies to stay relevant. Digital initiatives are being implemented across all customer touchpoints to ensure exceptional customer experiences. ECU360, our flagship platform, has completely changed the way customers book and track their shipments. Data science techniques are being applied for improving yield, route optimization and enabling better service quality, at best possible costs. On the back-end, there are other initiatives like Project Drone, comprising initiatives like the startup accelerator and incubation programme and building a Centre of Excellence on the pillars of enhance, enable, and engender.

During the year, Allcargo Logistics exited its project forwarding business. This move was in line with the management strategy of focusing on core businesses. Under the guidance of its able management, Allcargo is moving towards becoming a world-class financial and digital organization. The agenda of all these initiatives is to create a lean organization, with a focus on profit maximization.

With a simplified structure, Allcargo has set the stage for each of its businesses to transcend into the next chapter of growth. A key area of focus for the management has been creating stakeholder value. Keeping this in mind, the management, during the financial year, took a decision to demerge Allcargo Logistics and its businesses. Under the scheme of the demerger,

strategic business undertakings will be created and the existing businesses will be demerged into the following 3 entities, subject to necessary approval of the Regulatory authorites:

Allcargo Logistics Limited (ACL)

Allcargo Terminals Limited (ATL)

TransIndia Realty & Logistics Parks Limited (TRLPL).

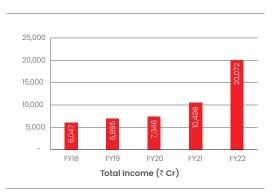
Separation of businesses will happen through mirror demerger, resulting in no change in the entitlement of shareholders.

The rationale behind the demerger is to help the company accelerate growth by creating independent business undertakings. The demerger will lead to strategic independence for each entity, and will also allow operational and financial flexibility to drive growth.

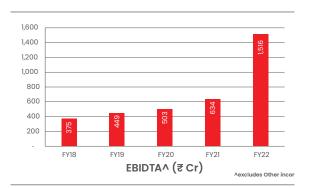
#### **Consolidated Financial Overview**

Despite global headwinds, Allcargo Logistics has been able to deliver a solid performance. This performance is an outcome of transformational initiatives undertaken over the last two to three years; and is also a testament to the strength of the organization's robust business model and operational capabilities. A sharp focus on creating an asset-light business with a focus on digitalization, has helped achieve this outcome. For FY 2022, Allcargo has recorded its highest ever revenue and profitability. On both these parameters, the organization has been able to demonstrate growth at a CAGR >20% since its listing. These results not only show its inherent strengths, but also showcase the organization's success in the transformation initiatives it has embarked upon. Now, with a clear strategy combined with focusing on core businesses, Allcargo is laying a stepping stone to further enhance financial performance.

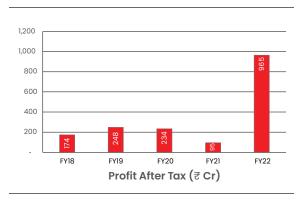
The consolidated performance of the company for the Financial Year ended March 31, 2022, is as follows: Total revenue at ₹ 20,072 crore as against ₹ 10,498 crore for the corresponding previous period, an increase of 91%.



The cost of services rendered was ₹16,205 crore, as against ₹8,046 crore for the corresponding previous period. The staff expenses were ₹1,673 crore, as against ₹1,315 crore for the corresponding previous period. The other expenses were ₹678 crore, as against ₹503 crore for the corresponding previous period. The EBIDTA (earnings before interest, depreciation and tax) was ₹1,516 crore as against ₹634 crore for the corresponding previous period.



The depreciation and amortisation expense was ₹ 343 crore, as against ₹ 306 crore for the corresponding previous period. The finance cost was ₹ 110 crore, as against ₹ 136 crore for the corresponding previous period. The EBIT (earnings before interest and tax) was ₹ 1,214 crore, as against ₹ 383 crore for the corresponding previous period. Reported PAT (profit after tax) was ₹ 965 crore, as against ₹ 95 crore for the corresponding previous period.



The EPS (earning per share) was ₹ 37.68 per share for a face value of ₹ 2 per share. As on March 31, 2022, the consolidated equity stood at ₹ 3,545 crore and the net debt was at ₹ 980 crore. The cash and cash equivalents at the end of March 31, 2022, was ₹ 575 crore. The net debt to equity ratio of the Company stood at 0.32 times as on March 31, 2022. The company has been rated 'CRISIL AA-' with Watch Rating basis, developing implications with regards to demerger.

# Allcargo Logistics Limited (ACL)

ACL will consist of three businesses: (i) International Supply Chain (MTO) (ii) Express logistics through Gati (iii) Contract Logistics through Avvashya CCI (ACCI)

### **Global Container Trade Overview**

In 2021, global container throughput registered a growth of 7%, as compared to 2020. For the year 2021, the throughput stood at about 849 million twenty-foot equivalent units (TEUs). Because of lockdowns in Shanghai and due to the war between Russia and Ukraine, disruption in supply chains is expected, which could lead to a slowdown in global container shipping growth, to 3% in 2022. Due to the slowdown, capacity crunch and higher tariffs are likely to continue till 2023. Multiple countries imposed lockdowns during the second wave, resulting in slowdown in industrial production, causing major cancellations in supply chain routes and affecting seaborne logistics. Port congestions have become common place and container ships have been arriving at their destinations with significant delays. As a result, in February 2022, 11.6% of the global container ship capacity was not utilized.

Container freight rates inched higher between 2019 to 2022. The year 2021 saw higher volatility in global freight rates, reaching a record price and thereby moderating from those levels towards March 2022. Increased demand for goods and services is being witnessed year after year, as global economies get interconnected.

Global container freight index 2022 | Statista

Container shipping: Volume growth calms, tariffs remain strong (fxstreet.com)

# International Supply Chain (MTO) Division Overview

International Supply Chain (MTO) includes movement of cargo, domestically or internationally, through multiple modes of transportation like air, ocean, road and rail. LCL segment accounts for approximately 6-8% of the overall shipping trade volumes. The balance of approximately 92-94% is FCL, which is largely addressed by freight forwarders. Global cargo traffic volumes have been growing at an average rate of approximately 3% for the past decade. However, ACL has been growing at rate which is higher by 2-3x of the global cargo growth rate. While one of the reasons for the significant outperformance, was its strong growth in the LCL segment, volume growth from FCL business also contributed to the overall growth. Growth was additionally driven by unlocking inorganic additions throughout these years. In July 2021, the organization's subsidiary ECU Worldwide (into overseas International Supply Chain business) signed a Joint Venture with the Nordicon Group of Sweden. With this acquisition, ECU Worldwide is now able to command close to 40% of the LCL market in the Nordic region (Sweden, Denmark, Norway and Finland).

The other important way to achieve growth was through the organic route, and that has been achieved through various transformation initiatives on sales acceleration. These initiatives have helped in significantly expanding the market share in countries in which they were deployed. To further strengthen organic growth, the organization adopted a digital-first strategy. At ECU Worldwide, the focus was to digitize customer endpoints which gave birth to the ECU360 platform. It started as a nascent platform back in 2018, and now has matured into a cloud-based, completely customer-centric, personalized platform which enables shorter wait times, faster online bookings and invoice generation, and reduced paperwork. ECU360's advanced technology facilitates a faster and better exchange of information in real time. The platform enables customers to book, track, trace, and access all historical data, without any human intervention. Today close to 60% of ECU Worldwide's bookings are from digital channels. The other end of digitalization was to automate the back-end process and enhance efficiencies. Technology standardization, along with process and automation, has boosted efficiency in the booking process, tariff management, and route management. Its digitalfirst approach has helped the organization achieve growth, without expanding the SG&A cost. The thrust on digitalization will continue, and help create further operating leverage on the back of automation, in ECU Worldwide.

# International Supply Chain (MTO) Financial Review

The consolidated (FCL + LCL) business volumes stood at 9,52,000 TEUs for the year ended March 31, 2022, as against 7,85,000 TEUs for the corresponding previous period, registering an increase of 21%. LCL volumes grew by 18% YoY and FCL volumes grew by 21% YoY.



Total revenue for the year ended March 31, 2022, was ₹ 17,643 crore, as against ₹ 8,449 crore for the corresponding previous period, an increase of 109%.

EBIT was ₹ 1,149 crore for the year ended March 31, 2022, as against ₹ 339 crore for the corresponding previous period, an increase of 238%.

#### **Express Distribution Division Overview**

While India is a very small market in the global express distribution industry, with less than 2% of the global market size, it has one of the fastest growing express industries. The Indian express industry witnessed a CAGR of close to 15% and reached a size of USD 5.5 billion in 2020. However, on account of the pandemic, the industry witnessed a dip in 2021. Of the total surface transportation market in India, express amounts to only 3%. But in future, this segment is expected to achieve growth of more than 15% per annum.

Gati Ltd. is one of India's premier express distribution and supply chain management companies. In 2020, Allcargo Logistics Ltd. had acquired a stake of 46.86% from the erstwhile promoter, and become a promoter in the company. Allcargo executed business turnaround with a clear focus on becoming assetlight, thereby enhancing efficiency and profitability. Under the transformation journey, Gati has defocused on non-core, assetheavy businesses through asset sales and divestments, and sharpened its focus on core B2B express distribution, which has resulted in market share gains. The organization achieved its highest ever quarterly tonnage and revenue run-rate, thereby setting up its launchpad for growth. It also reduced debt by nearly two-third to ₹ 161 crore as on March 31, 2022, compared to ₹ 410 crore as on March 31, 2021.

After the successful transformation, Gati has now embarked on a journey to profitable growth by establishing a sustainable business model. The management has laid down five key focus pillars of growth viz. Digitalization, Sales Acceleration, Infrastructure, Operations and Talent, which are well-aligned to achieve its long-term aspirational growth targets. The management has laid emphasis on front-end and backend digitalization by implementing CRM software and sales acceleration programs. Sales acceleration has been built around realignment of the sales team structure and a targeted approach towards key account management, MSME, and retail. Further, the management has also made use of data science techniques for route optimization and enabling better service quality.

#### **Express Distribution Financial Review**

The total revenue for the year ended March 31, 2022, was ₹ 1,490 crore as against ₹ 1,314 crore for the corresponding previous period, an increase of 13%.

EBIT losses narrowed to  $\ref{thmoson}$  35 crore for the year ended March 31, 2022, compared to  $\ref{thmoson}$  50 crore for the corresponding previous period.

## **Contract Logistics: Business and Outlook**

Allcargo Logistics majorly provides contract logistics services through its Group Company Avvashya CCI (ACCI-CL). The contract logistics business includes end- to-end logistics services – transportation, payments and inventory management. ACCI-CL offers 3-PL and warehousing solutions enabled with customized services for its customers spread across diverse industries. Through its extensive and wide network, the organization can provide unmatched reach backed by its expertise to cater to customized and specific requirements. ACCI-CL is the market

leader in the chemical warehousing segment. Additionally, it is rapidly growing in pharma, auto, retail, and e-commerce sectors.

The company has over 50 warehouses across 45 locations in India, managing over five million sq. ft. of built-up warehousing space. The contract logistics business which was earlier chemical-focused, has now successfully- been diversified and offerings expanded into other industry verticals like auto, e-commerce, etc. As India's role in EXIM trade increases, we will see an increasing demand for contract logistics operations. ACCI-CL has existing capabilities which it can leverage and expand its service offerings to new domains. Avvashya CCI is a joint venture between Allcargo and CCI Logistics, where Allcargo holds 61% and CCI holds 38%. The company is undergoing a scheme of demerger wherein its customs carrying & freight forwarding (CCFF) business would be demerged from the contract logistics business (handled by ACCI-CL).

# Allcargo Terminals Limited (ATL)

Allcargo Terminals would manage the CFS/ICD business. Allcargo's CFS/ICD business includes services like handling of cargo, warehousing, custom clearance, and other value-added services. Allcargo Logistics is market leader in the CFS business, operating one of the widest and strongest CFS networks in India, with multi-city consolidation. It has a presence across major gateway ports of India, like JNPT, Chennai, Mundra and Kolkata. These ports, combined, handle >70% of India's container traffic.

# **CFS/ICD Division Overview**

There are 12 major ports and about 205 non-major ports in India. The country's merchandise exports in FY 2022 were at USD 417.8 billion, up 43.2% YoY (+33.3% vs. FY20). However, during FY 2022, ports in India (major + minor) handled 1,318 million tonnes (MT) of cargo traffic, registering a CAGR of only 0.3% during FY20-FY22. Non-major ports accounted for 45.4% of the total cargo traffic at Indian ports in FY 2022. The share of non-major ports stood flattish, over FY20-22. The container volumes at major ports grew at a CAGR of 6% over FY20-22, while on the non-major ports, volumes at the largest port, Mundra, grew at a CAGR of 16% over the same period (FY20-22). This has resulted into a significant boost in the demand for container storage, handling, and transportation services in India.

The Indian Government has come up with the National Maritime Development Programme (NMDP). The agenda of NMDP is to develop the maritime sector. For this, the Government has budgeted an amount of USD 11.8 billion. Under the Sagarmala project, which was envisioned by the Government in 2015 with investments of about USD 82 billion in Indian port projects by 2035, has reached a scale with completion of close to 200 projects and more than 1300 projects under implementation/development stage.

(Source- <a href="https://www.ibef.org/industry/indian-ports-analysis-presentation">https://www.ibef.org/industry/indian-ports-analysis-presentation</a>)

Allcargo's CFS business is the market leader in JNPT and Mundra, and amongst the top three CFS operators in Kolkata and Chennai. It also has an ICD at Dadri. These CFS/ICD facilities have a total handling capacity of over one million TEUs, geared with the latest state-of-the-art technology, and backed by experienced teams who are equipped and trained to handle all import and export shipment requirements. During the year, Allcargo logistics acquired 85% stake in Speedy Multimodes, a Company that runs a CFS each in JNPT and Mundra. The ICD business is also being evaluated across key locations along the western and eastern dedicated freight corridors. The aim is to also achieve market leadership in the ICD business, in line with the commissioning of the Dedicated Freight Corridor (DFC).

#### **CFS/ICD Financial Review**

The business clocked total volumes of 4,51,000 TEUs for the year ended March 31, 2022, as against 2,83,000 TEUs for the corresponding previous period, an increase of 59%.

Total revenue for the year ended March 31, 2022, was ₹ 578 crore, as against ₹ 464 crore for the corresponding previous period, a growth of 25%.

EBIT was ₹ 131 crore for the year ended March 31, 2022, as against ₹ 157 crore for the corresponding previous period, a decline of 16%. The decline was largely related to normalization of ground rentals, compared to the corresponding pervious period.

# TransIndia Realty & Logistics Parks Limited:

TransIndia Realty & Logistics Parks Limited (TRLPL) would build a portfolio of quality assets, which have the capability of generating higher rental yields. Some entity assets required for running related party businesses will be leased out to the group (land bank at JNPT and Chennai, corporate office, etc.). Also, certain asset classes which could be leased/constructed with other JV partners (Logistics Parks, etc.), would also be a part of TRLPL.

# **P&E Industry Overview**

The construction equipment market in India is poised for healthy growth on account of surge in infrastructure spending by the Government. The Government has increased its capital spending by 36%, as compared to last year, in order to boost growth in the country. It is expected that the rental market for construction equipment in India is poised to grow at a CAGR of about 5.1% between 2020 and 2025. There are more than 1,200 ongoing projects in India, across sectors like power, road, railways, telecom, and shipping. There continues to remain a high demand for quality assets, which could result into higher yields for the relevant stakeholders.

https://economictimes.indiatimes.com/news/economy/indicators/construction-equipment-sales-set-for-double-digit-growth/articleshow/91580973.cms?from=mdr

In FY 2022, Allcargo sold its non-core projects business. In addition, the focus continues to remain on selling non-core, low-yield and non-profitable assets. At the same time, the organization targets improved utilization of its existing assets, thereby generating positive operating profits on each of them.

#### **P&E Financial Overview**

The organization has an equipment strength of about 260, as on March 31, 2022.

The total revenue for the year ended March 31, 2022, was ₹ 385 crore as against ₹ 308 crore for the corresponding previous period, a growth of 25%.

EBIT was at losses narrowed down to ₹21 crore for the year ended March 31, 2022, as against loss of ₹35 crore for the corresponding previous period.

#### **Logistics Parks Division Overview**

The Logistics Parks division largely focuses on catering to the warehousing demands of diverse domestic and MNC customers. However, the most feature-rich logistics park may not create the best value, if it doesn't have access to air, road, and ocean connections, as well as industrial zones. A multimodal logistics park with the right proximity to transportation and industrial zones, can enable freight and distribution while offering Grade-A warehouse space. Several factors like the country's changing

tax regime, growth across major industries such as automobiles, food, agriculture, pharmaceuticals, FMCG, and the emergence of organized retail, have supported the growth of the warehousing industry in India. According to a study from Knight & Frank, the warehousing transactions across 8 primary markets (NCR, Mumbai, Pune, Bengaluru, Chennai, Hyderabad, Kolkata, and Ahmedabad) are expected to grow at a CAGR of 19% over FY21-

Allcargo has developed its existing land bank in line with the current and foreseen demand for Grade-A warehouses. It has established capabilities of developing fixed income, annuity-based assets, largely through MMLPs (multimodal logistics parks). These MMLPs are customized, built-to-suit for customer requirements, and spread across key industrial hubs and transport routes. Despite the COVID-led disruption, these MMLPs have already executed construction and pre-lease of their first phase (~5 msf) of warehousing space, under long-term lease. The clientele includes international marquee clients across e-commerce, retail, fashion, and other sectors. Allcargo's definitive transaction with the Blackstone Group would result into transfer of 90% stake in some of these warehousing subsidiaries. Allcargo would remain a strategic minority stakeholder in these warehousing subsidiaries, at 10%, post the transfer.

# **Logistics Parks Financial Review**

The total revenue for the year ended March 31, 2022, was ₹ 90.1 crore as against ₹ 57.6 crore for the corresponding previous period, growth of 56%.

EBIT was at ₹ 37.6 crore for the year ended March 31, 2022, as against ₹ 19.4 crore for the corresponding previous period.

#### **Our Strategy**

Allcargo Group's organic transformation and inorganic growth capabilities through turnarounds, remain pivotal. The focus continues to be on achieving scale through asset-light, digitallyenabled businesses. Alongside, the organization is divesting noncore businesses with an intent to focus on core business growth. It is already a market leader in most businesses it operates in and aspires to achieve leadership in the other businesses, over time. Restructuring through demerger, which is underway, would amplify these efforts by giving strategic and financial independence to these businesses. They will be in a position of advantage to take growth to the next level, individually, through vertical and horizontal expansion opportunities, as well as by partnering with strategic/financial stakeholders at an appropriate time. With almost three decades of experience in managing an International Supply Chain network, Allcargo and its demerged entities are well-positioned for promising growth, in the years to come.

# Internal Financial Control System and their Adequacy

The Board has laid down Internal Financial Controls and believes that the same are commensurate with the nature and size of its business. Internal control systems are embedded in all processes across all functions within the Company. These systems are regularly reviewed and wherever necessary, they are modified or re-designed to ensure better efficiency, effectiveness and improved controls.

All processes and systems are subject to Internal Audit through an annual internal audit plan approved by the Audit Committee. These are further supported by Internal Auditors and Statutory Auditors, who validate that financial reporting is true and fair, and that these controls are designed and operating effectively.



Based on the framework of Internal Financial Controls, work performed by the Internal Auditors, Statutory Auditors and external consultants, the Company is able to prevent & detect the frauds/errors and to ensure the accuracy, completeness of accounting records and timely preparation of reliable financial disclosures.

#### **Human Resources**

The Company focuses on creating an enriched environment for its employees, where it lays the opportunities for growth. There is complete focus on providing employees with a platform where they can continuously upgrade themselves and also stay up to date with the recent happenings in the industry. There are various Learning and Development programs that are carried on throughout the year, where employees can up-skill themselves and several initiatives were carried out to serve employees, including fitness programmes. There are other engagement

programs through which the organization supports physical and mental well-being of all its employees. Human Resource (HR) is a key enabler for the organization's growth.

As the Company operates in a highly competitive environment, the HR function attracts and retains the best talent for its operations across all locations. The Company encourages and provides the platform for individuals to excel in their professional and personal goals, along with the focus on a healthy work-life balance. The Company believes that the employees are the most valuable assets and key drivers of business success and sustained growth. HR policies and practices are well aligned to meet the business objectives and promotes well-being of the employees. The total number of employees employed by the Company as on March 31, 2022 were 2,491.

The brief details of principles which governs the HR Policies and Practices, have been explained in the Business Responsibility Report as annexed to the Board's Report.

### **Key Financial Ratios**

Particulars		Consolidated	d
	FY22	FY21	Variation (%)
A) Net Debt to Equity	0.32	0.54	(41.00)
B) Net Debt / EBIDTA	0.74	2.23	(67.00)
C) Debtors Turnover ratio (Days)	49	58	(16.00)
D) Interest Coverage Ratio	11.04	2.82	291.00
E) Current Ratio	1.14	0.96	19.00
F) Operating Profit Margin	7.55%	6.04%	25.00
G) Net Profit Ratio	4.48%	1.90%	136.00
H) Return on Average Net Worth	29%	8%	249.01

## Consolidated Level - Reason for change

- 1. Net Debt to Equity Ratio: Reduction in Net Debt during the year
- 2. Net Debt to EBIDTA: Increase in Profitability during the year
- 3. Interest Coverage Ratio: Increase in Profitability during the year
- 4. Operating Profit Margin: Increase in Income from Operations during the year
- 5. Net Profit Margin: Increase in Profitability during the year
- 6. Return on Average Net Worth: Increase in Profitability during the year

# **CORPORATE GOVERNANCE REPORT**

#### PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's aim is to set new benchmarks and be the leader in all the segments of the business in which it operates. The Company has standardized its vision and mission across to reflect the ethos for which the Company stands for, i.e. to become a global leader in the business and be known for pioneering solutions in logistics, worldwide by demonstrating world class expertise and customer centricity services through our ingenuity and technology.

With the objective to achieve this mission, the Company has been consistently following good governance practices with emphasis on business ethics and values. Trust, Integrity, Accountability, Team-spirit, Leadership, Passion for Excellence, Respect for Individual & Environment, Transparency and Openness are the core values and cornerstones on which the Company's Corporate Governance philosophy rests. Good Corporate Governance is imperative for enhancing and retaining investors trust. The Company always seeks to ensure that its performance objectives meet the Company's Governance standards.

The Company is of the view that good governance goes beyond good working results and financial propriety and is a pre-requisite to the attainment of excellent performance in terms of stakeholders value creation. The Company believes that Corporate Governance is an ethically driven business process which is committed to values, aimed at enhancing an organization's brand and reputation. Hence, it is imperative to establish, adopt and follow best corporate governance practices, thereby facilitating effective management and carrying out our business by setting principles, benchmarks and systems to be followed by the Board of Directors (the "Board"), Management and all Employees in their dealings with Customers, Stakeholders and Society at large.

The Company always endeavours to be proactive in voluntarily adopting good governance practices and laying down ethical business standards, both internally as well as externally. The objective of the Company is not only to achieve excellence in Corporate Governance by conforming to prevalent mandatory guidelines on Corporate Governance but also to improve on these aspects on an ongoing basis with a continuous attempt to innovate in adoption of best business practices.

The Company is compliant with the provisions of the Corporate Governance, as applicable and principles set out in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time.

#### **BOARD**

It is well-recognized that an effective Board is a pre-requisite for strong and effective Corporate Governance. With the belief that an active, well informed, truly diverse and independent Board is necessary to ensure the highest standards of Corporate Governance. The Company has a fundamentally strong Board with an optimum mix of Executive and Non-Executive Directors including Women Directors. More than 50% (fifty percent) of the Board are Non-Executive Directors and half of the Board comprises of the Independent Directors in the Company.

The Board consists of eminent individuals with considerable professional expertise and experience in Finance, Legal, Compliance, Commercial, Strategy & Planning, Business Administration, Corporate Sustainability and other related fields, who not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board. The Board's roles, functions, responsibilities and accountability are clearly defined. The day-to-day management of the Company is entrusted with the Senior Management Personnel of the Company and is headed by the Chairman & Managing Director and Joint Managing Director, who are functioning under the overall supervision, direction and control of the Board.

As on March 31, 2022, the Board comprised of 10 (Ten) Directors, of which 5 (Five) are Non-Executive Independent Directors, including 2 (Two) Woman Independent Director, 3 (Three) Non-Executive Non-Independent Director including 1 (One) Woman Non-Executive Non-Independent Director and 2 (Two) Executive Directors. 9 (Nine) Directors of the Company are resident Directors and 1 (One) Non-Executive Independent Director is a Foreign National. The Board believes that its current composition is appropriate to maintain independence at the Board level and separate its functions of governance with the management.

The composition of the Board is in conformity with the provisions of the Companies Act, 2013 (the "Act") as amended from time to time and the Listing Regulations.

None of the Directors on the Board is a Director including Independent Director in more than 7 (seven) listed companies. None of the Directors on the Board of the Company hold directorship in more than 20 (twenty) companies, including 10 (ten) public companies pursuant to the provisions of the Act. All the Directors have confirmed that they do not hold membership of more than 10 (ten) and do not act as Chairman/ Chairperson of more than 5 (five) Audit and Stakeholders Relationship Committees across all public companies in which they are Directors, pursuant to the Regulation 26 of the Listing Regulations.

The maximum tenure of the Independent Directors is in compliance with the provisions of the Act. The terms and conditions of the appointment of the Independent Directors are hosted on the Company's website: <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>



The composition of the Board, the number of directorship(s) (including the Company) and the committee chairmanship(s)/membership(s) held by them in all public companies, their attendance at 28th Annual General Meeting (the "AGM") and at the Board meetings held during the year under review and their shareholding as on March 31, 2022 are as given below:

Name of the Director and Director Identification Number (DIN)	Category of the Director	No. of Board Meetings Attended	Attendance at the 28 <sup>th</sup> AGM held on September	Director- ship(s) <sup>(a)</sup>	Committee positions <sup>(a) &amp; (b)</sup>		No. of Equity Shares held in the Company	
. ,			29, 2021		Chairman	Member	as on March 31, 2022 <sup>(c)</sup>	
Shashi Kiran Shetty (DIN:00012754)	Promoter, Executive Director (Chairman & Managing Director)	8	Yes	15	-	1	15,22,41,341	
Adarsh Hegde (DIN:00035040)	Promoter, Executive Director (Joint Managing Director)	8	Yes	12	-	1	45,45,500	
Arathi Shetty (DIN:00088374)	Promoter, Non-Executive Director	4	Yes	16	-	-	73,51,353	
Kaiwan Kalyaniwalla <sup>(d)</sup> (DIN:00060776)	Non-Executive Non- Independent Director	7	Yes	8	_	3	1,49,250	
Parthasarathy Vankipuram Srinivasa <sup>(e)(f)</sup> (DIN:00125299)	Additional Non-Executive Non-Independent Director	9	Yes	5	1	2	_	
Mohinder Pal Bansal (DIN:01626343)	Non-Executive Independent Director	9	Yes	9	2	2	-	
Cynthia Dsouza (DIN:00420046)	Non-Executive Independent Director	7	Yes	4	1	1	-	
Martin Müller (DIN:09117683)	Non-Executive Independent Director	9	Yes	2	-	1	-	
Mahendra Kumar Chouhan <sup>(g)</sup> (DIN:00187253)	Additional Non-Executive Independent Director	1	Not Applicable	5	1	2	-	
Radha Ahluwalia <sup>(g)</sup> (DIN:00936412)	Additional Non-Executive Independent Director	2	Not Applicable	3	1	2	-	

#### Notes:

- a) Excludes directorships in foreign companies, Section 8 companies and alternate directorships. In respect of Directors, the Company has relied on the disclosures received from all the Directors under Section 184 of the Act, for classification of companies.
- b) Includes only Audit and Stakeholders Relationship Committees in accordance with Regulation 26 of the Listing Regulations.
- c) Holding jointly as first holder with spouse.
- d) Appointed as an Additional Non-Executive Non-Independent Director of the Company w.e.f. August 06, 2021.
- e) Appointed as an Additional Non-Executive Independent Director of the Company w.e.f. May 11, 2021 and ceased w.e.f. January 25, 2022.
- f) Appointed as an Additional Non-Executive Non-Independent Director of the Company w.e.f. January 25, 2022.
- g) Appointed as an Additional Non-Executive Independent Director of the Company w.e.f. February 11, 2022.

During the year under review, 9 (Nine) meetings of the Board of Directors were held on June 11, 2021; June 23, 2021; August 06, 2021; August 13, 2021; November 01, 2021; December 23, 2021; January 25, 2022; February 11, 2022 and March 16, 2022. The requisite quorum was present at all the meetings.

## As on March 31, 2022, following Directors of the Company were also holding position in other listed entities as per following details:

Name of the Director	Name of Listed entity(ies)	Category of the Director		
Shashi Kiran Shetty	Gati Limited	Chairman & Managing Director		
Mohinder Pal Bansal	Prince Pipes and Fittings Limited^	Non-Executive Independent Director		
Cynthia Dsouza	Gati Limited	Non-Executive Independent Director		
Kaiwan Kalyaniwalla	Gati Limited	Non-Executive Non-Independent Director		
Made are slow Korra are Object by an	Fino Payments Bank Limited@	Chairman & Non-Executive Independent Director		
Mahendra Kumar Chouhan	Nesco Limited	Non-Executive Independent Director		
Parthasarathy Vankipuram Srinivasa	Life Insurance Corporation of India*	Non-Executive Independent Director		

<sup>^</sup> Ceased w.e.f. May 19, 2022

<sup>@</sup> Ceased w.e.f. May 01, 2022

<sup>\*</sup> The Company was listed on BSE Limited and National Stock Exchange of India w.e.f. May 17, 2022

Except Mr Shashi Kiran Shetty, Mrs Arathi Shetty and Mr Adarsh Hegde, no other Directors are related to each other.

The Board meets at least once in every calendar quarter and 4 (Four) times in a year with a maximum time gap of not more than 120 (One hundred and twenty) days between two consecutive meetings. Dates for the Board meetings are decided well in advance and communicated to the Directors. In case of exigencies or urgency of matters, resolutions are passed through circulation, for such matters as permitted by law. The Board takes note of the resolutions passed through circulation at its subsequent meeting. Additional meetings of the Board are held as and when deemed necessary.

The Chairman & Managing Director and Joint Managing Director apprise the Board at the meeting about the overall performance of the Company, followed by presentations on business operations on a regular basis. Chief Executive Officers and Heads of Department of Finance and Business units are normally invited at the Board/ Committee meetings to provide necessary insights into the performance of the Company and for discussing corporate strategies.

In addition to the information required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, the Board inter-alia reviews the strategies, business plans, annual operating and capital expenditure budgets, investments and exposure limits, compliance report of all laws applicable to the Company, investors relations, review of major legal matters, minutes of the meetings of the Board of the subsidiary companies, significant transactions and arrangements of unlisted subsidiary companies, adoption of quarterly/half yearly/annual results of the Company, its operating divisions and business segment, major accounting provisions and write offs, corporate structuring, minutes of the committees, details of any acquisition, joint venture or collaboration agreements, sale of material nature of investments, subsidiaries, assets, transactions that involves substantial payments towards goodwill, brand equity or intellectual property, developments in Human Resources/Industrial Relations. The important decisions taken at the Board/Committee meetings are communicated to the concerned business verticals/departments promptly for their immediate action. Action Taken Report on the decisions taken/suggestions made at previous meetings are placed at the subsequent meeting of the Board/Committee for its review. The Board and Committees are responsible for corporate strategy, planning, external contracts and related matters.

The Senior Management Personnel heading respective divisions are responsible for day-to-day operations of their divisions.

For optimal utilization of the time of the Directors, the Company provides the Video Conferencing facility as permitted under Section 173(2) of the Act read with Rules framed thereunder.

#### **BOARD EFFECTIVENESS EVALUATION:**

Pursuant to the provisions of the Act and the Listing Regulations, performance evaluation of the Board, its Committees and individual Directors, including the role of the Chairman of the Board was conducted during the year. For details pertaining to the same, kindly refer to the Board's Report.

#### **APPOINTMENT/RE-APPOINTMENT OF DIRECTORS:**

As required under Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, brief profile and other details of the Director seeking appointment/re-appointment are given in the Notice convening the 29th AGM of the Company.

#### **FAMILIARISATION PROGRAMME:**

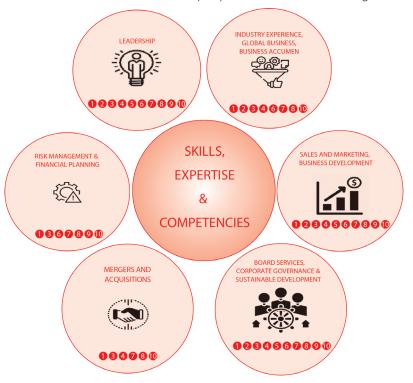
The Independent Directors of the Company are apprised about the Company through formal and informal ways, from time to time and as and when a new Independent Director is appointed on the Board. Periodic presentations are being made to them at the Board and its various Committee meetings to update on the Budget, Capital Expenditure, Business Plan (including that of Subsidiaries), Long term strategy and strategic priorities, Hedging operations & Forex, Presentation on the Goods and Services Tax, the Amendments in Company Law, Listing Regulations and SEBI Regulations, Corporate Governance and Business Responsibility Statement, Related Party Transactions, Transfer Pricing, Internal Control over Financial Reporting, Risk Assessment and Minimization Procedures and Internal Audit Plans, Update on Terms of Reference of Committees, Role of Audit Committee and Initiatives taken on Safety, Quality, CSR, Sustainability, HR etc. The vertical heads are invited at the meetings to update the Board/Committee about the Company's business and performance at regular intervals. Besides that, the Independent Directors interact with the Company's senior management to get insight on the business developments, competition in the market and regulatory changes. Pursuant to Regulation 46 of the Listing Regulations, the details of the familiarization programme for the Directors are available on the Company's website https://www.allcargologistics.com/investors/investorservices/ corporatepolicies



#### SKILLS, EXPERTISE & COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise and special skills.

During the year under review, the Board of Directors have identified the following core skills, expertise & competencies of Directors as required in the context of the businesses and sectors of the Company for its effective functioning:



- 1 Mr Shashi Kiran Shetty
- 2 Mrs Arathi Shetty
- Mr Adarsh Hegde

4 Mr Mohinder Pal Bansal

- 6 Mrs Cynthia Dsouza
- 6 Mr Martin Müller
- 7 Mr Parthasarathy Vankipuram Srinivasa
- 8 Mr Kaiwan Kalyaniwalla

- Mrs Radha Ahluwalia
- 10 Mr Mahendra Kumar Chouhan

The current composition of the Board meets the requirements of skills, expertise and competencies as identified above.

Detailed profile of the Directors is available on the Company's website: <a href="https://www.allcargologistics.com/team">https://www.allcargologistics.com/team</a>.

## **INDEPENDENT DIRECTORS:**

#### Separate meeting of Independent Directors:

During the year under review, Independent Directors meetings were held in accordance with the provisions of Section 149(8) read with Schedule IV of the Act, Regulations 25(3) and (4) of the Listing Regulations and Secretarial Standards, were convened on June 22, 2021 and December 23, 2021, wherein all Independent Directors were present.

At the meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Joint Managing Director and Non-Executive Directors;
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- iv. Such other regulatory matters etc.

The Non-Independent Directors and members of the management did not take part in the meeting.

The Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the 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 with an objective independent judgement and without any external influence. The Board based on the declarations received from the Independent Directors have verified the veracity of such disclosures. In the opinion of the Board, all the Independent Directors fulfill the conditions specified in the Listing Regulations and they are independent of the management.

In accordance with the provisions of Section 150 the Act read with the applicable Rules framed thereunder, the Independent Directors of the Company have registered themselves in the Independent Directors data bank maintained by the Indian Institute of Corporate Affairs ("IICA"). The Independent Directors, unless exempted, are required to pass an online proficiency self-assessment test conducted by IICA within two years from the date of their registration on IICA databank.

#### **CHANGES IN DIRECTORS DURING THE YEAR**

During the year under review, the below changes in Directors were carried out and the Board has approved the following appointments of Directors based on the recommendation of the Governance and Nomination & Remuneration Committee:

- Mr Martin Müller (DIN:09117683), was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. March 31, 2021 and the same was approved by the members vide Ordinary Resolution at the 28<sup>th</sup> AGM of the Company held in the FY2021-22.
- ii. Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299), was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. May 11, 2021 and the same was approved by the members vide Ordinary Resolution at the 28th AGM of the Company.
- iii. Mr Kaiwan Kalyaniwalla (DIN:00060776), was appointed as an Additional Non-Executive Non-Independent Director of the Company w.e.f. August 06, 2021 and the same was approved by the members vide Ordinary Resolution at the 28<sup>th</sup> AGM of the Company.
- iv. Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299), ("Mr Parthasarathy") Non-Executive Independent Director of the Company resigned w.e.f. January 25, 2022, as the Company intends to utilize services of Mr Parthasarathy as a Consultant. Further, he has confirmed that there is no other material reason to resign from the Board as an Independent Director. Subsequently, he was appointed as an Additional Non-Executive Non-Independent Director of the Company w.e.f. January 25, 2022 and the same was approved by the members vide Ordinary Resolution passed through Postal Ballot dated April 21, 2022.

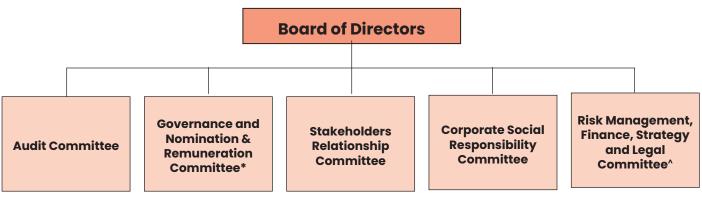
v. Mr Mahendra Kumar Chouhan (DIN:00187253) and Mrs. Radha Ahluwalia (DIN:00936412), were appointed as an Additional Non-Executive Independent Directors of the Company w.e.f. February 11, 2022 and the same was approved by the members vide Special Resolution passed through Postal Ballot dated April 21, 2022.

The Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Act read with the Rules framed thereunder.

#### **COMMITTEES OF THE BOARD**

The Board has constituted various statutory and non-statutory committees comprising Executive, Non-Executive Independent Directors to discharge various functions, duties and responsibilities cast under the various laws, statutes, rules and regulations applicable to the Company from time to time. The Committees also focuses on critical functions of the Company in order to ensure smooth and efficient business operations. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of these committees in line with the extant regulatory requirements. The Committee meets at regular intervals for deciding various matters and providing recommendation and authorizations to the management for its implementation. The draft minutes of the proceedings of each Committee meetings are circulated to the members of the respective Committees for their comments, if any, and thereafter confirmed and signed by the Chairperson of the respective Committees. The Board also takes note of the minutes of the meetings of the Committees and material recommendations/ decisions of the Committees are placed before the Board for their approval and information.

The following Statutory Committees have been constituted by the Board from time to time and were in force during the year under review:



- \* Name of the Nomination & Remuneration Committee of the Company was changed to Governance and Nomination & Remuneration Committee w.e.f. March 16, 2022.
- A Risk Management Committee of the Company was merged with Finance, Strategy and Legal Committee as Finance, Legal, Strategy and Risk Management Committee w.e.f. June 01, 2021 and subsequently was renamed as Risk Management, Finance, Strategy and Legal Committee w.e.f. June 23, 2021

The composition of the Committees is in accordance with the provisions of the Listing Regulations and the Companies Act, 2013.

# **AUDIT COMMITTEE:**

As on March 31, 2022, the Audit Committee comprised of 4 (four) Directors of which 3 (three) are Independent Directors and one Non-Executive Director of the Company. All the members are well versed with finance, accounts, corporate laws and general business practices. Mr Mohinder Pal Bansal, an Independent Director is the Chairperson of the Committee. He is a qualified Chartered Accountant, possesses expertise in finance, administration and management.

The composition, terms of reference, role and power of the Audit Committee are in line with Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Act and Rules framed thereunder. The Committee acts as a link between the Statutory and Internal Auditors and the Board of the Company. The Company Secretary of the Company acts as Secretary to the Committee.



#### **TERMS OF REFERENCE:**

- Recommend the appointment, remuneration and terms of appointment of auditors of the Company.
- ii. Review and monitor the auditors' independence and performance and effectiveness of the audit process with the management.
- iii. Examine the financial statement and the auditors' report thereon.
- iv. Approve transactions of the Company with related parties (including omnibus approval) and any subsequent modification thereof.
- v. Review and approve the related party transactions referred to in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015
- vi. Make recommendation to the Board, in case of transactions, other than transactions referred to in Section 188 of the Act entered with, other than Wholly Owned Subsidiary Company and where Committee does not approve the same.
- vii. Ratify the transactions for an amount as specified in Section 177 of the Act, entered into by a Director or Officer of the Company, if not, approved by the Audit Committee within three months from the date of the transaction.
- viii. Scrutinize inter-corporate loans and investments.
- ix. Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluate internal financial controls and risk management systems.
- xi. Review/monitor 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.
- xii. Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of the financial statements before their submission to the Board and discuss any related issues with internal and statutory auditors and management of the Company.
- xiii. Act in accordance with the terms of reference specified in writing by the Board.
- xiv. Review with the management, the quarterly, half yearly and annual financial statements/results and Limited review report/auditor's report thereon (both standalone and consolidated) before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement under Section 134(3)(c) of the Act
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - 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; and
- g. Modified Opinion/Qualifications in the draft audit report.
- xv. Review 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.
- xvi. Discuss with internal auditors any significant findings and follow up there on.
- xvii. Review 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.
- xviii. Discuss with statutory auditors, before the audit commences about the nature and scope of audit and post-audit, to ascertain any area of concern.
- xix. 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.
- xx. Review the functioning of the Whistle Blower mechanism/ Vigil Mechanism.
- xxi. Approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- xxii. Have oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- xxiii. Review of internal controls for financial reporting and review of significant changes in internal control over financial reporting.
- xxiv. Approve payment to statutory auditors for any other services rendered by the statutory auditors.
- xxv. Review utilization of loans and/or advances from/investment by the Company in the Subsidiary Company exceeding ₹100 crore or 10% of the asset size of the Subsidiary, whichever is lower including existing loans/advance/investments.
- xxvi. Consider and comment on rationale, cost- benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders.

xxvii.The Audit Committee shall mandatorily review:

- Management discussion and analysis of financial condition and results of operations;
- b. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee; and
- Statement of Deviations: Quarterly, Annually including report of monitoring agency.
- xviii. Review and note the Compliance Certificate furnished by CEO and CFO on annual and quarterly financial statements

and cash flow statements on standalone and consolidated basis.

- xxix. Carry out any other function as is mentioned in the terms of reference of the Audit Committee.
- xxx. Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
- xxxi. Review, investigate and recommend to the Board the complaints received under the Policy and Procedure for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.
- xxxii.Review with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- xxxiii. Review the Company's Financial Policies.
- xxiv.Consider requests from Treasury for deviations from Investment Policy and amendments thereto.
- xxxv.Select, engage and approve fees for professional advisors/ consultants that the Committee may require to carry out their duties.

# The composition of the Audit Committee and attendance at the meetings held during the year are as follows:

During the year under review, 8 (Eight) meetings of the Committee were held on May 04, 2021; June 11, 2021; June 22, 2021; August 13, 2021; November 01, 2021; December 23, 2021; January 25, 2022 and February 11, 2022. The gap between two consecutive meetings of the Committee did not exceed 120 (One hundred and twenty) days.

Name of the Member	Category	No. of Meetings attended
Mohinder Pal Bansal (Chairperson)	Non-Executive Independent Director	8
Adarsh Hegde <sup>\$</sup>	Executive Director	7
Martin Müller	Non-Executive Independent Director	8
Parthasarathy Vankipuram Srinivasa#^	Non-Executive Non- Independent Director	6
Radha Ahluwalia®	Non-Executive Independent Director	Not Applicable

<sup>\$</sup> Ceased to be a member w.e.f. March 16, 2022

Chief Executive Officers, representatives of the Statutory and Internal auditors are generally invited to attend the Meetings of the Committee. Chief Financial Officer ("CFO") of the Company is a permanent invitee to the Committee Meetings. The Chief Assurance & Risk Executive (Internal Auditor) reports directly to the Audit Committee to ensure independence of the Internal Audit function. Mr Mohinder Pal Bansal, the Chairperson of the Committee was present at the 28th AGM of the Company held on September 29, 2021.

M/s S R Batliboi & Associates LLP ("SRBA"), Chartered Accountants have carried out the Statutory Audit for FY2021-22.

Pursuant to the Code of Conduct for Prevention of Insider Trading, the details of the dealing in the Company's securities by the Designated Persons are placed before the Audit Committee on a quarterly basis.

#### **GOVERNANCE AND NOMINATION & REMUNERATION COMMITTEE:**

As on March 31, 2022, the Governance and Nomination & Remuneration Committee ("GNRC") comprised of 3 (three) Non-Executive Directors, of which 2 (two) are Independent Directors and 1 (one) Non-Executive Director of the Company. Further, during the year under review, the name of the Nomination & Remuneration Committee was changed to GNRC. The composition and role of the GNRC are in line with the Regulation 19 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act. The Company Secretary of the Company acts as a Secretary to the Committee.

#### **TERMS OF REFERENCE:**

#### Governance:

- i. Evaluate the composition of the Board' Committee and identify the current and future needs of the organization to ensure that the Committee has the necessary diversity, perspectives, experience, skills, maturity and judgment to effectively pursue their duties in planning and oversight. Also, to make recommendation to the Board for electing chairman and members of the Committee, while constituting/reconstituting the Committee.
- ii. Develop charters for any new committees established by the Board and review the charters of each existing committee and recommend any amendments to the Board.
- ii. Advise the Board about operational strategies including relevant amendments to the organization's bylaws to strengthen the organization and empower the Board in meeting its obligations related to good governance principles and abide by the organization's mission.
- iv. Advise the Board about strategies that strive to increase individual Director's effectiveness and their abilities to work collaboratively with their peers.
- v. Review, recommend and ensure the Implementation of structures and procedures to facilitate the Board's Independence from management and to avoid actual and Potential conflict of interest between the Board, Key Managerial Personnel, Senior Managements and the Company, to reflect best practices for overall good governance.
- vi. To act as a forum for addressing the concern of Individual Directors, Key Managerial Personnel and Senior Management.
- vii. Ensure that the mechanism is in place for comprehensive orientation for newly appointed Board Directors and provide ongoing board training and development.
- viii. Recommend continuing orientation programs for on-going development/exposures to Independent Director(s) for best practices related to good governance.
- To foster a healthy corporate governance culture within the organization.

<sup>#</sup> Appointed as a member w.e.f. June 01, 2021 and ceased w.e.f. February 03, 2022

<sup>^</sup> Appointed as a member w.e.f. March 16, 2022

<sup>@</sup> Appointed as a member w.e.f. February 11, 2022



#### **Nomination & Remuneration**

- i. Identify persons who are qualified to become Directors of the Company and who may be appointed in senior management (one level below the Board), key managerial personnel in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- ii. Formulate criteria for evaluation of Independent Directors in the Board, recommend to the Board the process of Board Evaluation either (a) through in-house anonymous peer-to-peer evaluation process by the Board members or (b) through an external expert. In addition thereto, the performance evaluation of Independent Directors will be required to be done by the entire Board excluding the Director being evaluated.
- iii. While appointing an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The Person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates
- iv. Recommend to the Board 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.
- v. Devise a policy on Board Diversity.
- vi. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- vii. Assist the Board in formulating succession plan for the Board and Senior Management and provide an effective oversight in respect of succession planning.
- viii. Assist the Board in setting process for Board evaluation.
- ix. Recommending to the Board, remuneration payable to senior management.
- Select, engage and approve fees for professional advisors that the Committee may require to carry out their duties.
- Review the functioning of Nomination and Remuneration Policy.
- xii. Oversee various aspects, compliances as mentioned in the term of references and carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

# The criteria for determining key board qualifications, expertise, positive attributes and independence of the Directors are as follows:

The below criteria summarizes the board qualifications, expertise, positive attributes and independence which are taken into consideration while nominating candidates to serve on the Board.

#### a. Personal Characteristics:

- Integrity and Accountability;
- Informed Judgments;
- Financial Literacy;
- Confidence;
- High Standards of achievements.

#### b. Core Competencies:

- Experience in Accounting and Finance;
- Record of making good business decisions and judgments;
- Experience in corporate management;
- Ability and time to perform during periods of both short term and prolonged crisis;
- Unique experience and skills in the areas of business of the Company;
- Leadership and Motivation;
- Skills and capacity to provide strategic insight and direction.
- Familiarity with general laws of the country.

#### c. Commitment to the Company:

- Willingness to commit the time and energy necessary to satisfy the requirement of the Board and Board Committee membership;
- Awareness and knowledge of critical issues affecting the Company;
- Ability to perform adequately as a director, including preparation for and attendance at the Board meeting and willingness to do so.

#### d. Team and Company considerations:

- Balancing the Board by contributing his/her talent, skills and experience to the Board;
- Contributions that can enhance perspectives and experience through diversity in gender, geographic origin and professional experience (public, private and non-profit sectors).

The criteria for performance evaluation of the Board, its Committees and Individual Directors including the Chairman, laid down by the Committee are as follows:

## a. The Board:

- Provides effective direction on key decisions impacting the performance of the Company;
- Discusses and clarifies its role vis-à-vis the management, i.e. it has defined the respective boundaries of the Board and management powers;
- Reviewing effectively the financial performance of the Company and suggest corrective actions;
- Reviews and adopts an Annual Operating Plan, effectively monitors the Company's performance against plan throughout the year and ensure corrective action if deviation occurs. Comparison done with peer companies/ benchmarks;
- Contributes in terms of know-how and experience of its members:
- Maintain an appropriate balance in its discussions, between reviewing the past, addressing current issues, planning for tomorrow and anticipating the future;

Apprising the Senior Management about new development/risks/opportunities.

#### b. The Committees:

- Discharge of its functions and duties as per its terms of reference;
- Process and procedure followed for discharging its functions:
- Effectiveness of suggestions and recommendation received;
- Size, structure and expertise of the Committee;
- Conduct of its meeting and procedure followed in this regards.

#### c. Independent Directors:

- Exercise of objective independent judgment in the best interest of the Company;
- Ability to contribute to and monitor corporate governance practices;
- Adherence to the code of conduct for Independent Directors.

#### d. Chairperson:

- Managing relationship with the members of the Board and management;
- Demonstration of leadership qualities;
- Relationship and communication with the Board and senior management;
- Providing ease of raising of issues and concerns at the Board;
- Relationship and effectiveness of communication with shareholders and other stakeholders;
- Promoting shareholders confidence in the Board;
- Personal attributes i.e. Integrity, Honesty, Knowledge,

#### e. Executive Directors:

- Achievement of Financial/Business Targets prescribed by the Board;
- Developing and managing/executive business plans, operation plans, risk management and financial affairs of organizations;
- Display of leadership qualities i.e. correctly anticipating business trends, opportunities and priorities affecting the Company's prosperity and operations;
- Development of policies and strategic plans aligned with vision and mission of the Company and which harmoniously balance the needs of shareholders, clients, employees and other stakeholders;
- Establishment of an effective organization structure to ensure that there is management focus on key functions necessary for the organization to align with its mission:
- Managing relationship with the Board, management team, regulators, bankers, industry representatives and other stakeholders.

#### **Remuneration Policy:**

The Company has in place a Remuneration Policy for Directors, Key Managerial Personnel and Senior Management Personnel, in accordance with the provisions of the Act and the Listing Regulations. For details on Remuneration Policy, including the criteria for making payments to the Executive Directors, Non-Executive Directors and Senior Management Personnel, a link to access to same has been provided in the Board's Report.

#### **Remuneration of Directors:**

#### A) Non-Executive Directors

A sitting fee of ₹75,000/- (Rupees Seventy Five Thousand Only) is paid to the Directors (excluding Managing Directors) for attending each meeting of the Board; Audit Committee; Governance and Nomination & Remuneration Committee; Stakeholders Relationship Committee; Corporate Social Responsibility Committee; Risk Management, Finance, Strategy & Legal Committee and Independent Directors meeting. The sitting fees paid/payable to the Non-Executive Directors is excluded whilst calculating the limits of remuneration in accordance with Section 197 of the Act. The Company also reimburses out-of-pocket expenses incurred by the Directors for attending the meetings.

#### Criteria for making payment to Non-Executive Director

The Members at the 26<sup>th</sup> AGM held on August 07, 2019, approved the payment of commission to the Non-Executive Directors up to 1% of the net profits of the Company as computed under the applicable provisions of the Act for each Financial Year commencing from April 01, 2019.

The remuneration by way of commission to the Non-Executive Directors is decided by the Board based on their participation and contribution at the Board and Committee meetings as well as time spent on matters other than at meetings.

Disclosures of all the pecuniary relationships/transactions of the Non-Executive Directors with the Company have been made under the head "Related Party Disclosures" forming part of Notes to the Audited Financial Statements contained in the Annual Report. Any services availed from the Non-Executive Directors are at arm's length and in ordinary course of Business. The Governance and Nomination & Remuneration Committee and the Board reviews the performance of the Non-Executive Directors on an annual basis.

#### **B)** Managing Directors

The Company pays remuneration by way of salary, benefits, perquisites and allowances being fixed component and commission being variable component to its Chairman & Managing Director and Joint Managing Director. Increments are recommended by the Governance and Nomination & Remuneration Committee ("GNRC"), on yearly basis within the salary scale approved by the Members of the Company and are effective from April 01 each year. The GNRC also recommends the commission payable to the Managing Director and Joint Managing Director out of the profits for the Financial Year, as calculated in accordance with Sections 197 and 198 of the Act read with Rules framed thereunder, based on the performance of the Company as well as that of the Managing Director and Joint Managing Director.

The terms of appointment and remuneration of the Managing Director and Joint Managing Director are contractual in nature. As per the provisions of the service contracts entered by the Company with the Managing Director and Joint Managing Director, the validity period of service contract is for 5 (five) years from the date of appointment by the Board subject to the approval by the Members. The notice period for the Chairman & Managing Director and the Joint Managing Director is 12 (twelve)



months and 6 (six) months respectively. There is no provision for payment of severance fees. The Company has not issued any stock options to its Directors. The GNRC and the Board reviews the performance of the Executive Directors on an annual basis.

### C) Details of remuneration paid to the Directors are as given below:

#### **Managing Directors:**

(₹ in Lakhs)

Name of Director	Salary, Allow, Bonus and Perquisites	Commission*
Shashi Kiran Shetty	273.28	1,350.00
Adarsh Hegde	241.02	650.00

<sup>\*</sup> Commission of FY2021-22 will be paid in FY2022-23

#### **Non-Executive Directors:**

(₹ in Lakhs)

Name of Director	Sitting Fees	Commission*
Arathi Shetty	5.25	38.00
Mohinder Pal Bansal	17.25	12.75
Kaiwan Kalyaniwalla^	5.25	8.25
Cynthia Dsouza	9.00	_
Martin Müller	16.50	_
Parthasarathy Vankipuram Srinivasa#	17.25	5.67
Mahendra Kumar Chouhan\$	0.75	3.42
Radha Ahluwalia\$	1.50	-

<sup>\*</sup> Commission of FY2021-22 will be paid in FY2022-23

## The composition of the Governance and Nomination & Remuneration Committee and attendance at the meetings held during the year are as follows:

During the year under review, 3 (three) meetings of the Committee were held on June 22, 2021; January 25, 2022 and February 11, 2022.

Name of the Member	Category	No. of Meetings attended
Cynthia Dsouza (Chairperson)	Non-Executive Independent Director	3
Arathi Shetty	Non-Executive Non Independent Director	2
Mohinder Pal Bansal^	Non-Executive Independent Director	3
Mahendra Kumar Chouhan	Non-Executive Independent Director	Not Applicable

<sup>^</sup> Ceased to be member w.e.f. March 16, 2022

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

As on March 31, 2022, the Stakeholders Relationship Committee comprised of 3 (three) Directors of which 1 (one) Independent Director and 2 (two) Executive Directors. During the year under review, the Board has appointed Mr Parthasarathy Vankipuram Srinivasa, Additional Non-Executive Independent Director, as a

Member and Chairperson of the Committee w.e.f. June 01, 2021, who ceased from the Committee w.e.f. February 11, 2022 and in his place, Mrs. Radha Ahluwalia, Additional Non-Executive Independent Director was appointed as a Member and Chairperson of the Committee w.e.f. February 11, 2022. The composition and role of the Stakeholders Relationship Committee are in line with the Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act. The Company Secretary of the Company acts as a Secretary to the Committee.

#### **TERMS OF REFERENCE:**

- Consider and approve request received for transfers/ transmissions of securities of the Company, issue of duplicate certificates, re-mat/demat of securities, issue of shares lying in the Unclaimed Suspense Account etc.
- ii. Consider and redress grievances of the shareholders/ investors relating to transfer/transmission/demat/ re-mat of securities, Notice of general meetings, non- receipt of Annual Report, security certificates, dividend, interest, refund orders and any other corporate benefits etc.
- iii. Review and monitor compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and its amendment from time to time, pertaining to Investor grievance and transfer & transmission and shareholding pattern.
- iv. Select, engage and approve fees for professional advisors that the Committee may require to carry out their duties.
- v. Review of measures taken for effective exercise of voting rights by shareholders.
- vi. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- vii. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- viii. Oversee various aspects of interest of shareholders, debenture holders and other security holders and carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

## The composition of the Stakeholders Relationship Committee and attendance at the meeting held during the year are as follows:

During the year under review, 2 (two) meetings of the Committee were held on June 11, 2021 and November 01, 2021.

Name of the Member	Category	No. of Meetings attended
Parthasarathy Vankipuram Srinivasa (Chairperson)®	Non-Executive Non- Independent Director	2
Radha Ahluwalia (Chairperson) <sup>\$</sup>	Non-Executive Independent Director	Not Applicable
Shashi Kiran Shetty	Executive Director	1
Adarsh Hegde	Executive Director	2

<sup>&</sup>lt;sup>®</sup> Appointed as a member and chairperson w.e.f. June 01, 2021 and ceased w.e.f. February 11, 2022

<sup>^</sup> Appointed w.e.f. August 06, 2021

<sup>#</sup> Appointed w.e.f. May 11, 2021

<sup>\$</sup> Appointed w.e.f. February 11, 2022

<sup>&</sup>lt; Appointed as a member w.e.f. March 16, 2022

<sup>\$</sup> Appointed as a member and chairperson w.e.f. February 11, 2022

Mr Parthasarathy Vankipuram Srinivasa, then Chairman of the Committee was present at the 28<sup>th</sup> AGM of the Company held on September 29, 2021.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains yearly Certificate of Compliance, from a Company Secretary in Practice, with regard to issue of certificates within prescribed time limit and submits the same to the Stock Exchanges within prescribed timeline. Further, the Company submits the Compliance Certificate duly signed by the Compliance Officer and authorised representative of Registrar and Share Transfer Agent of the Company with regard to the share transfer formalities on yearly basis to the Stock Exchanges pursuant to Regulation 7 of the Listing Regulations.

### Company Secretary and Compliance Officer can be contacted at:

**Address:** Allcargo Logistics Limited, 6<sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai - 400098;

 $\textbf{E-mail:} \underline{investor.relations@allcargologistics.com}.$ 

During the year under review, Mr Devanand Mojidra, Company Secretary of the Company has been appointed as a Compliance Officer w.e.f. June 12, 2021 in place of Ms. Bhavika Shah who ceased to be a Compliance Officer w.e.f. June 11, 2021.

The status on the total number of investor complaints received and redressed during FY2021-22 is as follows:

Type of Complaint(s)	No. of Compliant(s)
Non- receipt of Annual Report of the Company	1
Others	1
Total Complaints received	2
Total Complaints redressed	2
Total Complaints pending as on March 31, 2022	0

Further, the Company has not received any complaint during the year under review through SEBI Complaints Redress System (SCORES). The Company submits statement of Investor Complaints under Regulation 13 of the Listing Regulations with the Stock Exchanges on quarterly basis.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

As on March 31, 2022, the Corporate Social Responsibility ("CSR") Committee comprised of 3 (three) Directors, of which 1 (one) Executive Director, 1 (one) Non-Executive Director and 1(one) Independent Director of the Company. During the year under review, the Board has appointed Mr Parthasarathy Vankipuram Srinivasa, Additional Non-Executive Independent Director, as a Member of the Committee w.e.f. June 01, 2021 who ceased from the Committee w.e.f. February 11, 2022 and in his place Mr Mahendra Kumar Chouhan, Additional Non-Executive Independent Director was appointed as a Member of the Committee w.e.f. February 11, 2022. The composition and role of the Corporate Social Responsibility Committee are in line with Section 135 of the Act and Rules framed thereunder. The Company Secretary of the Company acts as Secretary to the Committee.

#### **TERMS OF REFERENCE:**

 Formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.

- i. Formulate and recommend to the Board, an annual action plan which shall include the list of CSR Projects or Programmes that are approved to be undertaken in the areas or subjects as specified in Schedule VII of the Act, the manner of execution of such projects or programmes, the modalities of utilisation of funds and implementation schedules for the projects or programmes, monitoring and reporting mechanism for the projects or programmes, details of need and impact assessment, if any, for the projects undertaken by the company and recommend any alteration in such annual action plan.
- iii. Recommend the amount of expenditure to be incurred on the CSR activities as per limits prescribed under the Act
- iv. Review the CSR projects and program or activities undertaken by the Company and recommend suitable changes as deem fit or necessary.
- v. Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
- vi. Carry out such other functions as may be entrusted by the Board or which may be required to be undertaken pursuant to any regulatory or statutory requirements/ stipulations prescribed from time to time.
- vii. Select, engage and approve fees for professional advisors/ consultants that the Committee may require to carry out their duties.
- viii. Oversee various aspects, compliances in respect of CSR expenditure and carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.
- ix. To review the impact of the assessment study of the CSR Projects every 2-3 years.

CSR policy is hosted on the Company's website: <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>. For details of the CSR activities undertaken by the Company and amount spent thereon during the year under review, kindly refer to the **Annexure I** to the Board's Report.

The composition of Corporate Social Responsibility Committee and attendance at the meeting held during the year are as follows:

During the year under review, 1 (one) meeting of the Committee was held on June 23, 2021.

Name of the Member	Category	No. of Meetings attended
Arathi Shetty (Chairperson)	Non-Executive Non- Independent Director	1
Shashi Kiran Shetty	Executive Director	1
Parthasarathy Vankipuram Srinivasa#	Non-Executive Non- Independent Director	1
Mahendra Kumar Chouhan^	Additional Non-Executive Independent Director	Not Applicable

<sup>#</sup> Appointed as a member w.e.f. June 01, 2021 and ceased w.e.f. February

<sup>^</sup> Appointed as a member w.e.f. February 11, 2022



#### RISK MANAGEMENT, FINANCE, STRATEGY AND LEGAL COMMITTEE:

Regulation 21 of the Listing Regulations mandates top 1000 listed entities based on market capitalisation as at the end of the immediate previous financial year to constitute a Risk Management Committee.

During the year under review, the existing Risk Management Committee of the Company was merged with Finance, Strategy and Legal Committee which is renamed as Finance, Legal, Strategy and Risk Management Committee and subsequently was renamed as Risk Management, Finance, Strategy and Legal Committee. As on March 31, 2022, the Committee comprised of 4 (four) members of which 1 (one) Executive Director, 1 (one) Non-Executive Director, 1 (one) Independent Director and 1 (one) Key Managerial Personnel of the Company. The composition and role of the Risk Management, Finance, Strategy and Legal Committee are in line with the Regulation 21 read with Part D of Schedule II of the Listing Regulations. The Company Secretary of the Company acts as Secretary to the Committee.

#### **TERMS OF REFERENCE:**

#### Risk:

- To formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c. Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- iv To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken:
- vi. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- vii. Frame, Monitor and Implement the Risk Management Plan and Policy of the Company and review the Company's risk governance structure, risk assessment and risk management practices and guidelines, procedures for risk assessment and risk management;
- viii. Adopting policies, systems for maintaining information/ cyber security of the Company from preventing of global hacking incidents, losing of sensitive, confidential data etc;
- ix Identify, Review and Monitor risks of each business vertical and functions of the Company including strategic, financial, operational, currency, work place environment, safety

- & information security, regulatory and reputational risk periodically;
- Continually obtaining reasonable assurance from management heads of each business vertical that all known and emerging risks have been identified and mitigated or managed;
- xi. Framing guidelines, policies and processes for monitoring and mitigating risks;
- xii. Setting strategic plans and objectives for risk management and risk minimization;
- xiii. Overseeing the risk management process, controls, fraud risk assessment, risk tolerance, capital liquidity and funding;
- xiv. Review compliance with risk policies, monitor breach/trigger trips of risk tolerance limits and direct action;
- xv. Development and deployment of risk mitigation plans to reduce the vulnerability to the prioritized risks and provide oversight of risk across organisation;
- xvi. Maintain, Update and Review Risk Registers from time to time;
- xvii. Delegate authorities from time to time to the Committee Members, Executives, Authorized persons to implement the decisions of the Committee and execution of necessary documents;
- xviii. To achieve sustainable business growth, protect the Company's assets, safeguard Members investment, ensure compliance with applicable laws and regulations and avoid major surprises of risks;
- xix To obtain advice and assistance from internal or external legal, accounting or other advisors;
- xx. Periodically reporting to the Board; Performing such other functions as may be necessary or directed by the Board.

#### Finance, Strategy and Legal:

- Review the Company's cash/fund flow management at consolidated level treasury management, investment plan, capital structure, working capital and its allocations and advise the management to prepare and present such reports as it may deemed advisable and recommend it to the Board.
- ii. Due diligence on acquisitions (proposals to review ROI, ROCE and IRR computations) and divestments including proposals which may have a material impact on Company's capital position at standalone and consolidated level.
- iii. Review, assess, evaluate and advise on the Company's medium and long term business strategy and Company's Strategy having regard to the interests of its shareholders, customers, employees and other stakeholders before its submission to the Company's Board for approval and monitoring of the Board approved plan and strategy;
- iv. Review Company's annual business plan and budgets before its submission to the Company's Board for approval;
- Assist in identifying and advising management on new business opportunities by way of expansion and/or diversification of activities;

- vi. Review any proposed acquisitions opportunities and disposals of companies, assets and businesses (including by way of joint venture or partnership, liquidation, mergers, demergers, spin off etc. in any legal form) before submission to the Company's Board for approval;
- vii. Study and give advice on significant decisions on operational issues and other significant matters on development of the Company and recommend to the Board;
- viii. Review and advise on off-shoring and outsourcing arrangements;
- ix. Work closely with and provide advice to the Company's Chairman and CEOs on matters of corporate activity relating to the Company or its competitors as and when required by them or on such matters pertaining to Executive committee on need basis;
- x. Obtain independent professional advice and to secure the assistance of outsiders with relevant expertise to carry out duties, the cost of providing such advice and assistance to the Committee shall be borne by the Company;
- The final determination of the Company's strategy shall remain with the exclusive competence of the Board of Directors of the Company;
- Review status of various statutory and legal compliances and the status of litigation including litigations filed by and against the Company and to give its recommendation to the Board;
- xiii. Delegate authorities from time to time to the Executives, Authorized persons to implement the decisions of the Committee and execution of necessary documents;
- xiv. Authorise to affix the common seal of the Company on the documents executed under the approval of the Committee and in accordance with the provisions of the Articles of Association of the Company;
- xv. Consider and approve investment proposal of more than ₹ 600 crores per transaction or above 10% of the revenue on consolidated basis, of the immediate preceding financial year or of the current financial year, whichever is more, and to review the investments made by the Company from time to time and to recommend to the Board about divestment, further investment, or its restructuring in the best interest of the Company and its stakeholders however, the same be subject to Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any;
- xvi. Monitoring the acquisition in light of proposals made;
- xvii. Ensure all statutory and regulatory compliances relating to the above; and
- xviii. Carry out any other function as may be entrusted by the Board from time to time.

The composition of the Risk Management, Finance, Strategy and Legal Committee and attendance at the meeting held during the year are as follows:

During the year under review, 5 (five) meetings of the Committee were held on July 20, 2021; September 24, 2021; December 15, 2021; February 25, 2022 and March 16, 2022, where the gap between any two consecutive meetings of the Committee did not exceed 180 (One hundred and eighty) days.

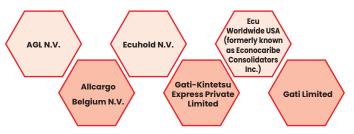
Name of the Member	Category	No. of Meetings attended	
Mohinder Pal Bansal# (Chairperson)	Non-Executive Independent Director	3	
Parthasarathy Vankipuram Srinivasa <sup>@\$</sup> (Chairperson)	Non-Executive Non- Independent Director	5	
Shashi Kiran Shetty^	Executive Director	3	
Adarsh Hedge	Executive Director	3	
Arathi Shetty*	Non-Executive Non- Independent Director	Not Applicable	
Capt. Sandeep Anand*	Chief Executive Officer -Marketing	Not Applicable	
Martin Müller®	Non-Executive Independent Director	5	
Suresh Kumar Ramiah®	Chief Executive Officer	3	

<sup>#</sup> Appointed as a member w.e.f. June 01, 2021 and ceased w.e.f. March 16, 2022

- ^ Ceased to be a member w.e.f. March 16, 2022
- \* Ceased to be a member w.e.f. June 01, 2021
- @ Appointed as a member w.e.f. June 01, 2021
- \$ Appointed as a Chairperson w.e.f. March 16, 2022

#### **SUBSIDIARY COMPANIES**

Regulation 16 of the Listing Regulations defines material subsidiary as a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. As per this definition, the Company has the following material subsidiary companies for FY2021-22:



Further, as per the Listing Regulations, at least one independent director of the listed entity shall be a director on the Board of an unlisted material subsidiary, whether incorporated in India or not, whose income or net worth exceeds 20% of the consolidated income or net worth respectively of the listed entity and its subsidiaries in the immediately preceding accounting year. Further, Gati Limited, being a listed entity, the provision related to appointment of Independent Director on the Board of Material Subsidiary is not applicable. Out of the above five material unlisted subsidiary companies, no company falls in the above criteria. For good Corporate Governance practices, Mr Martin Müller, Independent Director of the Company was appointed as a Director on the Board of Ecuhold N.V. and Allcargo Belgium N.V w.e.f. April 01, 2021 and Mr Parthasarathy Vankipuram Srinivasa, Non-Executive Non-Independent Director of the Company (erstwhile Independent Director) was appointed as a Director on the Board of Ecuhold N.V. and Allcargo Belgium N.V w.e.f. May 11, 2021.



The Board and Audit Committee reviews the Financial Statements of subsidiary companies, in particular the investments made by the unlisted subsidiary companies every quarter. The minutes of the meetings of the Board of unlisted subsidiary companies are placed before the Board on half yearly basis thereby bringing to their attention all significant transactions and arrangements entered into by the unlisted subsidiary companies.

Pursuant to Regulation 16(1)(c) read with Regulation 24 of the Listing Regulations, the Company has adopted the policy for determining material subsidiary, which has been suitably amended from time to time in line with the amendments in the Listing Regulations. The Policy is hosted on the Company's website: <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>.

#### **CODE OF CONDUCT**

In terms of Regulation 17 of the Listing Regulations, the Company has laid down and adopted a Code of Conduct for its Directors and Senior Management Personnel, which is also hosted on the Company's website: <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>.

The Company has received confirmation from all Directors as well as Senior Management Personnel regarding compliance with the Code of Conduct during the year under review as required under Regulation 26(3) of the Listing Regulations. Pursuant to Schedule V(D) of the Listing Regulations, a declaration signed by the Chairman & Managing Director of the Company to this effect is annexed at the end of this Report.

#### **GENERAL BODY MEETINGS**

#### **ANNUAL GENERAL MEETINGS:**

Location, date and time of the Annual General Meetings held during the preceding 3 (three) years and the Special Resolutions passed thereat are as follows:

Meeting	Date and Time	Venue	Special Resolutions passed
28 <sup>th</sup> Annual General Meeting	September 29, 2021 at 3.00 p.m. (IST) through Video Conferencing/ Other Audio Visual Means	Avashya House, CST Road, Kalina, Santacruz (East), Mumbai 400098 (Deemed Venue)	<ul> <li>Re-appointment of Mr Adarsh Hegde (DIN:00035040) as the Joint Managing Director of the Company and payment of remuneration in excess of threshold limits as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.</li> <li>Offer or invite for subscription of Secured/ Unsecured Non-Convertible Debentures and/or Bonds on private placement basis.</li> </ul>
27 <sup>th</sup> Annual General Meeting	September 09, 2020 at 2.00 p.m. (IST) through Video Conferencing/ Other Audio Visual Means	Avashya House, CST Road, Kalina, Santacruz (East), Mumbai 400098 (Deemed Venue)	<ul> <li>Re-appointment of Mr Shashi Kiran Shetty (DIN:00012754) as the Chairman &amp; Managing Director of the Company and payment of remuneration in excess of threshold limits as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.</li> <li>Offer or invite for subscription of Secured/ Unsecured Non-Convertible Debentures and/or Bonds on private placement basis.</li> </ul>
26 <sup>th</sup> Annual General Meeting	August 07, 2019 at 3.00 p.m. (IST)	Avashya House, CST Road, Kalina, Santacruz (East), Mumbai 400098	<ul> <li>Offer or invite for subscription of Secured/ Unsecured Non-Convertible Debentures and/or Bonds on private placement basis.</li> <li>Increase in Borrowing Limits of the Company upto ₹ 1,500 crores.</li> <li>Creation of mortgage/charge on the assets of the Company.</li> <li>Continuation of payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.</li> </ul>

#### **POSTAL BALLOT:**

During the FY2021-22, the Company had passed the following resolutions through Postal Ballot:

A) Approval for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and withdrawal of "Permitted to Trade" status on the Metropolitan Stock Exchange of India Limited ("MSE")

The Company had sought the approval of the shareholders by way of a Special Resolution through postal ballot notice dated August 06, 2021, for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and withdrawal of "Permitted to Trade" status on the Metropolitan Stock Exchange of India Limited ("MSE"), and the same was not duly approved as per the Regulation 11(4) of Securities and Exchange Board of India (Delisting Of Equity Shares) Regulations, 2021, ("Delisting Regulations") and the results of which were announced on September 13, 2021. Mr P. N. Parikh, (FCS:327; CP:1228), or failing him, Mr Mitesh Dhabliwala (FCS:8331; CP:9511), or failing him, Ms. Sarvari Shah (FCS:9697; CP:11717) of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai was appointed to act as a scrutinizer to conduct the e-voting process in a fair and transparent manner.

**Procedure for postal ballot:** The postal ballot was carried out as per the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules framed thereunder read with Ministry of Corporate Affairs ("MCA") general circular 10/2021 dated June 23, 2021, the Listing Regulations, the Company had sent the Postal Ballot Notice dated August 06, 2021 along with the Explanatory Statement in the permitted mode as per MCA Circular. Voting rights were reckoned based on the equity shareholding as on the cut-off date i.e. Friday, August 06, 2021. The voting period

commenced on Thursday, August 12, 2021, at 9:00 a.m. (IST) and ended on Friday, September 10, 2021 at 5:00 p.m. (IST) and the e-voting platform was disabled thereafter. The consolidated report on the result of the remote e-voting was published on September 13, 2021. Pursuant to Regulation 44(3) of the Listing Regulations, the aforesaid resolution has been passed as a Special Resolution under Section 114 of the Act. However, in terms of Regulation 11(4) of the Delisting Regulations, the aforesaid resolution has not been passed by the public shareholders with requisite majority. The details of votings are as under:

#### Voting results as per the provisions of the Act:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding Shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	17,20,22,209	17,18,72,209	99.91	17,18,72,209	0	100.00	0.00
Public Institutions	2,95,05,800	2,52,53,033	85.59	1,181,882	2,40,71,151	4.68	95.32
Public Non- Institutions	4,41,67,515	1,31,16,492	29.70	32,84,359	98,32,133	25.04	74.96
Total	24,56,95,524	21,02,41,734	85.57	17,63,38,450	3,39,03,284	83.74	16.13

#### Voting results as per Delisting Regulations:\*

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding Shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Public Institutions	2,95,05,800	2,52,53,033	85.59	11,81,882	2,40,71,151	4.68	95.32
Public Non- Institutions	4,41,67,515	1,31,16,492	29.70	32,84,359	98,32,133	25.04	74.96
Total	7,36,73,315	3,83,69,525	52.08	44,66,241	3,39,03,284	11.64	88.36

\*Note: As the number of votes cast by the public shareholders in favour of the Special Resolution is not more than two times the votes cast by public shareholders against the Special Resolution, therefore the said Special Resolution has not been passed with requisite majority as per the provisions under the Regulation 11(4) of the Delisting Regulations.

B) Approval for (i) Appointment of Mr Mahendra Kumar Chouhan (DIN:00187253) as an Independent Director of the Company; (ii) Appointment of Mrs. Radha Ahluwalia (DIN:00936412) as an Independent Director of the Company; and (iii) Appointment of Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299) as a Non-Executive Non-Independent Director of the Company.

The Company had sought the approval of the shareholders by way of Special and Ordinary Resolutions through postal ballot notice dated March 16, 2022, for approval for (i) Appointment of Mr Mahendra Kumar Chouhan (DIN:00187253) as an Independent Director of the Company; (ii) Appointment of Mrs. Radha Ahluwalia (DIN:00936412) as an Independent Director of the Company; and (iii) Appointment of Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299) as a Non-Executive Non-Independent Director of the Company, which were duly approved and the results of which were announced on April 22, 2022. Mr P. N. Parikh, (FCS:327; CP:1228), or failing him, Mr Mitesh Dhabliwala (FCS:8331; CP:9511), or failing him, Ms. Sarvari Shah (FCS:9697; CP:11717) of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai was appointed to act as a scrutinizer to conduct the process of the abovementioned e-voting process in a fair and transparent manner.

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108, 110 and other applicable provisions of the Act and Rules framed thereunder, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021, respectively, (collectively termed as "MCA Circulars") and Listing Regulations, the Company had sent the Notice dated March 16, 2022 along with the Explanatory Statement in the permitted mode as per MCA Circulars. Voting rights were reckoned based on the equity shareholding as on the cut-off date i.e. Friday, March 18, 2022. The voting period commenced on Wednesday, March 23, 2022, at 9:00 a.m. (IST) and ended on Thursday, April 21, 2022 at 5:00 p.m. (IST) and the e-voting platform was disabled thereafter. The consolidated report on the results of the Postal Ballot through electronic voting process was published on April 22, 2022. The details of voting on the above Resolutions passed with requisite majority are as under:



#### (i) Appointment of Mr Mahendra Kumar Chouhan (DIN:00187253) as an Independent Director of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding Shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	17,17,86,209	17,17,86,209	100.00	17,17,86,209	0	100.00	0.00
Public Institutions	2,73,64,749	2,34,73,845	85.78	2,34,57,679	16,166	99.93	0.07
Public Non- Institutions	4,65,44,566	13,49,397	2.90	13,45,996	3,401	99.75	0.25
Total	24,56,95,524	19,66,09,451	80.02	19,65,89,884	19,567	99.99	0.01

#### (ii) Appointment of Mrs. Radha Ahluwalia (DIN:00936412) as an Independent Director of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding Shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	17,17,86,209	17,17,86,209	100.00	17,17,86,209	0	100.00	0.00
Public Institutions	2,73,64,749	2,34,73,845	85.78	2,34,57,679	16,166	99.93	0.07
Public Non- Institutions	4,65,44,566	13,49,275	2.90	13,46,628	2,647	99.80	0.20
Total	24,56,95,524	19,66,09,329	80.02	19,65,90,516	18,813	99.99	0.01

## (iii) Appointment of Mr Parthasarathy Vankipuram Srinivasa (DIN:00125299) as a Non-Executive Non-Independent Director of the company

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding Shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	17,17,86,209	17,17,86,209	100.00	17,17,86,209	0	100.00	0.00
Public Institutions	2,73,64,749	2,34,73,845	85.78	2,01,70,270	33,03,575	85.93	14.07
Public Non- Institutions	4,65,44,566	13,49,275	2.90	13,46,324	2,951	99.78	0.22
Total	24,56,95,524	19,66,09,329	80.02	19,33,02,803	33,06,526	98.32	1.68

None of the business proposed to be transacted at the ensuing AGM requires passing of special resolution through Postal Ballot.

#### **MEANS OF COMMUNICATION**

The Company has promptly reported all material information as required under the Policy for determination of material events and archival of disclosures and Regulation 30 of the Listing Regulations including press releases, schedule of analyst or institutional investor meet and presentation made to them, quarterly financial results etc. to the Stock Exchanges. Such information and other material information which are relevant to the shareholders are also simultaneously hosted under a separate section on the Company's website <a href="https://www.allcargologistics.com">www.allcargologistics.com</a>.

The Annual Report, Quarterly Results, Shareholding Pattern, Press Releases, Intimation/Outcome of the Board meetings and other relevant information of the Company are submitted to the Stock Exchanges through BSE Listing Centre and NSE Electronic Application Processing System, NSE Digital Exchange portal for investors' information in compliance with the Listing Regulations.

The financial results, quarterly/annually, and other statutory information were communicated to the Members by way of publication in English daily, 'The Free Press Journal' and in a vernacular language newspaper 'Navshakti' as per the Listing Regulations.

#### **GENERAL SHAREHOLDER INFORMATION**

#### a. 29th Annual General Meeting ('AGM'):

Day and Date	Tuesday, September 20, 2022		
Venue	In accordance with the General Circular issued by the MCA on May 05, 2022, the AGM will be held through Video Conferencing / Other Audio Visual Means. Deemed venue shall be the Registered Office of the Company.		
Time	02:30 p.m.		

#### b. Financial Year and Calendar:

The Company's accounting year comprises 12 months period from April 01 to March 31.

The tentative dates for the Meetings of the Board of Directors of the Company for consideration of financial results for the FY2022–23 are as follows:

First Quarter ended June 30, 2022	On or before August 14, 2022
Second Quarter and Half Year ended September 30, 2022	On or before November 14, 2022
Third Quarter and Nine Months ended December 31, 2022	On or before February 14, 2023
Fourth Quarter and Year ended March 31, 2023	On or before May 30, 2023

Note: Submission of result will be decided as per SEBI Circular, if any, for extension of time.

#### c. Dividend Payment Date:

Not Applicable

#### d. Listing on Stock Exchanges:

The Equity Shares of the Company are listed and traded on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

In terms of Regulation 14 of the Listing Regulations, the Company has paid annual listing fees for the FY2022-23 to both the Stock Exchanges, where the Company's securities are listed.

The Company has paid Annual Custody/ Issuer fee for the FY2022-23 to Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL").

#### e. Stock Code/Symbol/ISIN/CIN:

Name of Stock Exchange	Stock Code/Symbol	Address
BSE Limited	532749	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001
National Stock Exchange of India Limited	ALLCARGO	Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
ISIN	INE418H01029	
Corporate Identification Number	L63010MH2004PLC073508	

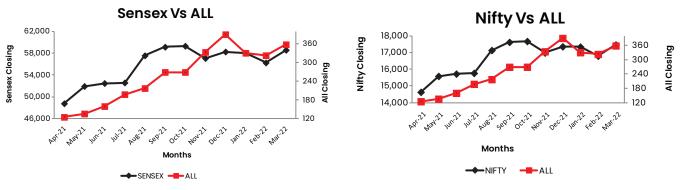
#### f. Market price data:

Details of high and low price and total traded quantity during each month of the year under review on BSE and NSE, are as under:

Months	BSE		NSE			
	High (₹)	Low (₹)	Total Shares Traded	High (₹)	Low (₹)	Total Shares Traded
Apr-21	130.60	121.25	2,10,753	130.50	120.50	25,84,235
May-21	142.05	121.35	8,43,982	142.00	122.60	1,62,86,350
Jun-21	167.50	131.00	29,84,130	167.50	131.00	4,02,93,422
Jul-21	199.70	152.40	35,72,189	199.90	152.50	4,02,33,155
Aug-21	234.20	175.00	51,29,908	234.40	175.05	5,59,85,521
Sep-21	272.25	216.20	59,05,429	272.45	215.90	3,29,81,592
Oct-21	318.00	255.50	23,29,465	318.00	255.50	1,87,69,475
Nov-21	395.90	263.90	27,96,756	396.00	271.45	3,55,55,043
Dec-21	399.00	325.35	7,99,006	398.80	325.05	97,09,177
Jan-22	412.00	305.25	8,87,452	412.00	305.05	69,98,470
Feb-22	382.45	297.85	13,28,139	398.00	297.05	1,20,62,196
Mar-22	363.30	288.05	10,28,484	364.30	288.15	88,01,210

Source: www.bseindia.com and www.nseindia.com

#### g. Performance of share price of the Company ('ALL') in comparison with the BSE Sensex & NSE Nifty:



Source: www.bseindia.com and www.nseindia.com



#### The Equity Shares of the Company have not been suspended from trading by the SEBI and/or Stock Exchanges.

#### i. Share transfer system

The Company's equity shares which are in dematerialized ("demat") form are transferable through the depository system.

As per Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in demat form w.e.f. April 01, 2019. However, Members are not barred from holding shares in physical form.

Further, pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in demat form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

#### j. Dematerialization of shares and liquidity

Equity shares of the Company are compulsorily traded in demat form and are available for trading under NSDL and CDSL from June 23, 2006 onwards. The International Security Identification Number allotted to the Company, post sub-

division of shares, under Depository System is INE418H01029. As on March 31, 2022, 24,56,28,234 equity shares of ₹2/- each, representing 99.97% of the Company's total paid up equity share capital, have been held in demat form.

Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a Company Secretary in Practice carries out Reconciliation of Share Capital Audit to reconcile the total share capital admitted with NSDL, CDSL and held in physical form, with the issued and listed equity share capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid up/ issued equity share capital is in agreement with the aggregate of the total number of shares in demat form (held by NSDL and CDSL) and in physical form.

## k. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity;

During the year under review, the Company has not issued any ADR/GDR/Warrants or any other convertible instruments.

#### I. Investor helpdesk & Registrar and Share Transfer Agent

For any grievances/ complaints/ correspondence, the Members/ Investors may contact at the following addresses

Link Intime India Private Limited	Allcargo Logistics Limited
CIN: U67190MH1999PTC118368	CIN: L63010MH2004PLC073508
Registrar and Share Transfer Agent unit: Allcargo Logistics Limited	<b>Company Secretary &amp; Compliance Officer:</b> Mr Devanand Mojidra*
Mr Mahesh Masurkar	Nodal Officer (IEPF Rules): Mr Devanand Mojidra
Address: C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083	Address: 6 <sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai - 400098
<b>Tel:</b> 022 - 49186270 Fax: 022 49186060	<b>Tel:</b> 022 - 66798100
E-mail: rnt.helpdesk@linkintime.co.in	E-mail: investor.relations@allcargologistics.com
Website: www.linkintime.co.in	Website: www.allcargologistics.com

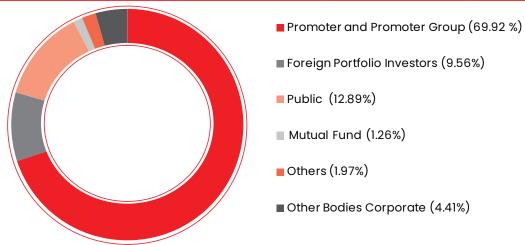
<sup>\*</sup>During the FY2021-22, Mr Devanand Mojidra has been appointed as Compliance Officer in place of Ms. Bhavika Shah

#### m. Distribution of Shareholding as on March 31, 2022

Range of Holdings	Number of shareholders	% of shareholders	Number of shares	% to Share Capital
1 – 500	55,835	88.57	52,00,449	2.12
501 - 1000	3,388	5.37	26,70,388	1.09
1001 – 2000	1,923	3.05	27,53,694	1.12
2001 – 3000	572	0.91	14,40,054	0.59
3001 – 4000	257	0.41	9,31,594	0.38
4001 – 5000	199	0.32	9,33,524	0.38
5001 - 10000	367	0.58	27,79,238	1.13
10001 and above	500	0.79	22,89,86,583	93.19
Total	63,041	100.00	24,56,95,524	100.00

#### n. Shareholding Pattern as on March 31, 2022

Category of Shareholders	No. of Shares	% to Share Capital
Promoter and Promoter Group	17,17,86,209	69.92
Foreign Portfolio Investors	2,34,78,492	9.56
Public	3,16,69,868	12.89
Mutual Fund	30,88,415	1.26
Financial Institutions	410	0.00
Clearing Member	2,31,783	0.09
Trust	23,602	0.01
NBFCs registered with RBI	2,750	0.00
Non Resident Indians – (Repatriation and Non Repatriation)	21,22,275	0.86
IEPF Authority	873	0.00
Hindu Undivided Family	10,64,086	0.43
Alternate Investment Fund	14,00,000	0.57
Central Government	450	0.00
Other Body Corporate	1,08,26,311	4.41
Total	24,56,95,524	100.00



#### o. Office Locations:

#### (i) Branches in East region:

No.7A/1A, Gooptu Court, 3<sup>rd</sup> Floor, Middleton Street, Bose Road, Kolkata 700 071

#### (ii) Branches in West region:

□ 5 <sup>th</sup> Floor, Allcargo House, CST Road, Kalina, Mumbai - 400 098.	□ Wakefield House, 1 <sup>st</sup> Floor, Sprott Road, Ballard Estate, Mumbai - 400 038.	<ul> <li>12A, 1st floor Space House,</li> <li>Opp Cross word, Near Mithakhali Six</li> <li>Road, Navrangpura</li> <li>Ahmedabad - 380 009</li> </ul>
214, Sahar Cargo Estate, Off J B Nagar circle Andheri (East), Mumbai 400 099	□ Sonal Kamal Compound 1 <sup>st</sup> Floor, Near Dhantak Plaza Makwana Road, Marol, Andheri (E), Mumbai - 400 059	□ 203-204, 2 <sup>nd</sup> Floor, V Times Square Building, Plot No. – 3, Sector-15, CBD Belapur, Navi Mumbai – 400 614
□ 516, Siddharth Complex, near Express Hotel, R C Dutt Road, Alkapuri, Baroda - 390 005.	Shiv House, 1st Floor, Plot No. 340, Sector 1/A, near Shah Hospital, Gandhidham, Kutch 370 201	Room No. 207, CONCOR old Building, Nagpur Container Terminal, Behind Narendra Nagar, Ajni, Nagpur – 440 015
Office no 306, 3 <sup>rd</sup> floor, "The Milange, Survey Nos.391/1 & 391/2, CTS No. 2258, Fugewadi, Old Pune – Mumbai Highway, Pune 411 012	Office No 128, Akshay complex, Off. Dhole Patil Road, Pune 411 001	Survey no.: 123/12 (4) / A Village Kolkhe, Opp. T. I. Auto., Old Mumbai Pune Road, Phalspa Pata, Panvel - 410 206



		601, 6 <sup>th</sup> Floor Shree Gurukripa Tower, Moti Tanki Chowk, Opp. Tata Docomo, Subhash Road, Rajkot - 360 001	□ 50/1, Basement Dhanashree Plaza CHS, Near Datta Mandir, Vadavali Section, Ambernath (E) 421 501	
(iii)	Bra	nches in North region:		
		Plot No.111, 2 <sup>nd</sup> Floor, Sector 44, Next to Ramada Hotel, Next. to Shopclues, Gurgaon 122 003.	☐ Off. No. 247, 2 <sup>nd</sup> Floor, Ganpati Plaza, M.I. Road, Jaipur 302 001.	□ 101- A, First Floor, Phase 2 <sup>nd</sup> , City Centre, Mall Road, Kanpur 208 001.
		56-57, Bindra Complex, C-145A, Phase V Focal Point, Ludhiana 141 010	Local Shopping Complex, Plot No. 8, Vardhaman Plaza, Site No.37-38, Kalkaji, New Delhi 110 019	
(iv)	Bra	nches in South region:		
		No. 21, IV Floor, S.K. Vista Rustum Baugh, Main Road, Kodihalli, Off. Old Airport Road, Near Manipal Hospital, Bengaluru 560 017	SBL House, Door No. 54/28, Montieth Road, Egmore, Next to Ambassador Pallava Hotel, Chennai 600 008	□ 113,Sri Nagar, 2 <sup>nd</sup> Floor, Hopes Bus Stop, Avinashi road, Coimbatore - 641 004
		Door No. 27/3601 G1, Church Road, Kunnath Towers, Lurdh Matha, Perumanoor P O Thevara, Kochi - 682 015	□ Plot No. N-76, Phase – IV, Verna Industrial Estate, Verna Salcette, Goa - 403 722	□ Ashoka My Home Chambers, Flat No. 201, 2 <sup>nd</sup> Floor, D.No.1–8–271,272 and 273 / 1–8–301 to 303, Begumpet, Hyderabad–500 016
		25/3, Kumarananthapuram, 60 Feet Road, Near LG Showroom, Tirupur - 641 602	□ 51/15A, Muniasamypuram, 2 <sup>nd</sup> Street, Kamraj Salai, Tuticorin 628 003	□ House no. 628, Khamini Krupa, Adarsh Nagar, Chicalim , Goa - 403 711
		'Koustubha', Ground Floor, Kulur Ferry Road, Kottara, Mangalore-575006		
(v)	Bra	nches in Central region:		
		209, Royal Diamond Building 3Y.N.Road, Indore - 452 003	□ Plot No. 13-B, Kheda Industrial Growth Centre, Sector No. 3, Pithampur District - Dhar (MP)	
(vi)	Inlo	and Container Depot (ICD) at:		
		ICD Dadri, Tilpata Road, Gautam Budha Nagar, Greater Noida 201 307	-	
(vii)	Coi	ntainer Freight Station (CFS) at:		
		Koproli Village, Taluka - Uran, nr. JNPT area, District - Raigad 410 212	□ Village - Khopta, Taluka - Uran Dist - Raigad, nr. JNPT Area Pin - 410 212	Plot No. 18\45C National Highway 4B, Village Padeghar, Taluka Panvel Dist. Raigad 410 206
		913, Thiruvottiyur High Road, Nr. Wimco Nagar Rly. Stn. Ernavur, Chennai - 600 057	P-22, CFS Plot number C9, Sonapur Road, Paharpur, Kolkata 700 088	☐ Bharat CFS Zone - 1, Mundra Port & SEZ Ltd, District Kutch - 370 421
		Sonari Village, JNPT, Uran Navi Mumbai – 400 707		
(viii)	Ove	erseas Principal Office:		
		Schomhoeveweg 15, 2030 Antwerp, Belgium	1526, Madan Bhandari Path IV, New Baneshwor, Kathmandu - Nepal	<ul><li>2401 N.W. 69<sup>th</sup> street Miami FL 33147, USA</li></ul>
		Nieuwesluisweg 240, 3197 KV Rotterdam Netherlands		
Cred	lit	Ratings and any revisions ther	eto for debt proposal involving	mobilization of funds in India or abroad

p. Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:

The Company has not issued debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2022. The Company continues to have credit rating which denotes high degree of safety regarding timely servicing of financial obligation. The Company has received the following credit ratings for its long term and short term credit Bank Loan facilities & Commercial Papers from various credit rating agencies:

Rating Agency	Rating	Instrument / Facility
CARE	CARE A1+	Commercial Paper
	CRISIL AA-/ Rating Watch with Developing implication	Long Term Bank Loan
CRISIL	CRISIL A1+	Short Term Bank Loan
	CRISIL AA-/ Rating Watch with Developing implication	Non-Convertible Debentures

#### **DISCLOSURES**

#### Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

During the year under review, there were no significant material related party transactions ("RPT's") that had potential conflict with the interest of the Company at large and all RPT's were in compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations. Pursuant to the omnibus approval granted by the Audit Committee, the RPT's entered into by the Company is reviewed by them at least on a quarterly basis.

The details of the transactions with the related parties are placed before the Audit Committee on a quarterly basis in compliance with the provisions of Section 177 of the Act and Rules framed thereunder and Regulation 23 of the Listing Regulations. Details of RPT's are disclosed in the notes to the Financial Statements as per the applicable Indian Accounting Standards.

During the year under review, the Company has filed disclosure of Related Party Transactions on a consolidated basis under Regulation 23(9) of the Listing Regulations.

Pursuant to the Regulation 23 of the Listing Regulations, the Company has adopted a Policy on materiality of the Related Party Transactions and on dealing with Related Party Transactions The Policy is hosted on the Company's website: <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>

#### b. Compliance with regard to capital market:

The Company has complied with all the Rules, Regulations and Guidelines prescribed by SEBI and Stock Exchange(s) as applicable to the Company from time to time.

During the last three years, there were no penalties or strictures imposed on the Company by the Stock Exchange(s), SEBI and/or any other statutory authorities on matters relating to capital market.

#### c. Whistle Blower Policy/Vigil Mechanism:

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

leakages of/suspected leakage of Unpublished Price Sensitive Information of the Company.

Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same. The Whistle Blower Policy is hosted on the Company's website: <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies.">https://www.allcargologistics.com/investors/investorservices/corporatepolicies.</a>

During the year under review, the Company has not received any complaint through Vigil Mechanism. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

#### d. Disclosure of Accounting Treatment:

Pursuant to the provisions of the Act, the Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

#### e. Risk Management:

The Company is engaged in providing integrated logistics business solutions for National and International Trade, Warehousing, Transportation and handling of all kinds of Cargo, running ICD, CFS and Shipping Agents. Thus, the Company is prone to inherent business risks like any other organisation. With the objective to identify, evaluate, monitor, control, manage, minimize and mitigate identifiable business risks, the Board of Directors have formulated and implemented a Risk Management Policy.

The Company has adopted ISO 31000 framework for risk management. Under the guidance of the Board, the Chief Assurance & Risk Executive facilitates dedicated risk workshops for each business vertical and key support functions wherein risks are identified, assessed, analysed and accepted/mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also maintained and reviewed from time to time for risk mitigation plans and changes in risk weightage, if any. The Audit Committee monitors risk management activities of each business vertical and key support functions. Fraud Risk Assessment is also part of overall risk assessment. In the Audit Committee meeting, Chief Assurance & Risk Executive make the presentation on risk assessment and minimization procedures.

The purpose of risk management is to achieve sustainable business growth, protect the Company's assets, safeguard shareholders investments, ensure



compliance with applicable laws and regulations and avoid major surprises of risks. The Policy is intended to ensure that an effective risk management framework is established and implemented within the Company.

The Company has constituted a Risk Management, Finance, Strategy and Legal Committee for monitoring and reviewing of the risk management plan of the Company.

#### f. Certification from CEO and CFO:

The requisite certification from the Chairman & Managing Director and Chief Financial Officer (CFO) in accordance with Regulation 17(8) read with Part B of Schedule II and Regulation 33 of the Listing Regulations certifying that the Financial Statements represents true and fair view of the Company's affairs and do not contain any untrue/misleading statement are placed before the Board of the Company, on quarterly and annual basis.

#### g. Transfer of Unpaid/Unclaimed Dividend/Shares to Investor Education and Protection Fund:

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

During the year under review, the Company has transferred unclaimed dividend of ₹ 17,991/- to IEPF. In addition, 1 equity share of face value of ₹ 2/- each in respect of which dividend had not been paid or claimed for seven consecutive years or more were transferred by the Company to demat account of the IEPF Authority as required under Sections 124 and 125 of the Act read with Rules framed thereunder.

Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid/unclaimed amounts lying with the Company as on March 31, 2022 on the Company's website: <a href="www.allcargologistics.com">www.allcargologistics.com</a> and on the IEPF Authority's website: <a href="www.iepf.gov.in">www.iepf.gov.in</a>.

#### h. Details of unclaimed shares:

In terms of Regulation 34(3) and Part F of Schedule V of the Listing Regulations, an Unclaimed Suspense Demat Account was opened and the shares allotted during the Initial Public Offer in June, 2006, remained unclaimed were credited in the said account. Further, the Company has allotted 90 equity shares as Bonus shares on said unclaimed shares and credited in the Unclaimed Suspense Demat Account.

Pursuant to IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred original 90 equity shares to IEPF Authority, the details of the balance shares are as given below:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year

01 shareholder entitled for 90 equity shares of ₹ 2/- each allotted as Bonus shares on January 01, 2016

Number of shareholders who approached the company for transfer of shares from suspense account during the year	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account during the year	01 shareholders entitled for 90 equity shares of ₹2/- each
Voting Rights on these shares	The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the same

#### Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Regulations:

The Company has complied with all the mandatory requirements as prescribed under the Listing Regulations, including Corporate Governance requirements as specified under Regulations 17 to 27 read with para C and D of Schedule V and clauses (b) to (i) of subregulation (2) of Regulation 46 of the Listing Regulations as applicable to the Company (including relaxations granted by SEBI, MCA etc. in the wake of COVID-19').

A certificate from M/s Parikh and Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as specified under Schedule V(E) of the Listing Regulations is annexed to this report.

Further, the Company has also complied with all requirements about disclosures in the Corporate Governance Report, as specified in sub paras (2) to (10) of Clause C of Schedule V of the Listing Regulations.

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24(A) of the Listing Regulations, the Company has obtained annual secretarial compliance report for the FY2021-22 received from M/s Parikh and Associates, Practicing Company Secretaries.

#### j. Status of adoption/compliance of Non mandatory/ discretionary requirements as specified in Part E of Schedule II of the Listing Regulations:

#### The Board

The Chairman of the Company is an Executive Director (Managing Director).

#### **Shareholder Rights**

Details are given under heading 'Means of Communication'.

#### Un-Modified opinion(s) in audit report

There was no audit qualification in the Auditors' Report on Company's Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2022.

### Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The same person is acting as a Chairman & Managing Director (Executive Director) of the Company.

#### **Reporting of Internal Auditor**

The Internal Auditor directly reports to the Audit Committee.

### bisclosure Commodity price risks and commodity hedging activities or foreign exchange:

The Company is not involved into any activities relating to Commodity price risks and hedging thereof. The Company is managing the foreign currency risk to limit the risks of adverse exchange rate movement by hedging the same as per the Forex Risk Management Policy of the Company.

#### I. Details of utilization of funds raised through preferential allotment or qualified institutions placement:

During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement or utilized such funds as specified under Regulation 32(7A) of the Listing Regulations.

#### m. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount.

During the year under review the Company has given loan to its wholly owned subsidiaries, which is exempted under Section 185 of Act.

#### n. Certificate from Practicing Company Secretary:

A certificate from Mr P. N. Parikh (Membership No FCS:327 & CP No.:1228) of M/s Parikh & Associates, Practicing Company Secretaries has been obtained certifying that none of the Directors on the Board of the Company are 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 and the same is annexed to this Report.

#### Non acceptance of any recommendation of any Committee of the Board which was mandatorily required:

During the year, the Board has accepted all recommendations received from all its Committees.

#### p. Fees paid to M/s S R Batliboi and Associates LLP, Statutory Auditors and all entities in the network firm of the Statutory Auditors:

The total fees paid by the Company and its subsidiaries to M/s S R Batliboi and Associates LLP, Statutory Auditors of the Company and all other entities forming part of the same network aggregating to ₹ 1,174 Lakhs.

#### q. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act").

The Complaints Committee redresses the complaint received regarding sexual harassment of women at workplace. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

Disclosures in relation to the POSH Act are as follows:

Number of complaints filed during the financial year	Nil
Number of complaints disposed off during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

During the year under review, 4 (Four) Awareness Programs about Sexual Harassment Policy were conducted and held at workplace.

The Company has submitted its Annual Report on the cases of sexual harassment at workplace to District Officer, Mumbai, pursuant to Section 21 of the POSH Act and Rules framed thereunder.

## CODES AS PER THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND POLICIES AS PER THE LISTING REGULATIONS

#### CODES:

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations"), the Board has approved the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI") and the Code of Conduct to regulate, monitor and report trading in the securities of the Company (the "Share Dealing Code"), formulated based on the principles set out in the PIT Regulations.

Mr Deepal Shah, Chief Financial Officer of the Company has been designated as Chief Investor Relations Officer, for dealing with dissemination of information and disclosure of UPSI.

Mr Devanand Mojidra, Company Secretary and Compliance Officer of the Company has been designated as Compliance Officer for regulating, monitoring, trading and report on trading by the Insiders as required under the PIT Regulations and Share Dealing Code of the Company.

#### POLICIES AS PER THE LISTING REGULATIONS

Pursuant to Regulation 9 of the Listing Regulations, the Company has adopted Policy on Preservation, Maintenance and Disposal of Documents.

Pursuant to Regulation 30 of the Listing Regulations, the Company has adopted Policy for determination of material events and archival of disclosures, which is hosted on the Company's website <a href="https://www.allcargologistics.com/investors/investorservices/corporatepolicies">https://www.allcargologistics.com/investors/investorservices/corporatepolicies</a>

Further, as required under the Listing Regulations, the Board has authorised Mr Devanand Mojidra, Company Secretary and Compliance Officer and Mr Deepal Shah, Chief Financial Officer of the Company to determine materiality of an event/information in consultation with the Chairman & Managing Director and Joint Managing Director of the Company and accordingly make appropriate disclosures to the Stock Exchanges as required under the Listing Regulations.

#### MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report forms part of the Annual Report.



#### **DECLARATION**

To,

The Members of

#### **ALLCARGO LOGISTICS LIMITED**

I, Suresh Kumar Ramiah, Chief Executive Officer of Allcargo Logistics Limited ("the Company"), hereby declare that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, laid down and adopted by the Company, during the year ended March 31, 2022.

#### For Allcargo Logistics Limited

Sd/-

Suresh Kumar Ramiah

Chief Executive Officer

Place : Mumbai Date : May 26, 2022

## PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

#### **ALLCARGO LOGISTICS LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Allcargo Logistics Limited ('the Company') for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as 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 the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.

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

#### For Parikh & Associates

**Practising Company Secretaries** 

Sd/-P.N. Parikh

FCS No: 327 CP No: 1228 UDIN: F000327D000399462

Place: Mumbai Date: May 26, 2022

PR No.: 1129/2021

#### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To, The Members of

#### **ALLCARGO LOGISTICS LIMITED**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Allcargo Logistics Limited having CIN L63010MH2004PLC073508 and having registered office at 6th Floor, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai 400098 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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, 2022 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.

S. No.	Name of Director	DIN	Date of Appointment in Company*
1	Shashi Kiran Shetty	00012754	01/04/2010
2	Adarsh Hegde	00035040	01/04/2012
3	Arathi Shetty	00088374	18/08/1993
4	Parthasarathy Vankipuram Srinivasa	00125299	11/05/2021
5	Kaiwan Kalyaniwalla	00060776	06/08/2021
6	Mohinder Pal Bansal	01626343	18/10/2010
7	Mahendra Kumar Chouhan	00187253	11/02/2022
8	Cynthia Dsouza	00420046	30/06/2020
9	Radha Ahluwalia	00936412	11/02/2022
10	Martin Müller	09117683	31/03/2021

<sup>\*</sup>the date of appointment is as per the MCA Portal.

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

#### For Parikh & Associates

**Practising Company Secretaries** 

Sd/-P.N. Parikh Partner

FCS No: 327 CP No: 1228 UDIN: F000327D000399418

Place: Mumbai Date: May 26, 2022

PR No.: 1129/2021



# BUSINESS RESPONSIBILITY REPORT 2021–2022

**At Allcargo,** we create benchmarks of quality, consistency and commitment in the integrated logistics business worldwide. Our aim is to create better value for clients and for us through ingenuity supported by knowledge, expertise, technology and imagination. We are the leading Less Than Container Load ("LCL") consolidators in the world and one of the India's largest integrated logistics solutions provider in private sector. We operate with the notion that logistics is not just a service, but an opportunity to create solutions that empower businesses globally.

We aim to nurture long-term relationships with all our stakeholders through growth, trust and by delivering on promises. We as a responsible corporate citizen contribute to the society and respect cultural sensibilities.

We are committed working towards achieving the sustainable success in line with the comprehensive Nine Principles enshrined in this Business Responsibility Report ("BRR"). This BRR is in accordance with Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI Notification No. SEBI/LAD-NRO/GN/2015-16/27 dated December 22, 2015 and SEBI Circular No. SEBI/LAD-NRO/GN/2021/22 dated May 05, 2021, applicable to all top 1000 Listed Companies.

#### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. No.	Particulars	Details		
1	Corporate Identity Number (CIN) of the Company	L63010MH2004PLC073508		
2	Name of the Company	Allcargo Logistics Limited		
3	Registered address	6 <sup>th</sup> Floor, Allcargo House (Erstwhile Avashya House), CST Road, Kalina, Santacruz (East), Mumbai- 400098		
4	Website	www.allcargologistics.com		
5	E-mail id	investor.relations@allcargologistics.com		
6	Financial Year reported	Financial year ended March 31, 2022		
7	Sector(s) that the Company is engaged in (industrial activity code-wise)*	<ul> <li>(i) Multimodal Transport Operations (NIC 492, 501 &amp; 502);</li> <li>(ii) Container Freight Stations and Inland Container Depot (NIC 521 &amp; 522);</li> <li>(iii) Project and Engineering Solutions (NIC 773);</li> </ul>		
		(iv) Logistics Park (NIC 521 & 522); and (v) Express Logistics (NIC 522)		
8	List three key products/services that the Company manufactures/provides (as in the balance sheet)	(i) Multimodal Transport Operations (International Supply Chain);		
		(ii) Container Freight Stations;		
		(iii) Project and Engineering Solutions;		
		(iv) Logistics Park; and		
		(v) Express Logistics		
9	Total number of locations where business activity is u	ndertaken by the Company		
	a. Number of International Locations	We have 310 plus offices in 180 plus countries		
	(Provide details of major 5)	Major 5 are as follows:		
		(i) United States of America;		
		(ii) China;		
		(iii) Belgium;		
		(iv) United Kingdom; and		
		(v) Australia		
	b. Number of National Locations	We have our Registered Office at Kalina, Santacruz (East), Mumbai with 39 locations spread across the country.		
10	Markets served by the Company	National and International markets		

<sup>\*</sup>As per National Industrial Classification-Ministry of Statistics and Programme Implementation

#### SECTION B: FINANCIAL DETAILS OF THE COMPANY

Sr. No.	Particulars	Details
1	Paid up Capital (₹)	₹ 49,13,91,048
2	Total turnover (₹)	₹ 3,43,262 Lakhs (Standalone)
3	Total profit after taxes (₹)	₹ 36,646 Lakhs (Standalone)
4	Total spending on Corporate Social Responsibility (CSR) as percentage of Profit after Tax (PAT) (%)	₹ 438.89 Lakhs (2.49% of Average Net profit of past three years i.e. FY 2020-2021, 2019-2020 and 2018-2019 as per Section 198 of Companies Act, 2013).
5	List of activities in which expenditure in 4 above has been incurred	Please refer to the <b>Annexure 1</b> i.e., Annual Report on Corporate Social Responsibility Activities forming part of Board's Report for FY2021-2022.

#### **SECTION C: OTHER DETAILS**

Sr. No.	Particulars	Details
a)	Does the Company have any Subsidiary Company/Companies?	Yes
b)	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)	In addition to specific regulations applicable to Subsidiaries, most of the Subsidiaries adhere and follow BR initiative of the Company and has inculcated corporate guidelines by undertaking various community engagement, transparent governance structures, active participation in CSR activities and collaboration with NGOs, trusts and other approved entities.
c)	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%]	To our belief, the number of stakeholders which directly participated in the BR initiatives of the Company would be less than 30%.  The Company does not mandate its stakeholders to participate in company's BR initiative. However, they are encouraged to participate in such initiative and to follow the concept of being a responsible corporate citizen.

#### **SECTION D: BR INFORMATION**

#### 1. Details of Director/Directors responsible for BR

Sr. No.	Particulars	Details
a)	Details of the Director/Directors responsible for implementation of the BR policy/ policies	
	• DIN Number	00035040
	• Name	Adarsh Hegde
	Designation	Joint Managing Director
b)	Details of the BR head	
,	• DIN Number (if applicable)	00035040
	• Name	Adarsh Hegde
	Designation	Joint Managing Director
	Telephone number	022- 66798100
	• E-mail id	investor.relations@allcargologistics.com

#### 2. Principle - wise as per National Voluntary Guidelines (NVGs) BR Policy/Policies (Reply in Y/N)

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
Businesses should promote the well-being of all employees
Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
Businesses should respect and promote human rights
Businesses should respect, protect, and make efforts to restore the environment
Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
Businesses should support inclusive growth and equitable development
Businesses should engage with and provide value to their customers and consumers in a responsible manner



Sr. No.	Questions	PI	P2	Р3	P4	P5	P6	P7	Р8	Р9
1	Do you have a policy /policies for?	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
2	Has the policy being formulated in consultation with the relevant stakeholders?	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
3	Does the policy conform to any national /international standards? If yes, specify?	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
	(Yes, the policy confers to the spirit of international standards such as ISO, OHSAS, C-TPAT, LEEA and also meet the regulatory requirements under the Listing Regulations)									
4	Has the policy being approved by the Board? If yes, has it been signed by MD/Owner/CEO /appropriate Board Director?*	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
6	Indicate the link for the Policy to be viewed online?	Please refer table named as "These policies are mapped to each principle hereunder"			oed to					
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
8	Does the Company have in-house structure to implement the policy/policies	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	platf	Whistle orm to ny poter	report	any co	oncerns	or gri	evance	s pert	
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The are s	policies Health subject t fication	& Safe o interi	ty, Que	ality ar	nd Env	ironme	ntal p	olicies

<sup>\*</sup>It is approved at the appropriate levels

These policies are mapped to each principle hereunder:

Principle	Applicable Policies	Link for policies
P1	Whistle Blower Policy, Related Party Transaction Policy and Code of Conduct	
P2	Quality Policy, Health & Safety Policy and Environment Policy	
P3	Health & Safety Policy and other internal policies such as Group Mediclaim Policy, Group Personal Accident Policy, Leave Policy, Policy and Guidelines on Prevention and Prohibition of Sexual Harassment at Work Place and Performance Appraisal Guidelines 2021–22	
P4	Corporate Social Responsibility Policy and all such policies as per other principals	https://www.allcargologistics.com
P5	Code of Conduct and Whistle Blower Policy	
P6	Environment Policy	
P7	Code of Conduct	
P8	Corporate Social Responsibility Policy	
P9	Code of Conduct and Quality Policy	

#### 3. Governance related to BR

Sr. No.	Particulars	Details
A	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company.	The Board of Directors and the CEO assess various initiatives forming part of BR performance of the Company on a periodical basis. The CSR Committee meets annually to ensure implementation of projects/program/activities to be undertaken in the field of CSR.
	Within 3 months, 3-6 months, Annually, More than 1 year	

В	Does the Company publish a BR or a Sustainability
	Report? What is the hyperlink for viewing this report?
	How frequently it is published?

Yes, the BRR of the Company is published on an annual basis and forms an integral part of Annual Report. It is also available on the Company's website at <a href="https://www.allcargologistics.com/investors/financials/downloads/annualreports">https://www.allcargologistics.com/investors/financials/downloads/annualreports</a>

#### **SECTION E: PRINCIPLE-WISE PERFORMANCE**

Principle-1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Sr. No.	Particulars	Details
1	cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /	Allcargo has laid down the core value of ethics and transparency which is the foundation stone of our business. These values forms an integral part of our organization since incorporation.
		Being a responsible corporate, the Company has various policies in place which is the major step towards ethical conduct of the business.
		Allcargo follows its Code of Conduct ("CoC") which is applicable to the Employees including Directors. As a part of annual disclosure, the Board of Directors and Senior Management sign and affirm compliance with the CoC on an annual basis.
		Allcargo also has a Vigil Mechanism, which is being governed by the Whistle Blower Policy. This Policy allows Directors and Employees to report the breach of CoC including CoC for insider trading, illegality, fraud and corruption etc. at work place without fear of reprisal and ensures that no harassment is caused to any whistle blower. The Policy ensures that the Directors and Employees are empowered to pro-actively bring out such instances without fear of reprisal, discrimination or adverse employment consequences. The Policy is directly monitored by the Chairman of the Audit Committee and the Chief Assurance & Risk Executive.
		Allcargo also has a Fraud Investigation Policy with administrative guidance to all relevant stakeholders. The Policy applies to any irregularity, or suspected irregularity, involving employees, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with Allcargo. This policy ensures consistent organizational behaviour by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.
		The above policies are extended to Allcargo's Group Companies and other stakeholders to the extent it is applicable.
2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily	There are different systems in place to receive and resolve complaints from various stakeholders.
	in about 50 words or so.	During the year, the Company received 2 (Two) investor complaints, which were satisfactorily resolved by the Management.
		Also, 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

Sr. No.	Particulars	Details
1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	Allcargo is using- (i) Solar power energy at all major locations;
		(ii) LED Lights at all the offices to the extent possible to save electricity;
		(iii) Implementation of Polycarbonate Panels (Skylight Panels) that helps to utilize natural light during day times;
		(iv) Fuel efficient Rubber Tyred Gantry (RTG) Cranes and Reach Stackers Machines to reduce the pollution; and
		(v) Wherever possible company uses products or services which are environmental friendly with less or no risks to environment (for example less use of plastics).
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):	For brief details, please refer to the <b>Annexure 6</b> i.e., Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo forming part of Board's Report for FY2021-2022.
	<ul> <li>Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?</li> </ul>	
	ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?	
3	Does the Company have procedures in place for sustainable sourcing (including transportation)?	Yes, the Company is in the logistics business and our key modes are rail and water transportation. The Company uses the
	If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	said modes wherever possible and the use of these modes of transportation lead to reduction in pollution. The Company has also implemented motion sensor based lightning to save power and also monitored the use of elevators and Air-Conditioner to minimize and eliminate excessive electricity consumption.
		As part of green initiative, the Company encourages its employees in all its major offices including head office to use Mugs, Bottles and other crockery made of glass, ceramics, steel and others to reduce usage of disposable plastics and paper waste.
		Also, the Company is generating its own electricity through solar system as sustainability sourcing.
		The Company is in process of implementing system to track the inputs that will be sourced sustainably.
4	Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?	Yes, we procure goods and services locally and provide employment opportunities to local communities.
	If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	To improve capability and capacity, we impart regular training and skill development programmes.
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	Recycling is one of the key ways in which we manage our waste. Whether it is packaging material at our warehouses or paper and printouts within the organization, no resources are discarded until their usability is completely exhausted.
	50 words or so.	Sewage from Logistics Park facilities are being collected and treated. The treated water is then used for flushing, gardening and for other purposes.
		The Company have a mechanism for recycling of waste for their reuse to the extent, it is safe and environment friendly, but did not track the percentage of recycling of product and waste. However, it would be >10%.

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

Sr. No.	Particulars		Details
1	Please indicate the Total number of employees.	2491	
2	Please indicate the Total number of employees hired basis.	on temporary/contractual/casual	1532
3	Please indicate the Number of permanent women en	nployees.	141
4	Please indicate the Number of permanent employees	s with disabilities.	1
5	Do you have an employee association that is recogni	ized by management?	No
6	What percentage of your permanent employees employee association?	is members of this recognized	Not Applicable
7	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassmen in the last financial year and pending, as on the end of the financial year:		
Sr. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour /forced labour/ involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	
4	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?		
	Permanent Employees	85%#	
	Permanent Women Employees		
	Casual/Temporary/Contractual employees	95%	
	Employees with Disabilities	100%	

<sup>\*</sup> The data is on standalone basis

Principle-4: Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Sr. No.	Particulars	Details
1	Has the Company mapped its internal and external stakeholders? Yes/No	Yes, the Company has formal and informal process to map the internal and external stakeholders.
2	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders	Yes, the Company has well defined process for identifying the key communities and their needs.
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 underprivileged and economically challenged citizens. In line with the Company's CSR philosophy and policy, it takes various initiatives in the area of Health, Education, Environment, Sports, Women Empowerment, Disaster Relief and Skill Development for betterment of such stakeholders.

Principle-5: Businesses should respect and promote human rights

Sr. No	Particulars	Details
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?	One of the values of the Company mandates respect for the Individual. In addition, human rights are the key ingredient in Allcargo which creates bonding in the organization.  The relevant policies apply to the Company as well as to
		the Group.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The Company has not received any compliant during FY2021-2022 regarding violation of human rights.

<sup>#</sup>Includes Virtual training



Principle-6: Businesses should respect, protect and make efforts to restore the environment

Sr. No.	Particulars	Details	
1	Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.	Allcargo has an Environment policy which covers aspects related to environmental impact pertaining to our operations.	
		The Company is encouraging group companies and other stakeholders to adopt environmental practices and promote environmental awareness.	
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 endeavors towards mitigating and adopting to the climate change by using rail link, water transportation wherever possible, thereby contributing to low carbon growth in the environment.	
		As a part of environment sustainability, the Company constantly encourages green initiatives in their day to day operations Below is the Link of Environmental Policy:	
		https://www.allcargologistics.com/investors/ investorservices/corporatepolicies	
3	Does the Company identify and assess potential environmental risks? Y/N	Yes, the Company's Environmental policy guides the effort to manage the environmental impact and continuously improve its environmental performance.	
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?	voluntarily has undertaken Green Energy Initiatives k installing solar power systems, recycling of waste and us	
5	Has the Company undertaken any other initiatives on- clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for webpage etc.	of wind energy at its all major locations for captive use. Further, LED lights and sensor motion lights are installed for conservation of energy.	
		For brief details, please refer to the <b>Annexure 6</b> i.e., Particular of Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo forming part of Board's Report for FY2021-2022.	
		The Company adheres to all the applicable regulations and file necessary reports with the Statutory Authority.	
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.	
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.	Nil	

Principle-7: Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner

Sr. No.	Particulars	Details
1	Is your Company a member of any trade and	Yes, some major associations are:
	chamber or association? If Yes, Name only those major ones that your business deals with:	Bombay Chambers of Commerce & Industry
1		Associated Chambers of Commerce and Industry of India
		Confederation of Indian Industry
		Federation of Indian Chambers of Commerce in India
		Federation of Freight Forwarders Association
		All India Management Association
		Association of Multimodal Transport Operators of India
		International Market Assessment
		Maritime Association of Nationwide Shipping Agencies-India
2	Have you advocated/lobbied through above associations for the advancement or improvement	The following are the broad areas wherein the views and concerns are expressed:
	of public good? Yes/No; if yes specify the broad	- Development of infrastructure
	areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies,	
	Energy security, Water, Food Security, Sustainable	- Promotion and ease of doing business
	Business Principles, Others)	- Reducing in transaction cost

Principle-8: Businesses should support inclusive growth and equitable development

Sr. No.	Particulars	Details		
1	Does the Company have specified programmes/initiatives/ projects in pursuit of the policy related	Yes, the major projects undertaken under our CSR activities focusing primarily on:		
	to Principle 8? If yes details thereof.	-Education;		
		-Healthcare;		
		-Women's Empowerment;		
		-Natural Disaster Relief;		
		- Rural Development;		
		-Environmental Sustainability; and		
		-Sports		
2	Are the programmes/projects undertaken through in-house team/own foundation/external NGO/	Our CSR activities are carried out through combination of in-house team, our foundations and various other registered NGO's.		
	government structures/any other organization?	The projects are managed by a mix of in-house teams and external partners.		
3	Have you done any impact assessment of your initiative?	Yes, Allcargo has done impact assessment internally on CSF activities.		
4	What is your Company's direct contribution to community development projects – Amount in ₹	The total expenditure made during the FY2021-2022 is ₹ 438.89 Lakhs in various CSR Programme/Projects.		
	and the details of the projects undertaken?	For brief details, please refer to the <b>Annexure 1</b> i.e., Annual Report on Corporate Social Responsibility Activities forming part of Board's Report for FY2021-2022.		
5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50	Yes, all our initiatives, whether implemented directly or in partnership with another agency, are meant to address the direct needs of the beneficiaries such as-		
	words, or so.	Environment conservation cum livelihood initiatives through participation of the communities at the village level		
		Anemia control programme for girls, promotion of girls education leading to empowerment of women		
		Women Empowerment/Skill Development		
		Disha that provides scholarship to the children and addressed towards prevention of the drop out among underprivileged children		
		Healthcare initiative targeted at addressing challenges of affordability and accessibility to the healthcare		

Principle-9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

Sr. No.	Particulars	Details
1	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	For receiving and resolving customer complaints there are systems in place to record and manage complaints.
		23 consumers related legal cases were pending as at end of the financial year.
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)	Not Applicable
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.	acquisition of stake in Gati Limited. The Company has
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 and benchmark the performance with peers in the industry, through external agency.



## INDEPENDENT AUDITOR'S REPORT

#### To the Members of

#### **Allcargo Logistics Limited**

#### Report on the Audit of the Standalone Financial Statements

#### **Opinion**

We have audited the accompanying standalone financial statements of Allcargo Logistics Limited ("the Company"), which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as 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 audit opinion on the standalone financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

#### **Key audit matters**

#### How our audit addressed the key audit matter

#### (a) Recoverability of trade receivables (as described in Note 7.2 of the standalone financial statements)

The gross balance of trade receivables as at 31 March 2022 amounted to Rs. 70,086 Lakhs, against which the Company has recorded expected credit loss provision of Rs. 6,754 Lakhs. The collectability of trade receivables is a key element of the Company's working capital management.

The Company has a formal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period-end. In accordance with Ind AS 109 'Financial Instruments', the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the credit loss incurred in the past, current conditions and forecasts of future conditions. In calculating expected credit loss, the Company has also considered customer accounts as well as experience with collection trends and current economic and business conditions and has taken into account estimates of possible effect from the pandemic relating to COVID -19.

The Company's disclosures are included in Note 2.2(f) and Note 2.2(s) and note 7.2 to the financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year on year movement in gross and net trade receivables.

Our audit procedures, among other things included the following:

- We evaluated the Company's policies, processes and financial controls relating to the monitoring of trade receivables and review of credit risks of customers.
- Examined the management's assessment of the customers' financial circumstances and ability to repay the debt.
- Circularized requests for balance confirmations on sample basis and examined responses.
- · Obtained evidence of receipts from customers.
- Inspected relevant contracts and correspondence with the customers on sample basis, assessment of their creditworthiness with reference to publicly available information, where applicable.
- Evaluated management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances and sector exposure.
- We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.

#### **Key audit matters**

#### How our audit addressed the key audit matter

#### Income Taxes - recoverability of deferred tax assets (as described in Note 8 of the standalone financial statements)

At March 31, 2022, the Company had net deferred tax assets of Rs. 7,098 Lakhs, which include Minimum Alternate Tax (MAT) of Rs. 7,653 Lakhs paid in accordance with the income tax provisions. MAT is recognized as deferred tax asset in the balance sheet based on a judgment that it is probable that the future economic benefit in the form of availability of set off against future income tax liability will be realized.

Some of the Company's units are located in tax-free zone/ area from which the profit earned is not subject to incometax and this results in the Company being subject to paying MAT. The recognition of MAT and its subsequent assessment of recoverability within the allowed time frame involves significant estimate of the financial projections, availability of sufficient taxable income in the future and significant judgements in the interpretation of tax regulations and tax positions adopted by the management, based on which we determined MAT to be a key audit matter.

The Company's disclosures are included in Note 2.2(g) and Note 2.4 and Note 8 to the financial statements, which outlines the accounting policy for taxes and details of the year on year movement in deferred tax assets and liabilities.

Our audit procedures, among other things included the following:

- We evaluated the Company's accounting policies with respect to recognition of tax credits in accordance with Ind AS 12 "Income Taxes"
- We obtained an understanding of the process relating to recognition and assessment of recoverability of deferred tax asset and evaluated the design and tested the effectiveness of financial controls in this area relevant to our audit.
- We have evaluated the Company's assumptions and estimates in relation to the likelihood of generating sufficient future taxable income based on most recent budgets and plans, prepared by management principally by performing sensitivity analyses and evaluated and tested the key assumptions used to determine the amounts recognized.
- We assessed the reasonableness of management's business plans considering the relevant economic and industry indicators.
- We involved our tax specialists who evaluated the Company's tax positions
- We have tested the mathematical accuracy of tax calculation and the MAT balance.

We assessed the disclosures in accordance with the requirements of Ind AS 12 "Income Taxes".

**Provisions and contingent liabilities including taxation related matters** (as described in Note 26 of the standalone financial statements)

The Company is contesting direct tax, indirect tax and legal cases and management exercises judgment in estimating the likelihood of any liability crystalizing on the Company.

The evaluation of management's judgments, including those that involve estimations in assessing the likelihood that a pending claim will succeed, or a liability will arise, and the quantification of the potential financial settlement have been identified as key audit matter during the current year audit. Evaluation of the outcome of the direct tax, indirect tax and legal cases, and whether the risk of loss is more likely than not or remote, requires significant judgment by management.

The Company's disclosures are included in Note 2.2(p) and Note 2.2(q) and Note 26 to the financial statements, which outlines the accounting policy for contingent liabilities and details of pending legal and direct and indirect tax litigation disclosed as contingent liabilities.

Our audit procedures, among other things included the following:

- We evaluated the Company's policy and processes for direct tax, indirect tax and legal cases.
- We assessed the design and implementation of the Company's controls over the assessment of litigations and of disclosures.
- We examined regulatory correspondence to assess development in all pending cases against the Company.
- We discussed the status and potential exposures in respect
  of significant litigation and claims with the Company's
  internal legal team including their views on the likely
  outcome of each litigation and claim and the magnitude of
  potential exposure and sighted any relevant opinions given
  by the Company's advisors.
- For material tax matters, we involved our tax specialists
  to assess management's application and interpretation
  of tax legislation affecting the Company, and to consider
  the quantification of exposures and settlements arising
  from the disputes with the tax authorities in the various tax
  jurisdictions.

We have determined that there are no other key audit matters to communicate in our report.



## Information Other than the Financial Statements and Auditor's Report Thereon

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

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such 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 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 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, 2021, 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 the 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

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

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

## Auditor's Responsibilities for the Audit of the 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 skepticism 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 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2022 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, 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 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 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 the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2021, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule II 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:
    - The Company has disclosed the impact of pending litigations on its financial position in its

- standalone financial statements Refer Note 26 to the standalone financial statements;
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- v. 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 person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief,no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend paid during the year by the Company is in compliance with section 123 of the Act.

#### For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

#### per Govind Ahuja

Partner

Membership Number: 048966 UDIN: 22048966AJRSGN5950

Mumbai May 26, 2022



#### **Annexure 1 to the Independent Auditor's Report**

Re: Allcargo Logistics Limited ('the Company')

#### Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (i) (b) The Company has a regular programme of physical verification of its fixed assets by which heavy equipment's are verified annually and all other fixed assets are verified over the period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (i) (c) The title deeds of immovable properties [other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee] as disclosed in note 3.1 to the financial statements are held in the name of the Company except for freehold land parcels at as indicated below: as at March 31, 2022 for which title deeds are held in the name of director as a trustee.

Description of Property	Gross carrying value (₹ in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company*
Freehold Land	702	Mr Shashi Kiran Shetty	Yes	7 years	Mr Shashi Kiran Shetty, Chairman & Managing Director of the Company, is holding land admeasuring 57 acre 17 gunthas in the Nagpur for and on behalf of the Company under Trusteeship Agreement entered by the Company with him. Further, pursuant to Scheme of Arrangement and Demerger ("the Scheme") approved by the Board of Directors on 23 <sup>rd</sup> December, 2021, the said land would get transfer to TransIndia Realty & Logistics Parks Limited (Resulting Company) upon the Scheme becoming effective.

- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification and have been properly dealt with in the books of account.
- (ii) (b) As disclosed in note 13.1 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.
- (iii) (a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies, or any other parties as follows:

(₹ in Lakhs)

Aggregate amount granted/ provided during the year	Guarantees	Loans	Advances in nature of loans
- Subsidiaries	43,040	30,008	_
- Joint Ventures	-	1	-
- Associates	-	_	_
- Others	-	862	_
Balance outstanding as at balance sheet date in respect of			
above cases	82,278	28,014	-
- Subsidiaries	-	1	_
- Joint Ventures	-	_	-
- Associates	_	324	400
- Others			

- (iii) (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans, investments and guarantees to companies, firms, or any other parties are not prejudicial to the Company's interest.
- (iii) (c) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (iii) (d) As disclosed in note 7.5 to the financial statements, the Company has granted loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies. Of these following are the details of the aggregate amount of loans or advances in the nature of loans granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013:

(₹ in Lakhs)

	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	30,871	-	30,009
- Repayable on demand			
Percentage of loans/ advances in nature of loans to the total loans	100%	-	97%

- (iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company. Loans, investments, guarantees and security in respect of which provisions of sections 185 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, service tax, duty of customs, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. Duty of excise, sales tax are not applicable to the Company
- (vii) (b) According to the records of the Company, the dues outstanding of income-tax, service tax, duty of custom, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service Tax	17,323	2007-08 to 2014-15	Mumbai CESTAT
The Custom Act, 1962	Custom duty	1	2004	Chennai CESTAT
The Custom Act, 1962	Custom duty	8	2009	Mumbai CESTAT
The Central sales Tax Act, 1956	CST	32	2008-09	Sales Tax Tribunal, Mumbai, Maharashtra
MP Entry Tax Act, 1976	Entry Tax	41	2010-11	Deputy Commissioner, Commercial Tax, Jabalpur
Income Tax Act, 1961	Income Tax	4,773	2010-11 to 2014-15	High court Mumbai
Income Tax Act, 1961	Income Tax	3,150	2017-18 to 2018-19	High court Mumbai

- (viii)The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) Term loans were applied for the purpose for which the loans were obtained.



- (ix) (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) On an overall examination of the financial statements of the Company, 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.
- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer /further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No material fraud by or on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) (a) to (c) of the Order is not applicable to the Company.
- (xiii) 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 notes to the financial statements, as required by the applicable accounting standards.
- (xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv)(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the

- Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi)(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (xvi)(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current and previous financial year.
- (xviii)There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 33 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 36 to the financial statements.
- (xx) (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 36 to the financial statements.

#### For S.R. Batliboi & Associates LLP

Chartered Accountants ICAI Firm Registration Number: 101049W/E300004

#### per Govind Ahuja

Partner

Membership Number: 048966 UDIN: 22048966AJRSGN5950

Mumbai May 26, 2022

## Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Allcargo Logistics 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 standalone financial statements of Allcargo Logistics Limited ("the Company") as of March 31, 2022 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 over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 with reference to these standalone financial statements.

#### Meaning of Internal Financial Controls with reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 [standalone] financial statements to future periods are subject to the risk that the internal financial control with reference to standalone 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, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### For S.R. Batliboi & Associates LLP

**Chartered Accountants** 

ICAI Firm Registration Number: 101049W/E300004

#### per Govind Ahuja

Partner

Membership Number: 048966 UDIN: 22048966AJRSGN5950

Mumbai May 26, 2022



## **Balance Sheet**

#### as at 31 March 2022

(₹ in Lakhs)

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant and equipment	3.1	42,431	53,224
Right of use assets	3.2	5,349	6,166
Capital work-in-progress	3.3	198	230
Other intangible assets	4	123	201
Intangible assets under development	5	15	26
Investments in associates and joint ventures	6.1	20,529	18,529
Investments in subsidiaries	6.2	1,13,296	1,05,984
Investments in others	6.3	5,215	3,840
Financial assets			
Investments	7.1	141	111
loans	7.5	28,395	27,470
Other financial assets	7.6	1,177	1,242
Deferred tax assets (net)	8	7,098	7,091
Income tax assets (net)	11	4,611	2,026
Other non-current assets	9	2,690	2,631
Total Non-current assets	9		
Current assets		2,31,269	2,28,771
	10	001	F00
Inventories	10	291	589
<u>Contract assets</u>		12,853	15,183
<u>Financial assets</u>			
Investments	7.1	13,469	2,903
Trade receivables	7.2	63,332	55,800
Cash and cash equivalent	7.3	7,004	3,478
Other bank balances	7.4	667	644
Loans	7.5	504	617
Other financial assets	7.6	2,257	1,556
Other current assets	9	5,082	6,422
Assets held for sale (** Value less than ₹ 1 Lakh)	45	11,385	**
Total Current assets		1,16,844	87,192
Total Assets		3,48,113	3,15,963
Equity and Liabilities		0,40,110	0,10,000
Equity			
Equity share capital	12.1	4,914	4,914
Other equity	12.2	1,86,541	1,56,747
Reserves of a disposal group classified as held for sale	12.2	129	
		1,91,584	1,61,661
Non-current liabilities			
Financial liabilities			
Borrowings	13.1	31,525	25,118
Lease liability	32	4,950	5,316
Other financial liabilities	13.4	17	914
Other non-current liabilities	14	5	18
		36,496	31,366
Current liabilities			
Contract liabilities		8,161	8,002
Financial liabilities		5,101	0,002
Borrowings	13.1	42,760	45,812
Lease liability	32	806	1,163
Trade payables	13.2	800	1,103
a) Total outstanding dues of micro enterprises and small enterprises;	13.2	52	56
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	10.0	35,095	<u>36,592</u>
Other payables	13.3	9,173	14,033
Other financial liabilities	13.4	14,159	8,015
Net employee defined benefit liabilities	15	985	924
Other current liabilities	14	3,070	8,339
Liabilities directly associated with assets held for sale	45	5,774	_
		1,20,033	1,22,935
Total Equity and Liabilities		3,48,113	3,15,963
Notes to the financial statements	1-46		
Summary of significant accounting policies			

#### As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 Chartered Accountants

#### per Govind Ahuja

Partner Membership No: 048966

Mumbai Date: May 26, 2022

#### For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

**Shashi Kiran Shetty** Chairman & Managing Director DIN: 00012754

Deepal Shah

Deputy Group Chief Financial Officer M.N.: 101639

Mangalore/Mumbai Date: May 26, 2022 Mohinder Pal Bansal Independent Director DIN:01626343

**Capt. Sandeep Anand**Chief Executive Officer- Marketing

Suresh Kumar Ramiah Chief Executive Officer

#### **Devanand Mojidra**

Company Secretary & Compliance Officer

M.N.: A14644

## Statement of Profit and Loss

#### for the year ended 31 March 2022

			(₹ in Lakhs)
Particulars	Notes	31 March 2022	31 March 202
Continuing operations			
Income			
Revenue from operations	16	3,43,262	1,80,148
Other income	17	24,403	18,390
Total Income		3,67,665	1,98,538
Expenses			
Cost of services rendered	18	2,87,627	1,37,93
Employee benefits expense	19	15,318	12,222
Depreciation and amortisation expense	20	9,011	10,059
Finance costs	21	4,488	6,210
Other expenses	22	14,004	12,097
Total Expenses		3,30,447	1,78,520
Profit before exceptional items and tax from continuing operations		37,218	20,018
Exceptional items	23	5,411	(350)
Profit before tax from continuing operations		42,629	19,668
Income tax expense			
Current tax		10,075	3,688
Deferred tax charge / (credit)	8	(3,964)	(3,001)
Total income tax expense		6,111	687
Profit for the year from continuing operations	A(a)	36,518	18,982
Discontinued operations (refer note 45)			
Profit before tax for the year from discontinued operations		198	256
Income tax expense			
Current tax		69	90
Total income tax expense		69	90
Profit for the year from discontinued operations	A(b)	129	167
Profit for the year	Α	36,647	19,149
Other Comprehensive Income			
Items that will not be reclassified subsequently to Statement of Profit and Loss:			
Re-measurement gain/(loss) on defined benefit plans		(37)	69
Items that will be reclassified to Statement of Profit and Loss:			
Cash flow hedge reserves		1,002	(876)
Income tax effect		(318)	306
Other Comprehensive Income/(Loss)	В	648	(501)
Total Comprehensive income for the year, net of tax	A+B	37,295	18,648
Earnings per equity share (nominal value of ₹ 2 each)			
Basic and diluted	24	14.91	7.80
Basic and diluted (continuing operation)	24	14.86	7.73
Basic and diluted (discontinued operation)	24	0.05	0.07
Notes to the financial statements	1.40		
Summary of significant accounting policies	1-46		

#### As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 Chartered Accountants

#### per Govind Ahuja

Partner Membership No: 048966

Mumbai Date: May 26, 2022 For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

**Shashi Kiran Shetty** Chairman & Managing Director

Chairman & Managing Director
DIN: 00012754

#### Deepal Shah

Deputy Group Chief Financial Officer M.N.: 101639

Mangalore/Mumbai Date: May 26, 2022 Mohinder Pal Bansal Independent Director DIN:01626343

#### Capt. Sandeep Anand

Chief Executive Officer- Marketing

Suresh Kumar Ramiah Chief Executive Officer

#### **Devanand Mojidra**

Company Secretary & Compliance Officer M.N.: A14644



## Statement of Cash Flows

for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Operating activities		
Profit before tax from continuing operations	42,630	19,669
Profit before tax from discontinued operations	198	256
Profit before tax	42,828	19,925
Adjustments to reconcile profit before tax to net cash flow:		
Depreciation and amortisation expense	9,206	10,247
Fair value loss on financial instruments (net)	78	100
Provision for Insurance claims receivable	-	350
Impairment loss recognized under expected credit loss model	2,104	1,057
Bad debts / advances written off	531	321
Liabilities no longer required written back	(354)	(177)
Rental income	(299)	(28)
Finance costs	4,489	6,213
Finance income	(1,472)	(1,223)
Dividend income	(21,031)	(15,330)
(Gain)/Loss on disposal of property, plant and equipment (net)	(2,244)	(1,284)
Asssets written off	-	103
(Profit) on sale of current investments (net)	(59)	(28)
Unrealised foreign exchange (Gain)/loss differences	727	(280)
Impairment (reversal)/provision Loan receivable from subsidiary	(488)	349
Provision for Unbilled Revenue	-	44
Provision for receivables against sale of property, plant and equipment	-	49
Impairment provision on interest receivable from subsidiary	-	133
(Profit) on sale of investments in subsidiary	(169)	_
*	33,847	20,541
Working capital adjustments:		
(Increase) in trade receivables	(19,623)	(25,908)
Decrease in loans and advances	1,560	_
Decrease in inventories	298	187
(Increase) in other current and non current assets	(914)	(6,974)
Increase in trade payables, other current and non current liabilities	(3,896)	33,337
Increase in provisions	61	120
Cash generated from operating activities	13,161	21,302
Income tax paid (net of refunds) (net)	(9,091)	(4,275)
Net cash flows from operating activities (A)	4,071	17,027
Investing activities	-1,071	1770=7
Proceeds from sale of property, plant and equipment	2,997	2,748
Purchase of property, plant and equipment (including capital work in progress and capital	(1,407)	(423)
advances)		(420)
Purchase of Non-current investments	(4,750)	
Proceeds from Sale of Non current Investments	44	
Purchase of current investments	(52,866)	(18,598)
Proceeds from sale of current investments	42,368	16,226

# Statement of Cash Flows

### for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Dividend received	19,924	15,330
Proceeds from redemption of Reedemable prefernce shares	1,000	-
Proceeds from Redemption of Optionally Convertible Debentures	10,047	6,050
Advance Against Sale of Investments	-	125
Advance Against Optionally Convertible Debentures Redemption	-	4,650
Rent received	299	28
Interest income received	1,081	211
Interst income received on ICDs	-	728
Loans and advances received back from subsidiaries	28,546	12,191
Loans and advances given to subsidiaries	(37,934)	(23,353)
Inter-Corporate deposits received back	1,004	5,000
Inter-Corporate deposits given	(1,000)	(2,500)
Fixed deposits with maturity period more than three months (placed) / matured (net)	(23)	573
Net cash flows from investing activities (B)	9,329	18,986
Financing activities		
Proceeds from non-current borrowings	20,168	19,210
Repayment of non-current borrowings	(19,242)	(31,433)
Proceeds from current borrowings	110,558	53,462
Repayment of current borrowings	(1,08,962)	(65,501)
Lease payments	(686)	(649)
Interest on leases	(579)	(620)
Finance costs	(3,762)	(5,745)
Payment of dividend (inclusive of tax on dividend)	(7,369)	(4,909)
Net cash flows (used in) financing activities (C)	(9,874)	(36,185)
Net (decrease) in cash and cash equivalents (A+B+C)	3,526	(172)
Cash and cash equivalents at the beginning of the year (refer note 7.3)	3,478	3,650
Cash and cash equivalents at year end (refer note 7.3)	7,004	3,478
Component of cash and cash equivalents		
Summary of significant accounting policies (refer note 2)		

### As per our report of even date For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 Chartered Accountants

### per Govind Ahuja

Membership No: 048966

Mumbai

Date: May 26, 2022

### For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

### Shashi Kiran Shetty

Chairman & Managing Director DIN: 00012754

### Deepal Shah

Deputy Group Chief Financial Officer M.N.: 101639

Mangalore/Mumbai Date: May 26, 2022

### Mohinder Pal Bansal Independent Director DIN:01626343

Capt. Sandeep Anand Chief Executive Officer- Marketing

### Suresh Kumar Ramiah

Chief Executive Officer

### **Devanand Mojidra**

Company Secretary & Compliance

M.N.: A14644

# Statement of Changes in Equity

for the year ended 31 March 2022

Particulars N		equity snare capital					Other equity	uity					
	No of shares	Share	Share Securities capital premium	Tonnage tax reserve	Tonnage tax reserve Utilised	General	Capital redemption reserve (CRR)	Capital reserve	Retained earnings	Cash flow hedge reserves (OCI)	Remeasurements of gains / (losses) on defined benefit plans(OCI)	Discontinued Operations (Note 42)	Total equity attributable to equity holders of the Company
As at 1st April 2020	24,56,95,524	4,914	32,964	09	152	14,033	211	34	94,835	1	-10	-	1,47,193
Profit for the year	1	1	I	1	I	I	I	I	19,149	I	I	I	19,149
Other comprehensive income (net of taxes)	1	ı	I	ı	I	I	I	I	I	(220)	69	I	(109)
Cash dividend on equity shares	1	1	ı	1	ı	1	ı	ı	(4,914)	ı	1	ı	(4,914)
On account of business combinations (refer note 38)			I	1	I	I	I	20	684	1	I	I	734
As at 31st March 2021	24,56,95,524	4,914	32,964	09	152	14,033	211	84	1,09,755	(220)	59	-	1,61,662
Profit for the year	1	•	1	1	1	1	1	1	36,518	1	1	129	36,647
Other comprehensive income (net of taxes)	1	•	1	1	1	1	1	1	1	684	(37)	1	648
Cash dividend on equity shares	-	'	1	'	1	'	1	1	(7,373)	1	1	•	(7,373)
As at 31 March 2022	24,56,95,524	4,914	32,964	09	152	14,033	211	84	1,38,900	114	22	129	1,91,584

Refer note 12.1 of Equity Share Capital and 12.2 for details pertaining to the nature of the abovementioned reserves in other equity.

For S.R. Batilibol & Associates LIP ICAI firm registration No: 101049W/F300004
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For and on behalf of Board of directors of Allcargo Logistics Limited

CIN NO:L63010MH2004PLC073508

Chartered Accountants

per Govind Ahuja

Membership No: 048966

Mumbai Date: May 26, 2022

Mangalore/Mumbai Date: May 26, 2022

Capt. Sandeep Anand Chief Executive Officer- Marketing Independent Director DIN:01626343 Deepal Shah Deputy Group Chief Financial Officer M.N.: 101639 **Shashi Kiran Shetty** Chairman & Managing Director DIN: 00012754

**Devanand Mojidra** 

Suresh Kumar Ramiah Chief Executive Officer

**Mohinder Pal Bansal** 

Company Secretary & Compliance Officer

M.N.: A14644

### as at and for the year ended 31 March 2022

### 1. Corporate Information

Allcargo Logistics Limited (the 'Company') was incorporated on 18 August 1993 and is a leading multinational Company engaged in providing integrated logistics solutions and offers specialised logistics services across multimodal transport operations, inland container depot, container freight station operations, contract logistics operations and project and engineering solutions.

The Company is a public limited Company, domiciled in India and incorporated under the provisions of the Companies Act, 1956 and has its registered office at 6<sup>th</sup> floor, Avvashya house, CST road, Kalina, Santacruz (east), Mumbai – 400098, Maharashtra, India. The Company is listed on BSE Limited and National Stock Exchange of India Limited.

The standalone financial statements were authorised for issue in accordance with a resolution of the directors on May 26, 2022.

### 2. Significant accounting policies

### 2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) (Amendment) Rules, 2015 (as amended from time to time) under the provisions of the Companies Act, 2013 (the 'Act') and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements. These financial statements are prepared under the historical cost convention on the accrual basis except for derivative financial instruments and certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments). The financial statements have been prepared on a going concern basis.

The financial statements are presented in INR and all values are rounded to the nearest Lakhs (INR 00,000) except when otherwise indicated.

### **Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized within twelve months after the reporting period, or
- 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 treated as current when it is:

- 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, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities as classified as non-current.

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.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.

### 2.2 Summary of significant accounting policies

### a. Business combinations and goodwill:

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance

as at and for the year ended 31 March 2022

with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Sharebased Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Noncurrent Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred.

Common control business combination: Business combinations involving entities or businesses that are controlled by the group are accounted using the pooling of interest method.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cashgenerating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

### b. Investment in associates and joint ventures

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries. The Company's Investments in its associate and joint venture is recognised at cost less impairment loss (if any).

Upon loss of significant influence over the associate or joint control over the joint venture, the Company measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and or proceeds from disposal is recognised in profit or loss

### c. Foreign currencies:

Transactions in foreign currencies are initially recorded at their respective functional currency (i.e. Indian rupee) spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

a) Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting

as at and for the year ended 31 March 2022

entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

 Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

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

Exchange differences arising on translation / settlement of foreign currency monetary items are recognised as income or expenses in the period in which they arise.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

### d. 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 transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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:

- 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 categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### e. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The specific recognition criteria described below must also be met before revenue is recognised.



as at and for the year ended 31 March 2022

### Multimodal transport income

Export revenue and import revenue is recognised when the vessel arrives at the port of destination which is the Company's completion of performance obligation.

### Container freight station income

Income from Container Handling is recognised on completion of its performance obligation.

Income from Ground Rent is recognised for the period the container is lying in the Container Freight Station as per the terms of arrangement with the customers.

### Project and equipment income

Revenue for project related services includes rendering of end to end logistics services comprising of activities related to consolidation of cargo, transportation, freight forwarding and customs clearance services. Income and fees are recognized on percentage of completion method. Percentage of completion is arrived at on the basis of proportionate costs incurred to date of total estimated costs, milestones agreed or any other suitable basis, provided there is a reasonable completion of activity and provision of services.

Income from hiring of equipment's including trailers cranes etc is recognised on the basis of actual usage of the equipment's as per the contractual terms.

### Income from Logistics Park

Rental income arising from leasing of warehouses and is accounted for on a straight-line basis over the lease term.

### Others

Reimbursement of cost is netted off with the relevant expenses incurred, since the same are incurred on behalf of the customers.

Interest income is recognised on time proportion basis. Interest income is included in finance income in the Statement of Profit and Loss.

Dividend income is recognised when the Company's right to receive the payment is established i.e. the date on which shareholders approve the dividend.

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms.

Business support charges are recognized as and when the related services are rendered.

### f. Contract balances

Contract balances include trade receivables, contract assets and contract liabilities.

### 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). Trade receivables are separately disclosed in the financial statements.

### Contract assets

Contract asset includes the costs deferred for multimodal transport operations relating to export freight & origin activities and Container freight stations operations relating to import handling and transport activities where the Company's performance obligation is yet to be completed.

Additionally, a contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

### **Contract liabilities**

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

### g. Taxes

### Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred tax**

Deferred tax is provided using liability approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

a) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination

as at and for the year ended 31 March 2022

- and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- b) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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, except:

- a) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- b) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

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

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities

and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

# Sales/value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/value added taxes paid, except:

- a) When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- b) When receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### h. Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the

as at and for the year ended 31 March 2022

asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The group treats sale of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and

Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

### i. Property, plant and equipment

Freehold land is carried at historical cost. Other property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition of tangible assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress is stated at cost.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific

useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

### **Depreciation**

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category	Useful lives ( in years )
Building	30 to 60
Plant and machinery	15
Heavy equipments	12
Furniture and fixtures	10
Vehicles	8 to 10
Computers	3 to 6
Office equipments	5
Leasehold land	30 to 999
Leasehold improvements	shorter of the estimated useful life of the asset or the lease term not exceeding 10 years

The Company, based on internal assessment and management estimate, depreciates certain items of Heavy Equipments and Office Equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### j. Investment property

An investment in land or building, which is not intended to be occupied substantially for use by, or in the operations of the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

as at and for the year ended 31 March 2022

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management which is 60 years.

Investment properties are measured initially and subsequently at cost, though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee or on the basis of appropriate ready reckoner value based on recent market transactions.

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

Transfers are made to (or from) investment properties only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

### k. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Computer software is amortised on a straight-line basis over a period of 6 years basis the life estimated by the management. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the

end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

### I. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.



as at and for the year ended 31 March 2022

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset exceeds neither its recoverable amount nor the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

### m. Borrowing costs

Borrowing costs includes interest and amortisation of ancillary cost over the period of loans which are incurred in connection with arrangements of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### n. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group has assessed/evaluated the impact of rent concessions offered during the break out of COVID 19 pandemic and considered its impact to be immaterial and applied the practical expedient mentioned in the amendment done to Ind as 116 "Leases" and considered

such related rent concessions not falling within the scope of lease modifications.

### Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### i. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Company does not have any Right-of-use assets which are depreciated on a straight-line basis for the period shorter of the lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (m) Impairment of non-financial assets.

### ii. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate

as at and for the year ended 31 March 2022

at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

### iii. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases i.e., those leases that have a lease term of 12 months or less from the date of transition. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense over the lease term.

### Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

### o. Inventories

Inventories of stores and spares are valued at cost or net realisable value whichever is lower. The cost is determined on first in first out basis and includes all charges incurred for bringing the inventories to their present condition and location.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make sale.

### p. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

### q. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extreme rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

### r. Retirement and other employee benefits

### Short-term employee benefits

Employee benefits payable wholly within twelve months of availing employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short term employee benefits such as salaries and wages, bonus and ex-gratia to be paid in exchange of employee services are recognized in the period in which the employee renders the related service.

### **Post-employment benefits**

### **Defined contribution plans:**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution is recognized as an expense in the Statement of Profit and Loss during the period in which employee renders the related service. There

as at and for the year ended 31 March 2022

are no other obligations other than the contribution payable to the Provident Fund and Employee State Insurance Scheme.

### Defined benefit plan:

Gratuity liability, wherever applicable, is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Companys' gratuity benefit scheme is a defined benefit plan.

The Company makes contributions to a trust administered and managed by an Insurance Company to fund the gratuity liability. Under this scheme, the obligation to pay gratuity remains with such Company, although the Insurance Company administers the scheme.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. The Company presents the leave as a short-term provision in the balance sheet to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as long-term provision.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

### s. 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 assets**

### Initial recognition and measurement

All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair

value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

### **Subsequent measurement**

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

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

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

### i. Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met –

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

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

### ii. Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

 The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

### as at and for the year ended 31 March 2022

- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition 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.

### iii. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt 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 debt 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 debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### iv. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments made by the Company in subsidiaries, associates and joint ventures are carried at cost less impairment loss (if any).

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from a 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 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.

### 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 financial assets which are not fair valued through statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 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. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

As a practical expedient, The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-



as at and for the year ended 31 March 2022

looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

### **Financial liabilities**

### Initial recognition and measurement

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 in an effective hedge, as appropriate.

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

In order to hedge its exposure to interest rate risks on external borrowings, the Company enters into interest rate swap contracts. The Company does not hold derivative financial instruments for speculative purposes. The derivative instruments are marked to market and any gains or losses arising from changes in the fair value of derivatives are taken directly to the Statement of Profit and Loss

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

### Subsequent measurement

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

### 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 derecognised 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 amortization is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

## Derivative Financial Instruments and Hedge Activity

The Company uses various derivative financial instruments such as interest rate swaps, Crosscurrency swaps and forwards to mitigate the risk of changes in interest rates and exchange rates. At the inception of a hedge relationship, the Company

formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value.

Derivatives are carried as Financial Assets when the fair value is positive and as Financial Liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or is treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a Non-Financial Assets or Non-Financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of recognized asset or liability or an unrecognized firm commitment.
- Cash flow hedges when hedging the exposure
  to variability in cash flows that is either
  attributable to a particular risk associated
  with a recognized asset or liability or a
  highly probable forecast transaction or the
  foreign currency risk in an unrecognized firm
  commitment.
- 3. Hedges of a net investment in foreign operation.

At the inception of hedge relationship, the Company formally designates and documents the hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to change in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving the offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been

as at and for the year ended 31 March 2022

highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

### Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognized in OCI in the cash flow hedge reserves, while ineffective portion is recognized immediately in the statement of profit and loss. The Company uses future stream of annual dividends receivable from its wholly owned subsidiary company as well as receivables from overseas customers as hedges of its exposure to foreign currency risk in the forecast transaction. The ineffective portion relating to Cross currency Interest rates swap is routed through the statement of profit and loss. Amount recognized as OCI are transferred to profit and loss when the hedged transaction affects profit or loss. When the hedged item is the cost of non-financial asset or non-financial liability, the amount recognized as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition 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.

### t. Cash and cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### u. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated in the Cash flow statement.

### v. Earnings per equity share

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

For the purpose of calculating diluted earnings per share, the net profit of the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### w. Dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### 2.3 New amended in Ind AS

### (i) Ind AS 116: COVID-19 related rent concessions

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020.

These amendments had no impact on the financial statements of the Company.

### (ii) Amendments to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the financial statements of the Company as it does not have any interest rate hedge relationships.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for relationships to which the reliefs as per the amendments in Ind AS



as at and for the year ended 31 March 2022

109 are applied. These amendments are applicable for annual periods beginning on or after the 1 April 2020. These amendments are not expected to have a significant impact on the Company's financial statements.

### (iii) Ind AS 103: Business Combinations

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards\* issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments had no impact on the financial statements of the Group.

# 2.4 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. Some of the significant accounting judgement and estimates are given below:

### **Revenue recognition**

The Company uses percentage of completion method in accounting of revenue for project division which includes rendering of end to end logistics services comprising of activities related to consolidation of cargo, transportation, freight forwarding and customs clearance services. Use of the percentage of completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Percentage of completion is arrived at on the basis of proportionate costs incurred to date of total estimated costs, milestones agreed or any other suitable basis, provided there is a reasonable completion of activity and provision of services. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

# Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the noncancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

### Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the credit rating).

### Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes.

### 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 including the discounted cash flow (DCF) model. The inputs to these

as at and for the year ended 31 March 2022

models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 31 for further disclosures.

### 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 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.

### Taxes

MAT credit is earned by the Company when the normal tax payable as per taxable profit is less than the MAT payable as per book profits. MAT credit earned is the difference between the MAT paid and normal tax payable.

Significant judgement is required to check the utilization of the MAT credit based on the likely growth in profitability of the Company and the likely additions made to the property, plant and equipment upto the expiry of the MAT credit earned.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit and Loss.

get transfer to TransIndia Realty & Logistics Parks Limited (Resulting Company) upon the Scheme becoming effective. (refer note 43)



# Notes to the standalone financial statements

as at and for the year ended 31 March 2022

											(₹ in Lakhs)
Description	Freehold Land	Freehold Leasehold Land Land	Building	Leasehold improvements	Plant and machinery	Heavy equipments	Vehicles	Office Equipment	Computers	Furniture & fixtures	Total
Cost or valuation											
Gross Block											
Balance as at 01 April 2020	4,668	4,128	32,015	1,985	6,411	52,032	915	534	920	2,543	106,151
Additions	I	ı	88	I	69	III	8	П	67	164	518
Disposals	1	(37)	(8)	1	(44)	(11,650)	(1)	(2)	(3)	(12)	(11,757)
Balance as at 31 March 2021	4,668	4,091	32,095	1,985	6,436	40,493	922	543	984	2,694	94,912
Additions	1	1	82	'	88	97	531	18	192	185	1,193
Disposals	(43)	(3,158)	(1,310)	-	(402)	(6,118)	(65)	(1)	(1)	-	(11,100)
Discontinued Operations (Refer note 45)	1	1	(I)	(139)	(578)	(4,012)	(61)	(2)	(99)	(78)	(4,938)
Balance as at 31 March 2022	4,625	933	30,866	1,846	5,541	30,460	1,327	558	011,1	2,801	80,067
Depreciation											
Balance as at 01 April 2020	1	812	3,641	1,264	2,991	31,381	364	275	588	1,408	42,724
Depreciation for the year	ı	160	899	282	638	6,653	102	59	141	296	9,231
Disposals	1	(17)	(4.26)		(23)	(10,209)	(1)	(2)	(2)	(6)	(10,267)
Balance as at 31 March 2021	1	922	4,536	1,546	3,606	27,825	465	332	727	1,695	41,688
Depreciation for the year	1	125	868	Ш	470	5,809	121	107	127	260	8,028
Disposals	1	(938)	(369)	-	(320)	(5,741)	(23)	(1)	1	-	(7,451)
Discontinued Operations (Refer note 45)	1	1	(I)	(83)	(367)	(3,992)	(54)	(2)	(61)	(11)	(4,630)
Balance as at 31 March 2022	1	142	5,065	1,574	3,360	23,901	479	436	792	1,885	37,633
Net Block											
As at 31 March 2021	4,668	3,136	27,559	439	2,830	12,668	457	211	257	1,000	53,224
As at 31 March 2022	4,625	792	25,798	271	2,181	6,557	848	122	318	916	42,431

The Company has leased out Cranes and Equipments for a period ranging 6-9 months. The Lease rental income recognised in the Statement of Profit and Loss is ₹ 12,635 Lakhs (31 March 2021: ₹ 12,509 Lakhs). The Net Value of the Assets leased out is ₹ 4,818 Lakhs (31 March 2021: ₹ 8,838 Lakhs). The depreciation recognised in the statement of profit and loss for the assets leased out during the year is 🔻 3,961 Lakhs (31 March 2021: ₹ 4,233 Lakhs)

The Company held the below mentioned Immovable Properties whose title deeds are not held in the name of the Company, details are as below:-2)

Relevant line item in the Balance sheet	Description of item of property (Land/Building)	Gross carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/	Property held since which date	Reason for not being held in the name of the company
Property, Plant Freehold land and Equipment	Freehold land	702	Mr. Shashi Kiran Shetty	Mr. Shashi Kiran Chairman and Managing Shetty Director (Promoter)	7 Years	7 Years Mr. Shashi Kiran Shetty, Chairman & Managing Director of the Company, is holding land admeasuring 57 acre 17 gunthas in the Nagpur for and on behalf of the Company under Trusteeship Agreement entered by the Company with him. Further, pursuant to Scheme of Arrangement and Demerger ("the Scheme") approved by the Board of Directors on 23 <sup>rd</sup> December, 2021, the said land would

3.1 Property, plant and equipment

as at and for the year ended 31 March 2022

### 3.2 Right-of-use Assets

(₹ in Lakhs)

Description	Leasehold Land	Building	Heavy equipments	Furniture & fixtures	Total
Balance as at 31 March 2020	307	6,382	93	123	6,906
Additions	-	171	-	-	171
Depreciation for the year	(29)	(761)	(89)	(32)	(911)
Balance as at 31 March 2021	278	5,792	4	92	6,166
Additions	-	123	-	-	123
Deletions	-	(37)	-	-	(37)
Discontinued Operations (Refer note 45)	-	(15)	-	-	(15)
Depreciation for the year	(29)	(823)	(4)	(32)	(888)
Balance as at 31 March 2022	249	5,040	-	60	5,349

### 3.3 Capital work-in-progress:

(₹ in Lakhs)

Description	As at 31 March 2022	As at 31 March 2021
Capital work-in-progress* (refer note 45)	198	230

<sup>\*</sup>Capital work-in-progress mainly consists of activities undertaken on leasehold / freehold land for constructing warehouses.

### a) CWIP Ageing schedule

As at 31 March 2022

(₹ in Lakhs)

		Amount in CWIP	for a period of		
Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	-	33	165	-	198
	-	33	165	-	198

### As at 31 March 2021

(₹ in Lakhs)

		Amount in CWIP	for a period of		
Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	33	197	-	-	230
	33	197	-	-	230



as at and for the year ended 31 March 2022

### 4 Intangible assets

	(₹ in Lakhs)
Description	Computer software
Gross Block	
Balance as at 01 April 2020	903
Additions	30
Balance as at 31 March 2021	933
Additions	97
Disposals	(24)
Discontinued Operations (Refer note 45)	(101)
Balance as at 31 March 2022	904
Amortisation	
Balance as at 01 April 2020	626
For the year	106
Balance as at 31 March 2021	732
For the year	95
Disposals	24
Discontinued Operations (Refer note 45)	(70)
Balance as at 31 March 2022	781
Net book value	
As at 31 March 2021	201
As at 31 March 2022	123

### 5 Intangible assets under development (refer note 45)

a) Ageing of Intangible Assets under Development (IAUD) is as below:

### As at 31 March 2022

(₹ in Lakhs)

		Amount in IAUI	) for a period of		
Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	15	-	-	-	15
	15	-	-	-	15

### As at 31 March 2021

(₹ in Lakhs)

		Amount in IAUD	for a period of		
Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	26	-	-	_	26
	26	_	_	_	26

There are no Projects whose completion is overdue or has exceeded its cost.

as at and for the year ended 31 March 2022

### 6.1 Investments in associates and joint ventures

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Unquoted equity instruments (fully paid-up)		
Investment in associates		
Haryana Orbital Rail Corporation Limited (HORCL): 2,00,00,000 (31 March 2021: 10,000) equity shares of ₹ 10 each	2,000	1
Allcargo Logistics Lanka (Private) Limited : 4 (31 March 2021: 4) Ordinary shares of Sri Lankan Rupee 10 each (Value less than ₹ 1 lakh)	**	**
	2,000	1
Investment in joint ventures		
Avvashya CCI Logistics Private Limited: 16,00,994 (31 March 2021: 16,00,994) equity shares of ₹10 each	18,092	18,092
Allcargo Logistics Park Private Limited: 38,67,840 (31 March 2021: 38,67,840) equity shares of ₹10 each	423	423
Transnepal Freight Services Private Limited: 43,600 (31 March 2021: 43,600) equity shares of Nepalese Rupee 100 each	14	14
Altcargo Oil and Gas Private Limited: 7,400 (31 March 2021: 7,400) equity shares of ₹ 10 each	1	1
	18,529	18,529
Total Investment in associates and joint ventures	20,530	18,529

### 6.2 Investments in subsidiaries

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Unquoted equity instruments (fully paid-up)	31 March 2022	31 Mulcii 2021
Investment in wholly owned subsidiaries		
Transindia Logistic Park Private Limited : 12,000 (31 March 2021: 12,000) equity shares of ₹ 10 each	7,775	7,775
Allcargo Belgium N.V.: 11,500 (31 March 2021: 11,500) equity shares of Euro 1,000 each	6,848	6,848
Ecu International (Asia) Private Limited: 52,341 (31 March 2021: 52,341) equity shares of ₹10 each	80	80
Contech Logistics Solutions Private Limited: 10,000 (31 March 2021: 10,000) equity shares of ₹ 100 each	22	22
Allcargo Inland Park Private Limited: 2,40,50,000 (31 March 2021: 2,40,50,000) equity shares of ₹10 each	2,405	2,405
AGL Warehousing Private Limited: 11,000 (31 March 2021: 11,000) equity shares of ₹10 each	2	2
Allcargo Multimodal Private Limited : 2,00,00,002 (31 March 2021: 2,00,00,002) equity shares of ₹ 10 each	2,000	2,000
Avvashya Supply Chain Private Limited (formerly known as South Asia Terminals Private Limited): 65,25,000 (31 March 2021: 65,25,000) equity shares of ₹ 10 each	336	336
Jhajjar Warehousing Private Limited : 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Koproli Warehousing Private Limited : 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Bhiwandi Multimodal Private Limited: 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**



as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Allcargo Warehousing Management Private Limited :2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Malur Logistics and Industrial Parks Private Limited : 2,00,000 (31 March 2021: 2,00,000) equity shares of ₹ 10 each [refer note 40(d)]	322	322
AGLBangladesh Private Limited: 9,999 (31 March 2021: 9,999) equity shares of Takka ₹10 each (Value less than ₹1 lakh)	1	1
Marasandra Logistics and Industrial Parks Private Limited : 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Venkatapura Logistics and Industrial Parks Private Limited : 2,00,000 (31 March 2021: 2,00,000) equity shares of ₹ 10 each	20	20
Allcargo Terminals Limited (Formerly known as Allcargo Terminals Private Limited): 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Avvashya Inland Park Private Limited : 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Avvashya Projects Private Limited : 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Panvel Indutrial Parks Private Limited: 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	非非	**
Hoskote Warehousing Private Limited: 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Dankuni Industrial Parks Private Limited: 2 (31 March 2021: 2) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
	19,811	19,811
Less: Provision for permanent diminution		
Avvashya Supply Chain Private Limited (formerly known as South Asia Terminals Private Limited)	(336)	(336)
Transindia Logistic Park Private Limited	(4,848)	(4,848)
	(5,184)	(5,184)
Net investment in wholly owned subsidiaries	14,627	14,627
Investment in subsidiaries		
Gati Limited 5,81,68,975 (31 March 2021: 5,71,45,955) equity shares of ₹ 2 each**	46,006	43,256
Combi Line Indian Agencies P Ltd: Nil (31 March 2021: 25,444) equity shares of ₹ 100 each (Strike off w.e.f. 27 <sup>th</sup> October, 2021)	-	25
	46,006	43,281
Unquoted preference instruments (fully paid-up)		
Investment in preference shares of wholly owned subsidiaries (fully paid-up)		
AGL Warehousing Private Limited: 1,09,420 (31 March 2021: 1,49,420) 1% redeemable, non cumulative, non convertible preference shares of ₹ 100 each	2,736	3,736
Contech Logistics Solutions Private Limited: 15,939 (31 March 2021: 15,939) 10% redeemable, non cumulative, non convertible preference shares of ₹100 each	1,594	1,594
	4,329	5,329

as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Unquoted Class B Optionally Convertible Debentures instruments (fully paid-up)		
Allcargo Multimodal Private Limited: 0.0001%, 25,32,16,077 (31 March 2021: 13,54,90,163) Class B Optionally Convertible Debentures of ₹ 10 each (refer note 46)	25,322	13,549
Allcargo Inland Park Private Limited: 0.0001%, 2,14,44,117 (31 March 2021: 8,35,42,975) Class B Optionally Convertible Debentures of ₹ 10 each (refer note 46)	2,144	8,354
Malur Logistics and Industrial Park Private Limited: 0.0001%, 19,41,61,639 (31 March 2021: 19,41,61,639) Class B Optionally Convertible Debentures of ₹ 10 each	19,416	19,416
Venkatpura Logistics and Industrial Park Private Limited: 0.0001%, 1,45,08,504 (31 March 2021: 1,42,73,009) Class B Optionally Convertible Debentures of ₹ 10 each	1,451	1,427
	48,333	42,747
Total Investment in subsidiaries	1,13,296	1,05,984

<sup>\*</sup> The Company has entered into an agreement with shareholders of Haryana Orbital Rail Corporation Limited (HORCL) to acquire 7.6% equity stake. Accordingly, the company has invested ₹ 2,000 Lakhs in equity of HORCL.

### 6.3 Investments in Others

(₹ in Lakhs) 31 March 2022 31 March 2021 **Particulars** Unquoted Class B Optionally Convertible Debentures instruments (fully paid-up) Kalina Warehousing Private Limited: 0.0001%, 66,39,837 (31 March 2021: 48,52,942) Class B 664 486 Optionally Convertible Debentures of ₹ 10 each Panvel Warehousing Private Limited: 0.0001%, 1,54,94,360 (31 March 2021: 40,74,691) Class B 1,550 407 Optionally Convertible Debentures of ₹ 10 each Allcargo Logistics and Industrial Park Private Limited: 0.0001%, 2,77,91,474 (31 March 2021: 2,779 2,779 2,77,91,474) Class B Optionally Convertible Debentures of ₹ 10 each Madanahatti Logistics and Industrial Park Private Limited: 0.0001%, 22,11,934 (31 March 2021: 168 222 16,78,154) Class B Optionally Convertible Debentures of ₹ 10 each **Total Investment in others** 5,215 3,840

<sup>\*\*</sup> In accordance with approval of the Board of Directors of the Company in its meeting held on Friday, June 11, 2021, the Company has subscribed and its subsidiary Gati Limited has allotted 10,23,020 Equity Shares of face value of ₹ 2 each ("Equity Shares") at a price of ₹ 97.75/- per Equity Share at a premium of ₹ 95.75/- per Equity Share, aggregating up to ₹1,000 Lakhs and issued 71,61,120 Equity Warrants at a Price of ₹ 97.75/- per Equity Warrants with the Company having the right to apply for and be allotted 1 (One) Equity Share of the face value of ₹ 2/- each of Gati Limited at a premium of ₹ 95.75/- per equity share for each Equity warrant within a period of 18 (Eighteen) months from the date of allotment of the warrants, aggregating up to ₹ 7,000 Lakhs, being the Promoter of Gati Limited on Preferential issue basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended, and in compliance with applicable laws and regulations. Consequently, the shareholding of the Company in Gati Limited increased to 47.30% of the enhanced paid up equity share capital of the Gati Limited and on fully diluted basis it is 50.20% (after the conversion of the Equity Warrants). Further, the Company has paid the 25% of the Equity Warrants amount on upfront basis and remaining 75% will be paid on the exercise of the option of conversion of the warrants.



as at and for the year ended 31 March 2022

### 7 Financial Assets

### 7.1 Investments

Non-current investments  Quoted equity instruments at fair value through statement of profit and loss (fully paid-up)  Reliance Industries Limited: 3,816 (31 March 2021: 3,816) equity shares of ₹ 10 each  Tata Motors Limited: 1,800 (31 March 2021: 1,800) equity shares of ₹ 2 each  TGV SRAAC Ltd (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited: 250 (31 March 2021: 250) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Unquoted equity instruments at fair value through other comprehensive income* (fully paid-up)  Alltrans Logistics Private Limited: 200 (31 March 2021: 200) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	101 8 **	77 6 **
Quoted equity instruments at fair value through statement of profit and loss (fully paid-up)  Reliance Industries Limited: 3,816 (31 March 2021: 3,816) equity shares of ₹ 10 each  Tata Motors Limited: 1,800 (31 March 2021: 1,800) equity shares of ₹ 2 each  TGV SRAAC Ltd (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited: 250 (31 March 2021: 250) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Unquoted equity instruments at fair value through other comprehensive income* (fully paid-up)  Alltrans Logistics Private Limited: 200 (31 March 2021: 200) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900) Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	**	**
Reliance Industries Limited: 3,816 (31 March 2021: 3,816) equity shares of ₹ 10 each  Tata Motors Limited: 1,800 (31 March 2021: 1,800) equity shares of ₹ 2 each  TGV SRAAC Ltd (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited: 250 (31 March 2021: 250) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Unquoted equity instruments at fair value through other comprehensive income* (fully paid-up)  Alltrans Logistics Private Limited: 200 (31 March 2021: 200) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	**	**
Tata Motors Limited: 1,800 (31 March 2021: 1,800) equity shares of ₹ 2 each  TGV SRAAC Ltd (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited: 250 (31 March 2021: 250) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Unquoted equity instruments at fair value through other comprehensive income* (fully paid-up)  Alltrans Logistics Private Limited: 200 (31 March 2021: 200) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	**	**
TGV SRAAC Ltd (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited: 250 (31 March 2021: 250) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Unquoted equity instruments at fair value through other comprehensive income* (fully paid-up)  Alltrans Logistics Private Limited: 200 (31 March 2021: 200) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	**	**
March 2021: 250) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Unquoted equity instruments at fair value through other comprehensive income* (fully paid-up)  Alltrans Logistics Private Limited : 200 (31 March 2021: 200) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	**	**
Paid-up)  Alltrans Logistics Private Limited: 200 (31 March 2021: 200) equity shares of ₹ 10 each (Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	1	
(Value less than ₹ 1 lakh)  Zorastrian Co-op. Bank Limited: 4,000 (31 March 2021: 4,000) equity Shares of ₹ 25 each  NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	1	
NSL Wind Power Company (Phoolwadi) Private Limited: 13,900 (31 March 2021: 13,900)  Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and		1
Equity Shares of ₹ 10 each  *Investments at fair value through OCI (fully paid) reflect investment in quoted and	1	
		1
unquoted equity securities and quoted debt securities. These equity shares are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the Company.		
Unquoted equity instruments at fair value through statement of profit and loss** (fully paid-up)		
Kalina Warehousing Private Limited: 10,000 (31 March 2021: 10,000) equity shares of ₹ 10 each	1	1
Panvel Warehousing Private Limited : 10,000 (31 March 2021: 10,000) equity shares of ₹ 10 each	1	1
Madanahatti Logistics and Industrial Parks Private Limited : 60,000 (31 March 2021: 60,000) equity shares of ₹ 10 each	6	6
Allcargo Logistics and Industrial Parks Private Limited : 1,80,000 (31 March 2021: 1,80,000) equity shares of ₹ 10 each	24	17
**On dilution of its equity stake in two of its Wholly Owned Subsidiaries namely "Madanahatti Logistics and Industrial Park Private Limited" and "Allcargo Logistics and Industrial Park Private Limited" and on subscription of 90% Compulsorily Convertible Debentures (CCDs) in "Kalina Warehousing Private Limited" and Panvel Warehousing Private Limited" by "BRE Asia Private Limited" (hereinafter called 'investor) which carries voting rights as per definitive transaction documents, the Company has opted to fair value its remaining stake in these companies through statement of profit and loss. These equity shares are designated as FVTPL as they are not held for trading purpose and are in similar line of business as the Company. [refer note 40(a)]		
Investment in Preference shares at fair value through statement of profit and loss (fully paid-up)		
TGV SRAAC Ltd (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited : 250 (31 March 2021: 250) 0.01% Cumulative Redeemable Preference shares of ₹ 10 each (Value less than ₹ 1 lakh)	**	**
Total non-current investments	141	111

as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Current investments		
Investments at fair value through statement of profit and loss (fully paid)		
Unquoted mutual funds		
Invesco India Liquid Fund Regular Growth : 72,312.608 units (31 March 2021 : Nil Units)	2,101	-
Invesco India Corporate Bond Fund Growth: Nil units (31 March 2021: 40,400.928 units)	-	1,003
Tata Overnight Fund-Reg Growth: 1,72,435.088 units (31 March 2021: 64,630.895 units)	1,928	700
Aditya Birla SL Overnight Fund Regular Growth: Nil units (31 March 2021: 63,116.174 units)	-	700
L&T Overnight Fund Regular Growth: 1,28,527.079 Units (31 March 2021: 32,712.673 Units)	2,028	500
Nippon India Overnight Fund Regular Growth: 17,39,185.982 Units (31 March 2021: Nil Units)	1,978	-
DSP Overnight Fund Regular Growth: 1,52,218.703 Units (31 March 2021: Nil Units)	1,728	-
Kotak Overnight Fund Regular Growth: 1,52,812.616 Units (31 March 2021: Nil Units)	1,728	-
UTI Overnight Fund Regular Growth: 68,606.249 Units (31 March 2021: Nil Units)	1,978	-
	13,469	2,903
Total current investments	13,469	2,903

### 7.2 Trade receivables

(Unsecured, considered good unless stated otherwise)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Trade receivables (refer note 45)	51,077	45,709
Receivables from associates and joint ventures (refer note 29B)	1,073	721
Receivables from other related parties (refer note 29B)	11,181	9,370
Total trade receivables	63,332	55,800
Trade receivables		
Trade receivables considered good - Secured		
Trade receivables considered good - Unsecured	63,332	55,800
Trade receivables which have significant increase in credit risk	6,754	6,605
	70,086	62,405
Impairment allowance (allowance for bad and doubtful debts)		
Trade receivables which have significant increase in credit risk	(6,754)	(6,605)
	63,332	55,800

For terms and conditions relating to related party receivables, refer note 29C.

Trade receivable amount is an agreement with the return submitted to the banks on periodic basis.



as at and for the year ended 31 March 2022

(₹ in Lakhs)

		Outstand	Outstanding for following periods from due date of payment	ng periods fron	m due date of	payment	
Particulars	current but	Less than 6 months	6 months - 1 year	1-2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	27,583	34,555	1,193	•	'	1	63,332
Undisputed Trade Receivables – which have significant increase in credit risk	1	348	677	836	402	418	2,680
Disputed Trade receivables – which have significant increase in credit risk	1	381	613	1,360	570	1,151	4,074
Total	27,583	35,283	2,484	2,195	972	1,569	70,086
As at 31 March 2021							
		Outstand	Outstanding for following periods from due date of payment	ng periods fror	n due date of	payment	
Particulars	not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	30,336	23,157	2,306	-	-	-	55,800
Undisputed Trade Receivables – which have significant increase in credit risk	1	182	1,418	1,546	189	362	3,696
Disputed Trade receivables – which have significant increase in credit risk	1	62	251	1,519	422	655	2,909
Total	30,336	23,402	3,975	3,064	612	1,016	62,405
Cash and cash equivalents							(₹ in Lakhs)
Particulars					31 Mai	31 March 2022 311	31 March 2021
Balances with banks (refer note 45)							
- On current accounts						6,976	3,429
- On unpaid dividend account						22	19
Cash on hand						9	29
						7,004	3,478

Trade receivables ageing schedule

As at 31 March 2022

### as at and for the year ended 31 March 2022

### Changes in liabilities arising from financing activities

(₹ in Lakhs)

Particulars	01 April 2021	Cash flows	Foreign exchange management	Others#	31 March 2022
Current borrowings	45,812	1,596	_	(4,648)	42,760
Interest on borrowings	83	(3,762)	-	3,725	46
Non- current borrowings	25,118	926	552	4,930	31,525
Dividends payable	17	(7,369)	-	@7,373	22
Total liabilities from financing activities	71,029	(8,609)	552	11,380	74,353

- # The 'Others' column includes the effect of reclassification of non-current borrowings to current borrowings and impact of finance cost pertaining to Commercial Paper amounting to ₹ 151 Lakhs and other borrowings amounting to ₹ 4,153 Lakhs.
- @ The Board of Directors in their meeting held on March 16, 2022 has declared Interim Dividend @ 150% i.e. ₹3 per equity share of ₹2 each.

(₹ in Lakhs)

Particulars	01 April 2020	Cash flows	Foreign exchange management	Others *	31 March 2021
Current borrowings	50,038	(12,038)	_	7,812	45,812
Interest on borrowings	529	(5,745)	-	5,299	83
Non- current borrowings	45,015	(12,223)	(99)	(7,575)	25,118
Dividends payable	13	(4,909)	-	@4,913	17
Total liabilities from financing activities	95,595	(34,916)	(99)	10,449	71,029

- \* The 'Others' column includes the effect of reclassification of non-current borrowings to current borrowings and impact of finance cost pertaining to Commercial Paper amounting to ₹ 383 Lakhs and other borrowings amounting to ₹ 5,299 Lakhs.
- @ The Board of Directors in their meeting held on March 15, 2021 has declared Interim Dividend @ 100% i.e. ₹2 per equity share of ₹2 each.

### 7.4 Other bank balances

(₹ in Lakhs)

Parti	iculars	31 March 2022	31 March 2021
-	Deposit with original maturity of more than 3 months but less than 12 months	494	476
-	Margin money deposit under lien	173	168
		667	644

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

### 7.5 Loans

(Unsecured, considered good, unless otherwise stated)

(₹ in Lakhs)

Buildendan	Non-curre	nt portion	<b>Current portion</b>	
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021
To parties other than related parties				
Loans and advances to employees (Refer note 45)	76	101	125	196
Loans to other companies	325	2,197	-	-
Other advances	-	-	359	391
	401	2,298	484	587



as at and for the year ended 31 March 2022

(₹ in Lakhs)

	Non-curre	nt portion	Current portion	
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021
To related parties				
Loans to subsidiaries, associate and joint ventures (refer note 29B)				
Loans Receivables considered good - Unsecured	27,994	25,173	20	30
Loans Receivables which have significant increase in Credit Risk	768	768	-	-
	28,762	25,941	20	30
Less: provision for loan given to subsidiaries	(768)	(768)	-	-
	27,994	25,173	20	30
Total Loans	28,395	27,470	504	617

Loans and advances in the nature of loans given to Subsidiaries are as under (Disclosure required under Sec 186(4) of the Companies Act 2013) [refer note (iii) as mentioned below]: (₹ in Lakhs)

Name of the Company	Relationship	Amount Outsta year	•	Maximum Prin Outstanding do (excluding inte	uring the year
		31 March 2022	31 March 2022 31 March 2021		31 March 2021
Non-current portion					
Allcargo Inland Park Private Limited	Subsidiary	-	3,555	-	7,373
Allcargo Multimodal Private Limited	Subsidiary	500	2,677	7,043	2,767
Avvashya Supply Chain Private Limited	Subsidiary	1,321	1,321	1,321	1,321
Jhajjar Warehousing Private Limited	Subsidiary	3	2	3	2
Koproli Warehousing Private Limited	Subsidiary	12,973	6,777	12,973	6,777
Bhiwandi Multimodal Private Limited	Subsidiary	48	37	237	37
Allcargo Warehousing Management Private Limited	Subsidiary	9	9	9	9
Malur Logistics and Industrial Parks Private Limited	Subsidiary	987	8,911	10,379	9,341
Marasandra Logistics and Industrial Parks Private Limited	Subsidiary	1,162	1,154	1,162	1,164
Allcargo Terminals Limited	Subsidiary	10,217	1	10,217	1
Avvashya Inland Park Private Limited	Subsidiary	1,340	1,325	1,340	1,325
Avvashya Projects Private Limited	Subsidiary	106	105	106	103
Transindia Logistic Park Private Limited	Subsidiary	82	60	82	60
Dankuni Industrial Parks Private Limited	Subsidiary	1	-	1	-
Hoskote Warehousing Private Limited	Subsidiary	6	-	6	-
Panvel Industrial Parks Private Limited	Subsidiary	1	-	1	-
Alx Shipping Agencies Private Limited	Subsidiary	7	-	7	_
Panvel Logistics and Warehousing Solutions Private Limited	Subsidiary	-	4	-	4
Venkatapura Logistics and Industrial Parks Private Limited	Subsidiary	-	4	-	7
Total (A)		28,762	25,941		
Current portion					
Avvashya Supply Chain Private Limited	Subsidiary	20	30	20	_
Total (B)		20	30		
Grand Total (A) + (B)		28,782	25,971		

### as at and for the year ended 31 March 2022

### Notes:

- i) The above loans have been given for business purpose.
- ii) There are no outstanding loans / advances in the nature of loan from promoters, key managerial personnel or other officers of the Company.
- iii) No Loan has been given to related parties which is repayable on demand and without terms of repayment.
- iv) Loans and advances in the nature of loans which falls under the category of 'Non-current' are re-payable after more than 1 year.

### 7.6 Other Financial assets

(₹ in Lakhs)

- 4 .	Non-curre	nt portion	<b>Current portion</b>	
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Other financial assets at FVOTCI				
Provision for mark-to-market gain on Derivative instrument [refer note 31(B)]	33	-	-	_
(A)	33	-	-	-
To parties other than related parties				
Security deposits				
Unsecured, considered good (Refer note 45)	784	761	493	584
Doubtful	-	-	21	21
	784	761	514	605
Less: Provision for doubtful deposits	-	-	(21)	(21)
(B)	784	761	493	584
Unsecured, considered good				
Receivable against sale of property, plant and equipment	-	-	60	152
Interest accrued on fixed deposits	-	-	27	26
Others	11	11	73	175
(c)	11	11	161	353
$(D) = (A) \div (B) \div (C)$	827	772	655	937
To related parties				
Security deposits (refer note 29B)	350	470	-	-
Interest accrued on loans and advances given to subsidiaries	-	-	1,603	1,107
	350	470	1,603	1,107
Less: Provision for interest accrued on loans and advances given to subsidiaries	-	-	-	(488)
(D)	350	470	1,603	619
(E) = (C) + (D)	1,177	1,242	2,257	1,556



as at and for the year ended 31 March 2022

### 8 Deferred tax assets (net)

### a. Deferred tax:

Deferred tax relates to the following:

(₹ in Lakhs)

Paralle de la constanta de la	Balance	e Sheet
Particulars	31 March 2022	31 March 2021
Depreciation and Amortisation of Property, Plant and Equipment and Intangibles	(6,349)	(8,506)
Allowances for doubtful trade receivables and advances	3,075	2,348
Provision for compensated absence	344	323
Disallowance u/s. 40(a)(ia)	616	616
Discontiuned Operations	1,055	-
Others	704	1,018
Deferred tax assets/(liabilities)	(555)	(4,201)
MAT Credit entitlement	7,653	11,292
Net deferred tax assets	7,098	7,091

### Reconciliation of deferred tax assets/(liabilities) (net):

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Opening balance	7,091	3,751
Tax credit during the year recognised in statement of profit and loss	3,964	2,630
Tax credit recognised in OCI	(318)	306
MAT Credit entitlement	(3,639)	404
Closing balance	7,098	7,091

### Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2022 and 31 March 2021:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Accounting profit before income tax	42,828	19,925
At India's statutory income tax rate of 34.944% (31 March 2021: 34.944%)	14,966	6,962
Non-taxable income for Indian tax purpose	(7,378)	(3,868)
Items not taxable as business income	110	-
Income taxable at lower rate	(1,752)	(2,677)
Non-deductible expenses	147	278
Tax effect of earlier years	24	13
Others	62	68
At the effective income tax rate of 14.50% (31 March 2021: 3.87%)	6,180	777
Income tax expense reported in the statement of profit and loss	6,180	777

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authorities.

as at and for the year ended 31 March 2022

### 9 Other assets

(Unsecured considered good, unless stated otherwise)

(₹ in Lakhs)

Particulars	Non-c	urrent	Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Capital advances	2,635	2,538	-	-
Prepaid expenses (refer note 45)	47	28	2,879	1,877
Advances for supply of services (refer note 45)	-	-	1,447	4,040
Balance with Statutory & Government Authorities (refer note 45)	-	-	744	496
Gratuity asset (refer note 25)	7	58	-	-
Others (refer note 45)	-	7	13	9
	2,690	2,631	5,082	6,422

### 10 Inventories

(valued at the lower of cost or net realisable value)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Stores and spares	501	589
Less : Provision for Stores and Spares	(210)	-
	291	589

### 11 Current Tax assets (net)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Advance tax recoverable (net of provision for tax)	4,611	2,026
	4,611	2,026

### 12.1 Equity Share capital

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Authorised capital:		
29,47,25,000 (31 March 2021: 29,47,25,000) equity shares of ₹ 2 each	5,895	5,895
500 (31 March 2021: 500) 4% cumulative redeemable preference shares of ₹100 each (31 March 2022: ₹ 50,000; 31 March 2021: ₹ 50,000) (Value less than ₹ 1 lakh)	**	**
545,000 (31 March 2021: 545,000) redeemable preference shares of ₹ 100 each	545	545
	6,440	6,440
Issued, subscribed and fully paid up:		
24,56,95,524 (31 March 2021: 24,56,95,524) equity shares of ₹ 2 each	4,914	4,914
Total issued, subscribed and fully paid up share capital	4,914	4,914

### Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.



as at and for the year ended 31 March 2022

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

(i) Reconciliation of number of the equity shares outstanding at the beginning and at the end of the year:

Equity Shares	As at 31 Ma	rch 2022	As at 31 March 2021	
	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
At the beginning of the year	24,56,95,524	4,914	24,56,95,524	4,914
Add / (Less): Movement during the year	-	-	-	-
Outstanding at the end of the year	24,56,95,524	4,914	24,56,95,524	4,914

(ii) Details of shareholders holding more than 5% equity shares of the Company

	As at 31 Ma	As at 31 March 2022		arch 2021
Name of shareholders	% holding in the class	No. of shares	% holding in the class	No. of shares
Equity shares of ₹ 2 each fully paid				
Mr. Shashi Kiran Shetty	61.96%	15,22,41,341	62.08%	15,25,19,341

(iii) Details of promoters' shareholding percentage in the Company is as below:

	As at 31 M	larch 2022	As at 31 M	arch 2021
articulars No. of Shares % ho		% holding in the class	No. of Shares	% holding in the class
Name of the Promoter				
Mr. Shashi Kiran Shetty	15,22,41,341	15,22,41,341 61.96%		62.08%
Mrs. Arathi Shetty	73,51,353	2.99%	73,51,353	2.99%
Mr. Adarsh Hegde	45,45,500	45,45,500 1.85%		1.85%
Name of the Promoter Group				
Shloka Shetty Trust	74,56,015	3.03%	74,56,015	3.03%
Mrs. Priya Adarsh Hegde	1,92,000	0.08%	1,50,000	0.06%

(iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and buy back of equity shares during the period of five years immediately preceding the reporting date:

Particulars	31 March 2022	31 March 2021
Equity shares of ₹ 2 each, fully paid up, allotted as bonus shares by capitalisation of general reserve and securities premium	-	126,048,842
Equity shares of ₹ 2 each, fully paid up, bought back by utilisation of securities premium	64,00,000	64,00,000

(v) Cash dividends on equity shares declared and paid:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Dividend ₹ 3.00 per share (31 March 2021: ₹ 2.00 per share)	7,373	4,914
	7,373	4,914

### as at and for the year ended 31 March 2022

### 12.2 Other Equity

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Securities premium (refer foot note a)	32,964	32,964
General reserve (refer foot note b)	14,033	14,033
Capital redemption reserve (refer foot note c)	211	211
Retained earnings (refer foot note d)	1,38,900	1,09,755
Remeasurements of gains / (losses) on defined benefit plans (OCI) (refer foot note e)	22	59
Cash Flow Reserves (refer note f)	114	(570)
Tonnage tax reserve (refer foot note g)	60	60
Tonnage tax reserve utilised (refer foot note g)	152	152
Capital Reserve (refer foot note h)	84	84
A)	1,86,541	1,56,747
Discontinued operations B)	129	-
Total Other Equity (C) =(A+B)	186,670	156,747

### Nature and purpose of reserves

### a) Securities premium

Securities premium is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

### b) General reserve

General reserve is used from time to time to transfer profit from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

### c) Capital redemption reserve

Capital redemption reserve represents amounts set aside on redemption of preference shares.

### d) Retained earnings

Retained earnings represents all accumulated net income netted by all dividends paid to shareholders.

# e) Remeasurements of gains / (losses) on defined benefit plans (OCI)

It comprises of actuarial gains and losses, differences between the return on plan assets and interest income on plan assets and changes in the asset ceiling (outside of any changes recorded as net interest).

### f) Cash Flow Reserves (OCI)

The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Company uses foreign currency forward contracts, cross currency swaps and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the effective portion of cash flow hedges. Amounts recognised in the effective portion of cash flow hedges is reclassified to the statement of profit and loss when the hedged item affects profit or loss (e.g. interest payments).

### g) Tonnage Tax (utilised) and Tonnage Tax Reserve

These reserves are mandatory under the Income Tax Act, 1961 for companies who opt for the Tonnage Tax Scheme prescribed under the said Act.

### h) Capital Reserve

It represents excess of net assets of transferor company over the Investments made by the Company which got cancelled in pursuance of scheme of amalgamation.



as at and for the year ended 31 March 2022

### 13 Financial liabilities

### 13.1 Borrowings

(₹ in Lakhs)

Paralle de la companya della companya della companya de la companya de la companya della company	Non-curre	Non-current portion Current portion		
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Term loans (secured)				
From banks	19,652	9,724	9,365	14,148
Foreign currency term loan	11,815	15,289	3,848	3,822
Vehicle finance loans	57	105	47	89
Total non current borrowings	31,525	25,118	13,260	18,059
Loan repayable on demand (secured)				
Working capital demand loan from banks			29,500	22,953
Other loan (unsecured)				
Working capital demand loan from financial institution			-	4,800
Total current borrowings			42,760	45,812
Aggregate secured loans			74,285	66,130
Aggregate unsecured loans			-	4,800

### Term loans from banks (secured)

Rupee term loans from banks are secured against property, plant and equipment and certain immovable properties of the Company and carry interest ranging from 6.25% - 7.25% p.a. (31 March 2021: 7.15% - 8.25% p.a.) and are repayable within a period ranging from 2-5 years.

### Foreign Currency Term Loan (secured)

The Company has availed Foreign Currency Term Loan carrying interest rate of 3.4% and repayable over a period of 5 years. The Loan is secured against property, plant and equipment and certain immovable properties of the company.

### Vehicle finance loans (secured)

Vehicle finance loans are secured against vehicle financed by the Bank and carry interest ranging from 8.00% - 8.50% p.a. (31 March 2021: 8.00% - 8.50% p.a.) and repayable within the period ranging from 2–3 years.

### Working capital demand loan from banks (secured)

Working capital loan is secured with *pari-passu* charge on present and future movable assets, inventories and book debts and carry interest @ 5% - 5.25% p.a. (31 March 2021:

4.90% - 6% p.a.) and are repayable within a period of six months.

The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with books of account.

The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

### Loan covenants

Term loans from banks, financial institutions and others (which are secured in nature) contain certain debt covenants to be maintained at a group level relating to limitation on indebtedness, debt-equity ratio, net borrowings to EBITDA ratio and debt service coverage ratio. The limitation on indebtedness covenant gets suspended if the Group meets certain prescribed criteria. The debt covenant related to limitation on indebtedness remained suspended as of the date of the authorisation of the financial statements. The

### as at and for the year ended 31 March 2022

Company has reasonably satisfied all debt covenants prescribed in the terms and conditions of sanction letter of bank loan. The loans which are unsecured in nature does not have any loan covenant attached.

The Company has not defaulted in any loans payable.

### 13.2 Trade payables

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Trade payables (refer note 45)		
a) Total outstanding dues of micro enterprises and small enterprises; (refer note 28)	52	56
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	23,046	13,072
c) Trade payables to related parties (refer note 29B)	12,049	23,520
	35,147	36,648

### Trade payables ageing schedule

### As at 31 March 2022

(₹ in Lakhs)

Particulars		Outstand	_	owing periods payment	ng periods from due lyment				
Particulars	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total			
Total outstanding dues of micro enterprises and small enterprises (Undisputed)	-	52	-	-	-	52			
Total outstanding dues of creditors other than micro enterprises and small enterprises (Undisputed)	9,574	24,783	504	196	39	35,095			
Total	9,574	24,835	504	196	39	35,147			

### As at 31 March 2021

(₹ in Lakhs)

Particulars		Outstan	•	owing periods payment	from due	Total	
	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	lotai	
Total outstanding dues of micro enterprises and small enterprises (Undisputed)	-	56	-	-	-	56	
Total outstanding dues of creditors other than micro enterprises and small enterprises (Undisputed)	14,411	20,788	553	94	666	36,592	
Total	14,411	20,844	553	94	666	36,648	

### 13.3 Other payables

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Provision for expenses (refer note 45)	9,173	14,033
	9,173	14,033



as at and for the year ended 31 March 2022

### 13.4 Other financial liabilities

(₹ in Lakhs)

	Non-curre	nt portion	portion	
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Other financial liabilities at FVOTCI				
Provision for mark-to-market loss on Derivative instrument [refer note 31(B)]	-	876	-	-
Other financial liabilities at amortised cost				
Security deposits	17	38	125	119
Interest accrued on borrowings	-	-	46	83
Unclaimed dividend*	-	-	22	17
Capital creditors	-	-	50	58
Investors put option payable [refer note 40(c)]	-	-	391	364
Advance received against sale of Investments	-	-	-	125
Advance received against redemption of optionally convertible debentures	-	-	1,279	-
- With Related Parties (refer note 29B)	-	-	8,768	4,650
- Others	-	-	-	400
Directors commission payable	-	-	2,070	1,524
Employee Related Liabilities (refer note 45)	-	-	1,406	675
Total other financial liabilities at amortised cost	17	38	14,159	8,015
Total other financial liabilities	17	914	14,159	8,015

<sup>\*</sup> No amount due and outstanding to be credited to Investor Education and Protection Fund.

### 14 Other liabilities

(₹ in Lakhs)

Bentingland	Non-curre	nt portion	t portion Current portion		
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021	
Advances received from customers (refer note 45)	-	-	1,071	5,577	
Statutory dues payable	-	_	1,890	1,971	
Provision for expenses	-	-	3	428	
Capital Creditors	-	-	-	111	
Advance against sale of property, plant and equipments	-	-	68	68	
Others	5	18	37	186	
	5	18	3,070	8,339	

### 15 Net employee defined benefit liabilities

(₹ in Lakhs)

Particulars	Non-current portion		Current portion	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Provision for compensated absences	-	-	985	924
	-	-	985	924

as at and for the year ended 31 March 2022

#### 16 Revenue from operations

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Sale of services (disaggregation of revenue basis type of service)		
Multimodal transport operations	285,594	123,168
Container freight stations	42,882	43,687
Project and engineering solutions	11,784	11,562
Logistics park	428	428
	340,688	178,845
Other operating revenue	2,574	1,303
	343,262	180,148

#### 17 Other income

(₹ in		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Other non-operating income		
Profit on sale of property, plant and equipment (net)	876	1,277
Profit on sale of current investment (net)	59	28
Fair value gain on financial instruments through profit or loss	35	39
Rental income	299	28
Liability no longer required written back	6	10
Gain on account of foreign exchange fluctuations (net)	-	357
Others	137	99
	1,412	1,837
Finance income		
Dividend income from subsidiary/associates	21,031	15,331
Interest impairment written back	488	-
Interest income on:		
- Loan given to related parties (refer note 29B)	1,009	662
- Loan given to other parties	10	2
- Fixed deposits with banks	33	90
- Inter corporate deposits	-	387
- Income Tax Refund	418	4
- Others	2	78
	22,991	16,554
	24,403	18,390



as at and for the year ended 31 March 2022

#### 18 Cost of services rendered

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Multimodal and transport expenses		
Freight and other ancillary cost	2,59,006	1,11,643
(A)	2,59,006	1,11,643
Container freight stations expenses		
Handling and Transportation charges	17,638	16,423
Power and fuel costs	1,696	1,218
Repairs and maintenance	129	165
(B)	19,463	17,806
Project and engineering solutions expenses		
Project operating and hiring expenses	3,233	3,028
Repairs and maintenance - machinery	2,689	2,593
Power and fuel costs	1,924	1,611
Stores and spares consumed	1,127	1,042
Insurance	185	208
(c)	9,158	8,482
(A)+(B)+(C)	2,87,627	1,37,931

#### 19 Employee benefits expense

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Salaries, wages and bonus	14,059	11,104
Contributions to provident and other funds (refer note 25)	573	491
Staff welfare expenses	297	257
Compensated absences	236	206
Gratuity (refer note 25)	153	163
	15,318	12,222

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on November 13, 2020 draft rules were published and invited for stakeholders' suggestions. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

#### 20 Depreciation and amortisation expense

Particulars	31 March 2022	31 March 2021
Depreciation of property, plant and equipment	8,028	9,063
Depreciation on Right of use assets	888	900
Amortisation of intangible assets	95	97
	9,011	10,059

as at and for the year ended 31 March 2022

#### 21 Finance costs

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Interest expense		
- term loan	3,694	4,794
- commercial Paper	151	383
- vehicle finance loan	13	21
- Interest on leases [refer note 32(b)]	579	595
- others	9	148
	4,446	5,941
Processing fees & Stamp duty	42	269
	4,488	6,210

#### 22 Other expenses

Particulars	31 March 2022	31 March 2021
Rent [refer note 32(g)]	137	41
Travelling expenses	918	750
Legal and professional fees	2,957	4,070
Repairs to building and others	1,220	877
Office expenses	1,358	422
CSR expenses (refer note 36)	439	448
Rates and taxes	586	760
Business promotion	352	210
Impairment loss recognized / (reversed) under expected credit loss (ECL) model (net)	1,148	1,522
Security expenses	490	543
Electricity charges	429	423
Communication charges	279	241
Bad debts/advances written off	531	321
Forex exchange gain/loss (net)	1,115	_
Insurance	510	182
Printing and stationery	99	82
Directors fees and commission	134	82
Donations	45	108
Payment to auditor (refer note below)	104	93
Fair Value loss on financial instruments through profit or loss	113	139
Miscellaneous expenses	1,041	786
	14,004	12,097



as at and for the year ended 31 March 2022

(₹ in Lakhs)

Note: Payment to auditor	31 March 2022	31 March 2021
As auditors'		
Statutory audit and tax audit	65	51
Limited review of quarterly results	30	26
Other Certification Fees	6	5
Reimbursement of expenses	3	1
	104	83

#### 23 Exceptional items

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Profit on sale of land	1,152	-
Container Freight Station revenue of prior year as entitlement is established pursuant to court order.	3,825	-
Gain on sale of investment in subsidiary	169	-
Provision for claims and advances	-	(350)
Gain on sale of Property, Plant and Equipment	265	-
	5,411	(350)

#### 24 Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Net profit after tax attributable to equity shareholders	36,647	19,149
Net profit after tax attributable to equity shareholders (Continued operations)	36,518	18,982
Net profit after tax attributable to equity shareholders (Discontinued operations)	129	167
Weighted average number of equity shares for calculating basic EPS	24,56,95,524	24,56,95,524
Weighted average number of equity shares for calculating diluted EPS	24,56,95,524	24,56,95,524
Nominal value of shares, fully paid up	2	2
Basic and diluted EPS, in. ₹	14.91	7.80
Basic and diluted EPS (continued operations), in. ₹	14.86	7.73
Basic and diluted EPS (discontinued operations), in. ₹	0.05	0.07

#### 25 Net employee defined benefit liabilities

#### (a) Defined Contributions Plans

For the Company, an amount of ₹ 573 Lakhs (31 March 2021: ₹ 491 Lakhs) contributed to provident and other funds (refer note 19) is recognised by as an expense and included in "Contribution to Provident and other funds" under "Employee benefits expense" in the Statement of Profit and Loss.

#### (b) Defined Benefit Plans

As per the Payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

as at and for the year ended 31 March 2022

The following table summaries the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans of the Company.

Par	ticulars	31 March 2022	31 March 2021
ı	Statement of profit and loss - Net employee benefit expense recognised in employee cost		
	Current service cost	164	164
	Interest cost on defined benefit obligations	82	79
	Interest income on plan assets	(92)	(80)
	Net benefit expenses recognised in the Statement of Profit and Loss	153	163
	Balance sheet - Details of provision and fair value of plan assets		
	Benefit obligation	1,521	1,377
	Fair value of plan assets	1,528	1,435
	Net (assets)/liabilities recognised in the balance sheet	(7)	(58)
III	Change in the present value of the defined benefit obligation are as follows:		
	Opening defined benefit obligations	1,377	1,295
	Interest cost	82	79
	Current service cost	164	164
	Benefits paid	(126)	(129)
	Acquisitions / Divestiture	(15)	(23)
	OCI		
	Actuarial changes arising from changes in financial assumptions	(57)	91
	Actuarial changes arising from changes in experience assumptions	96	(100)
	Liability at the end of the year	1,521	1,377
IV	Change in the Fair Value of Plan Assets		
	Opening fair value of plan assets	1,435	1,217
	Interest income on plan assets	92	80
	Contributions by employer	_	78
	Benefit Paid	_	(2)
	Actuarial gain /(loss) on Plan Assets	3	62
	Fair Value of Plan Assets at the end of the year	1,530	1,435
V	Total Cost recognised in Comprehensive Income		
-	Cost recognised in P&L	153	163
_	Remeasurement effects recognised in OCI	37	(69)
_		190	94
VI	Investment details of Plan Assets:	.50	
	Corporate Bonds	30	28
	Insurer Managed Funds	1,498	1,405
	Total Plan Assets	1,528	1,435



as at and for the year ended 31 March 2022

#### Maturity profile of defined benefit obligation:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Year 1	212	200
Year 2	136	97
Year 3	162	114
Year 4	126	146
Year 5	148	120
Year 6 to 10	635	557

#### The principal assumptions used in determining gratuity obligations for the plans of the Company are as follows:

(₹ in Lakhs)

Actuarial assumptions	31 March 2022	31 March 2021
Discount rate	6.93%	6.41%
Salary escalation	5% for the first year and 8% thereafter	5% for the first year and 8% thereafter
Employee turnover rate		
Service <= 4 years	16.00%	16.00%
Service > 4 years	8.00%	8.00%

A quantitative sensitivity analysis for the significant assumptions are as follows:

(₹ in Lakhs)

Defined benefit obligation	31 March 2022	31 March 2021
Delta effect of +1% change in the rate of discounting	(1,421)	(1,285)
Delta effect of -1% change in the rate of discounting	1,634	1,482
Delta effect of +1% change in the rate of salary increase	1,619	1,462
Delta effect of -1% change in the rate of salary increase	(1,431)	(1,299)
Delta effect of +1% change in employee turnover rate	(1,514)	(1,369)
Delta effect of -1% change in employee turnover rate	1,528	1,386

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of reporting period.

#### 26 Contingent liabilities

Pa	rticulars	31 March 2022	31 March 2021
a.	Pending litigations		
	- Income Tax	3,323	193
	- Customs	9	9
	- Service Tax*	-	277
	- Entry Tax	41	41
	- Claims against the Company, not acknowledged as debt	662	219

<sup>\*</sup>The Company has received various Show Cause Notices in respect of certain service tax matters amounting to ₹ 6,008 Lakhs. The Company has evaluated the legal position in respect of the same and believes that it has a strong case hence no adjustments are required in the financial statements.

#### as at and for the year ended 31 March 2022

(₹ in Lakhs)

Pai	ticulars	31 March 2022	31 March 2021
b.	Corporate guarantees given by the Holding Company on behalf of its subsidiaries	82,278	54,462
	The Company has issued letters of undertakings to provide need based unconditional financial support to its following subsidiaries:		
	1. Allcargo Belgium NV		
	2. Transindia Logistics Park Private Limited		
	3. Allcargo Inland Park Private Limited		
	4. Allcargo Multimodal Private Limited		
С.	Bank guarantees	4,800	6,135

#### 27 Commitments

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Estimated amount of contracts remaining to be executed on capital accounts (net of advances) and not provided for	1,036	204
Additional investment in Haryana Orbital Rail Corporation Limited	9,400	

#### 28 Dues to Micro and small Suppliers

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from 02 October 2006, certain disclosures are required to be made relating to MSME. On the basis of the information and records available with the Company, the following disclosures are made for the amounts due to the Micro and Small Enterprises. The information given is based on the information available with the Company and has been relied upon by the auditors.

Particulars	31 March 2022	31 March 2021
Principal amount remaining unpaid to any supplier as at the year end.	52	56
Interest due thereon 31 March 2022: Nil (31 March 2021: ₹ Nil )	-	_
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
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 period) but without adding the interest specified under the MSMED.	-	-
Amount of interest accrued and remaining unpaid at the end of the financial year 31 March 2022 :Nil (31 March 2021: ₹ Nil )	-	-
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 disallowances as a deductible expenditure under the MSMED Act, 2006	-	-



as at and for the year ended 31 March 2022

#### 29 Related party disclosures

#### A Name of related parties

#### (i) Related parties where control exists - Subsidiaries (direct and indirect)

#### Direct subsidiaries

Hindustan Cargo Limited (Merged with Holding Company wef August 26, 2021)

Contech Logistics Solutions Private Limited

Allcargo Inland Park Private Limited [(formerly known as Transindia Inland Park Private Limited (formerly known as Ecu Line (India) Private Limited)]

Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)

AGL Warehousing Private Limited

Ecu International (Asia) Private Limited

Transindia Logistic Park Private Limited

Combi Line Indian Agencies Private Limited (Strike Off w.e.f -October 27, 2021)

Allcargo Multimodal Private Limited (formerly known as Transindia Warehousing Private Limited)

Malur Logistics and Industrial Parks Private Limited

Jhajjar Warehousing Private Limited

Bantwal Warehousing Private Limited (Ceased to be wholly owned subsidiary w.e.f. September 28, 2021)

Koproli Warehousing Private Limited

Bhiwandi Multimodal Private Limited

Allcargo Warehousing Management Private Limited

Marasandra Logistics and Industrial Parks Private Limited

Venkatapura Logistics and Industrial Parks Private Limited

Allcargo Terminals Limited (Formerly known as Allcargo Terminals Private Limited and Allcargo Projects Private Limited)

Avvashya Projects Private Limited

Avvashya Inland Park Private Limited

Allcargo Belgium N.V.

AGL Bangladesh Private Limited

Gati Limited

Panvel Industrial Parks Private Limited

Dankuni Industrial Parks Private Limited

Hoskote Warehousing Private Limited

TransIndia Realty & Logistics Parks Limited (Incorporated on December 3, 2021)

#### **Indirect subsidiaries**

ALX Shipping Agencies India Private Limited

Comptech Solutions Private Limited

Zen Cargo Movers Private Limited

Gati-Kintetsu Express Private Limited

Gati Kausar India Limited (Ceased to be subsidiary July 14, 2021)

Gati Import Export Trading Limited

Gati Logistics Parks Private Limited

Gati Projects Private Limited

Ecu-Line Algerie sarl

Ecu Worldwide (Argentina) SA (formerly known as Ecu Logistics SA)

Ecu Worldwide Australia Pty Ltd (formerly known as Ecu-Line Australia Pty Ltd.)

Integrity Enterprises Pty Ltd.

Ecu Worldwide (Belgium) N.V. (formerly known as Ecu-Line N.V)

FMA-Line Holding N.V. (formerly known as Ecubro N.V.)

Ecuhold N.V.

Ecu International N.V.

Ecu Global Services N.V.

HCL Logistics N.V.

European Customs Brokers N.V.

AGI N V

Ecu Worldwide Logistics do Brazil Ltda (formerly known as Ecu Logistics do Brasil Ltda.)

Ecu Worldwide (Canada) Inc (formerly known as Ecu-Line Canada Inc).

Ecu Worldwide (Chile) S.A (formerly known as Ecu-Line Chile S.A)

Flamingo Line Chile S.A.

Ecu Worldwide (Guangzhou) Ltd.(formerly known as Ecu-Line Guangzhou Ltd)

China Consolidation Services Ltd

Ecu Worldwide China Ltd. (formerly known as China Consolidation Services Shipping Ltd.)

Ecu Worldwide (Colombia) S.A.S.(formerly known as Ecu-Line de Colombia S.A.S)

Ecu Worldwide Costa Rica S.A.(formerly known as Conecli International S.A) (Dissolved wef February 10, 2022)

Ecu Worldwide (Cyprus) Ltd. (formerly known as Ecu-Line Mediterranean Ltd.)

Ecu Worldwide (Ecu Nordicon) AB (Acquired w.e.f. July 29, 2021)

Nordicon AB (Acquired w.e.f. July 29, 2021)

NORDICON A/S (Acquired w.e.f. July 29, 2021)

#### as at and for the year ended 31 March 2022

Nordicon Terminals AB (Acquired w.e.f. July 29, 2021)

RailGate Nordic AB (Acquired w.e.f. July 29, 2021)

PFC Nordic AB (Acquired w.e.f. July 29, 2021)

Speedy Multimodes Limited (w.e.f. October 1, 2021)

ASIA PAC LOGISTICS DE GUATEMALA S.A. (w.e.f. November 30, 2022)

Ecu Worldwide (CZ) s.r.o. (formerly known as Ecu-Line (CZ) s.r.o).

Ecu Worldwide (Ecuador) S.A.(formerly known as Ecu-Line del Ecuador S.A.)

Flamingo Line del Ecuador SA

Ecu World Wide Egypt Ltd. (formerly known as Ecu Line Egypt Ltd.)

Ecu Worldwide (El Salvador) S.P. Z.o.o S.A. de CV (formerly known as Flamingo Line El Salvador SA de CV)

Ecu Worldwide (Germany) GmbH (formerly known as Ecu-Line Germany GmbH)

ELWA Ghana Ltd.

Ecu Worldwide (Guatemala) S.A. (formerly known as Flamingo Line de Guatemala S.A.)

Ecu Worldwide (Hong Kong) Ltd. (formerly known as Ecu-Line Hong Kong Ltd.)

Ecu International Far East Ltd.

CCS Shipping Ltd.

PT Ecu Worldwide Indonesia

Ecu Worldwide Italy S.r.l. (formerly known as Ecu-Line Italia srl.)

Eurocentre Milan srl.

Ecu Worldwide (Cote d'Ivoire) sarl (formerly known as Ecu-Line Côte d'Ivoire Sarl)

Ecu Worldwide (Japan) Ltd.(formerly known as Ecu-Line Japan Ltd.)

Jordan Gulf for Freight Services and Agencies Co. LLC

Ecu Worldwide (Kenya) Ltd. (formerly known as Ecu-Line Kenya Ltd.)

Ecu Shipping Logistics (K) Ltd.

Ecu Worldwide (Malaysia) SDN. BHD. (formerly known as Ecu-Line Malaysia SDN. BHD)

Ecu Worldwide (Mauritius) Ltd.(formerly known as Ecu-Line Mauritius Ltd.)

CELM Logistics SA de CV

Ecu Worldwide Mexico SA de CV (formerly known as Ecu Logistics de Mexico SA de CV)

Ecu Worldwide Morocco S.A. (formerly known as Ecu-Line Maroc S.A.)

Ecu Worldwide (Netherlands) B.V.(Ecu-Line Rotterdam BV)

Rotterdam Freight Station BV

FCL Marine Agencies B.V.

Ecu Worldwide New Zealand Ltd. (formerly known as Ecu-Line NZ Ltd.)

Ecu Worldwide (Panama) S.A. (formerly known as Ecu-Line de Panama SA)

Ecu-Line Paraguay SA

Flamingo Line del Peru SA

Ecu-Line Peru SA

Ecu Worldwide (Philippines) Inc.(formerly known as Ecu-Line Philippines Inc.)

Ecu Worldwide (Poland) Sp zoo (formerly known as Ecu-Line Polska SP. Z.o.o.)

Fcu-Line Doha W.L.L.

Ecu-Line Saudi Arabia LLC

Ecu - Worldwide (Singapore) Pte. Ltd. (formerly known as Ecu-Line Singapore Pte. Ltd.)

Ecu Worldwide (South Africa) Pty Ltd. (formerly known as Ecu-Line South Africa (Pty.) Ltd.)

Ecu-Line Spain S.L.

ECU Worldwide Lanka (Private) Ltd. (formerly known as Ecu Line Lanka (Pvt) Ltd.)

Ecu Worldwide (Thailand) Co. Ltd.(formerly known as Ecu-Line (Thailand) Co. Ltd.)

Société Ecu-Line Tunisie Sarl

Ecu Worldwide Turkey Taşımacılık Limited Şirketi (formerly known as Ecu Uluslarasi Tas. Ve Ticaret Ltd. Sti.)

Ecu-Line Middle East LLC

Ecu-Line Abu Dhabi LLC

Eurocentre FZCO

Star Express Company Ltd.

Ecu Worldwide (UK) Ltd. (formerly known as Ecu-Line UK Ltd)

Ecu Worldwide (Uruguay) S.A. (formerly known as DEOLIX S.A.)

CLD Compania Logistica de Distribution SA

Guldary S.A.

PRISM GLOBAL, LLC

Ecu worldwide (USA) Inc. [formerly Econocaribe Consolidators, Inc.]

Econoline Storage Corp.

ECI Customs Brokerage, Inc.

OTI Cargo, Inc.

Ports International, Inc.



as at and for the year ended 31 March 2022

Administradora House Line C.A.

Consolidadora Ecu-Line C.A. (Liquidated on November 29, 2021)

Ecu Worldwide Vietnam Joint Stock Company

Ocean House Ltd.

Ecu-Line Zimbabwe (Pvt) Ltd.

Asia Line Ltd

Contech Transport Services (Pvt) Ltd

Prism Global Ltd.

Eculine Worldwide Logistics Co.Ltd.

Allcargo Logistics LLC

FMA-LINE Nigeria Ltd.

Ecu Worldwide (Uganda) Limited

FMA Line Agencies Do Brasil Ltda

FCL Marine Agencies Belgium byba

Centro Brasiliero de Armazenagem E Distribuiçao Ltda (Bracenter)

Allcargo Hongkong Limited (formerly known as Oconca Shipping (HK) Ltd.)

Oconca Container Line S.A. Ltd.

Almacen y Maniobras LCL SA de CV

ECU WORLDWIDE SERVICIOS SA DE CV

ECU TRUCKING, INC.

ECU Worldwide CEE SRL

Allcargo Logistics Africa (PTY) LTD (formerly known as FMA Line SA (PTY) LTD)

Ecu Worldwide Baltics

TRADELOG,Inc (dissolved on 21 January 2021)

Ecu Worldwide (Bahrain) Co. W.L.L.

East Total Logistics B.V.

PAK DA (HK) LOGISTIC Ltd

ECU Worldwide Tianjin Ltd.

Allcargo Logistics FZE

SPECHEM SUPPLY CHAIN MANAGEMENT (ASIA) PTE. LTD

Allcargo Logistics China Ltd.

Asiapac Logistics Mexico SA de CV

Gati Asia Pacific Pte Ltd. (Acquired w.e.f August 17, 2020)

Gati Hong Kong Limited (Acquired w.e.f August 17, 2020)

Gati Cargo Express (Shanghai) Co. Ltd. (Acquired w.e.f August 17, 2020)

Ecu Worldwide (BD) Limited (Incorporated on August 20, 2020)

#### (ii) Other related parties

#### I. Associates (direct and indirect)

#### Direct associates -

Allcargo Logistics Lanka (Private) Limited

Haryana Orbital Rail Corporation Limited (wef February 11, 2022)

RailGate Europe B.V (Acquired w.e.f. July 29, 2021)

Trade Xcelerators LLC (w.e.f. February 9, 2022)

#### Indirect associates -

FCL Marine Agencies Gmbh (Bermen)

#### II. Joint ventures (direct and indirect)

#### Direct joint venture -

Transnepal Freight Services Private Limited

Allcargo Logistics Park Private Limited

Avvashya CCI Logistics Private Limited

Altcargo Oil & Gas Private Limited

#### Indirect joint venture -

Fasder S.A.

Ecu Worldwide Peru S.A.C.(formerly known as Ecu Logistics Peru SAC)

Ecu Worldwide Korea Co., Ltd.

Allcargo Logistics Korea Co., Ltd. (Incorporated w.e.f. March 3, 2021)

Aladin Group Holdings Limited (wef April 6, 2021)

Aladin Express DMCC (wef April 6, 2021)

ALX Shipping Agency LC (Incorporated w.e.f. January 12, 2022)

#### (iii) Entities over which key managerial personnel or their relatives exercises significant influence:

Allcargo Movers (Bombay) LLP

Allnet Financial Services Private Limited (Formerly Allnet Infotech Private Limited)

Avadh Marketing LLP

Avash Builders And Infrastructure Private Limited

Avvashya Foundation Trust

Contech Estate LLP

Greatship (India ) Limited

Maneksha & Sethna

Panna Estates LLP

Meridien Tradeplace Private Limited

Sealand Crane Private Limited

Shloka Shetty Trust

#### as at and for the year ended 31 March 2022

Talentos (India) Private Limited

Transindia Freight LLP

Transindia Freight Services Private Limited

Container Freight Station Association of India

CMS IT Services Private Limited (Upto March 28, 2021)

#### (iv) Key managerial personnel

Mr. Shashi Kiran Shetty\*

Mrs. Arathi Shetty

Mr. Adarsh Hegde

Mr. Mohinder Pal Bansal

Mr. Mathew Cyriac (Resigned as Director w.e.f. March

28, 2021)

Mr. Prakash Tulsiani (Resigned as CEO-CFS-ICD w.e.f.

January 16, 2021)

Capt. Sandeep Anand

Mr. Deepal Shah

Mr. Devanand Mojidra

Mr. Sheetal Gulati (Resigned as Group CFO w.e.f.

September 18, 2020)

Ms. Cynthia Dsouza

Mr. Martin Muller (Appointed as an Independent Director w.e.f. March 31, 2021)

Mr. Suresh Kumar Ramiah

Mr. Parthasarathy Vankipuram Srinivasa (Appointed as Non-Executive, Non-Independent Director w.e.f. May 11, 2021)

Mr. Kaiwan Kalyaniwalla (Appointed as Non-executive, Non-Independent Director w.e.f. August 6, 2021)

Mr. Mahendra Kumar Chouhan (Appointed as Independent Director w.e.f. February 11, 2022)

Mrs. Radha Ahluwalia (Appointed as Independent Director w.e.f. February 11, 2022)

Mr. Ravi Jakhar (Appointed as CSO w.e.f. February 11, 2022)

#### (v) Relatives of Key Management Personnel

Mr. Vaishnav Kiran Shetty

Mr. Umesh Kumar Shetty

Mrs. Usha Shetty

Mrs. Subhashini Shetty

Mrs. Shobha Shetty

Mrs. Asha Shetty

Mrs. Priya Hegde

\* Person having controlling interest in the entity.



Particular   Par													( )
Thing   Thin	Particulars	Subsid	liaries	Assoc	iates	Joint Ve	enture	Entitles over managerial p their relative	r which key bersonnel or ss exercises	Key Manager (KMP) and th	ial Personnel neir relatives	Ō	Total
THE TAY SHORE BY THE STATE OF T		31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021
THE TAY NOTE OF THE COLOR OF A SURE COLOR OF A COLOR OF	Income												
mne         252         11         64         11         64         11         64         11         64         11         64         11         64         11         12         1	Multimodal Transport Income	34,909	10,858	376	99	2,216	548	1	ı	1	ı	37,501	11,472
Fig.         10         1	Project & Engineering solutions income	252	21	1	1	13	ı	64	113	1	I	329	134
1,482	Container freight station income	702	191	1	I	573	764	*	ı	1	ı	1,275	925
HA62         446	Logistics park Income	1	800′9	1	ı	1	406	ı	1	1	ı	•	6,414
1,000   6.00	Business support charges received	1,482	446	1	I	159	138	1	1	1	ı	1,641	584
Herest 20,039 660 6.0 - a . a . a . a . a . a . a . a . a . a	Corporate guarantee fees	383	224	1	I	1	ı	1	1	'	1	383	224
etail (PPE)         3,426         377         —         —         440         —	Interest income on loans	1,009	099	•	1	*	1	1	1	•	1	1,009	099
ent (PE)         3426         377           440         66          440         6	Interest income on advances	2	2	•	1	1	1	1	1	1	1	2	2
teriest 20,335 14,899	Sale of Property Plant and Equipment (PPE)	3,426	377	1	ı	1	*	440	വ	'	ı	3,866	382
terest 6 20,335 (4,899) 6 - 1 699 (40) 6 699	Sale of Inventory	1	1	1	ı	1	*	1	1	'	1	•	*
terest 6 6,2 2	Dividend income	20,335		•	1	695	403	1	1	1	1	21,031	15,303
terest 488	Rent income	270	ı	•	ı	427	427	1	1	1	ı	697	1
penness         62,324         29029         91         9,569         898	Provision towards imparment of interest	1	133	1	ı	1	1	1	1	'	1	•	133
ypenses         62,324         29.029         91         9,569         888         6.4         1,213         6.4         1,213         883         6.6         7	Reversal of Impairment of Interest	488	ı	•	ı	•	1	1	1	•	1	488	'
spenses         62,324         59,029         91         9,500 <t< td=""><td>Expenses</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>	Expenses												
pennese         157         268         640         1,213         88         650	Multimodal Transport operation expenses	62,324		91	6	3,509	868	1	1	1	1	65,924	29,936
s         261         378         2         29         12         306         36         6         4         8         12         306         94         8         12         2	Project & Engineering solutions expenses	157	258	1	I	640	1,213	83	20	1	ı	880	1,521
261         15         15         94         8         9 <td>Container freight station expenses</td> <td>725</td> <td>378</td> <td>1</td> <td>ı</td> <td>29</td> <td>12</td> <td>306</td> <td>က</td> <td>1</td> <td>ı</td> <td>1,060</td> <td>394</td>	Container freight station expenses	725	378	1	ı	29	12	306	က	1	ı	1,060	394
Month         Lange         Lange <th< td=""><td>Business support charges paid</td><td>261</td><td>15</td><td>•</td><td>1</td><td>94</td><td>00</td><td>1</td><td>1</td><td>•</td><td>1</td><td>355</td><td>23</td></th<>	Business support charges paid	261	15	•	1	94	00	1	1	•	1	355	23
Mathematical Line         Image of the control Line         Image of t	Legal and professional fees	1	ı	1	1	1	ı	53	41	54	89	107	108
13         3         124         2	Repairs & Maintenance	1	ı	1	ı	1	1	1	27	1	ı	•	27
Mathematical Line         Color	Other expenses	13	က	1	124	1	1	2	3	1	1	15	130
Mode of the control of the c	Remuneration to Directors	'	ı	•	1	•	1	1	1	514	524	514	524
Name         Image: Color of the color	Remuneration to KMP	1	1	1	1	1	1	1	1	009	429	009	429
76         90         91         9	Commission to Directors	1	ı	1	ı	1	1	1	1	2,070	1,524	2,070	1,524
49         90         2	Sitting fees to Directors	1	1	1	ı	1	1	1	1	74	29	74	29
odid         49         37         -         -         390         425         -           odid         -         -         -         -         -         150         5,161           n Inter-corporate loan         -         -         -         -         -         150         5,161           re towards CSR / Donations         -         -         -         -         -         11         -           rts Written Off         26         -         -         -         -         -         -         -	Provision for Impairment on Loan	769	106	1	I	1	1	1	1	1	1	769	901
-         -	Rent paid	49	37		ı	1	ı	390	425	1	1	439	462
-         -         -         -         -         -         -         -         -         -           -         -         -         -         -         -         -         -         -         -           26         -         -         -         -         -         -         -         -	Dividend paid	1	I	1	I	1	ı	1	150	191'9	3,293	5,161	3,442
25 200 157 200 25	Interest on Inter-corporate loan	1	ı	•	1	1	1	1	П	1	1	'	П
	Expenditure towards CSR / Donations	1	1		ı	1	1	200	157	1	1	200	157
	Investments Written Off	25	ı	1	I	1	I	1	ı	•	ı	25	ı

29B. Summary of transactions with related parties:

as at and for the year ended 31 March 2022

												(₹ in Lakhs)	<u>~</u>
Particulars	Subsidiaries	iaries	Associates	iates	Joint Venture	nture	Entities over which key managerial personnel or their relatives exercises	which key bersonnel or is exercises	Key Manager (KMP) and th	Key Managerial Personnel (KMP) and their relatives	Total	<b>5</b>	
	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	Significant Influence	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	1_
Others													
Loans given	26,480	22,268	1	ı	*	1	1	4	1	1	26,480	22,272	72
Loan received back during the year	17,029	11,921	1	ı	1	ı	1	ı	1	1	17,029	11,921	21
Advances given	12	27	1	1	*	ı	1	1	1	1	12	27	72
Interest received charged on ICD given	4	86	1	1	ī	1	1	1	1	1	4	98	98
Interest received back on ICD	4	86	1	1	ī	1	1	ı	1	1	4	98	98
Interest received on OCDs	*	*	ı	1	1	ı	1	ı	ı	1	*	*	*
Interest received back on OCDs	*	*	1	1	ī	1	1	1	1	1	*	*	*
Interest received on advances	*	*	1	1	ī	1	1	ı	1	1	*	*	*
Interest received back on advances	1	*	1	1	1	*	1	1	1	1	1	*	*
ICD paid during the year	-	1	1	1	1	1	1	2,000	-	1	-	2,000	0
ICD Advanced	1,000	2,500	1	I	1	I	1	1	-	ı	1,000	2,500	0
ICD received back	1,000	2,500	1	ı	1	ı	1	ı	1	ı	1,000	2,500	0
Deposits given	7	7	1	1	10	1	*	122	1	1	17	129	6
Deposits received back	1	I	1	I	1	1	120	170	1	ı	120	170	0,
Advances received back during the year	23	2	1	ı	*	1	1	1	1	ı	23	E	വ
Loan converted into OCDs	10,236	I	1	I	1	I	1	1	-	ı	10,236		1
Proceeds received on redemption of OCDs	4,650	1,104	1	1	1	1	1	1	-	1	4,650	1,104	4
Proceeds received on redemption of	1,000	1	I	ı	Т	1	I	ı	1	1	1,000	'	ı
and on the property of the pro	**	1	•	1		'	•	1	•	1	**		1
Interest Receivable component converted		000	1	1	1	1		1	1	1	1		00
into the consideration receivable from Sale													
of PPE													
Interest Received back on Loan	627	41	1	1	*	1	'	*	'	ı	627	4	4
Loan converted into consideration for sale of PPE	1	66	1	1	I	1	1	ı	ı	'	1	36	66
Consideration on PPE converted to Loan	3,611	ı	1	ı	1	ı	1	1	1	ı	3,611	•	1
Advance against OCD redemption	8,768	4,650	1	ı	1	ı	1	ı	1	ı	8,768	4,650	0
Additional Investment made in Equity Shares	2,750	23,807	1	ı	I	ı	1	ı	ı	1	2,750	23,807	27
Capital Expenditure	1	*	1	1	I	1	1	1	1	1	1	*	*
H													



as at and for the year ended 31 March 2022

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Attached legister         Subaldistries         Stabilidation         Stabilidation         Stabilidation         Attached legister         Attached								Entities over which key	which key				
trecelescelescelescelescelescelescelescel	Particulars	Subsic	liaries	Assoc	iates	Joint Ve	inture	managerial p their relative significant i	ersonnel or s exercises influence	Key Manageri and their r	al Personnel elatives	Tot	<u> </u>
rents the time of time of the time of time		31 Mar 2022	31 Mar 2021			31 Mar 2022			31 Mar 2021			31 Mar 2022	31 Mar 2021
resistable of the state of the sta	Assets												
treceivactie on loan 1488	Investments	64,963	63,238	2,000	ı	18,529	18,529	1	ı	1	1	85,493	81,768
At the cell color c	Loans	28,762	25,938	1	ı		ı	1	4	1	1	28,762	25,942
treelivotate iny and the towards importment on the decivated in the elevation of the elevat	Interest receivable on loan	1,488		•	1	•	1	1	1	1	1	1,488	1,107
bed Cheatit Loss on Trade Receivables 20 30 42 46 49 49 49 49 49 49 49 49 49 49 49 49 49	Provision made towards impairment on interest receivable on loan		488	1	ı	ı	I	1	I	1	ı	ı	488
treceivable on advances	Expected Credit Loss on Trade Receivables	1	ı	149	149	1	ı	1	ı	1	ı	149	149
treceivable on advances         1         **         -         -         -         **         -         48,333           48,333         42,746         -         -         -         33         -         -         -         48,333           cet to supplier for services         79         -	Advances	20	30		1	*	1	1	1	1	1	20	30
48,33         42,746         -	Interest receivable on advances	1	*	1	1	-	1	1	*	1	I	1	I
4 Math Lead (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	OCDs	48,333	42,746	1	I	1	1	-	1	-	I	48,333	42,746
11         11         1         1         1         2         339         456         656         339         456         676         676         7	dvance to supplier for services	79	7	•	ı	1	37	-	1	-	1	79	44
11,094         9,281         204         166         869         556         87         90         -         -         12,255           11,094         9,281         204         166         869         556         87         90         -         -         12,255           11,094         9,281         204         166         869         556         -         -         -         -         63           8,768         5,050         -	leposits given	П	П	1	ı	1	1	339	459	1	1	350	470
11,094         9,281         204         166         869         555         87         90          12,265           8,768         5,050         -         -         63         5         63          63         63           8,768         5,050         -         -         -         -         -         -         -         63           72,343         5,050         -         -         95         95         -	apital Expenditure	1	*	1	I	1	1	1	1	•	1	1	*
8,768         5,050         2         6         63         6         63         6         6         6         6         6         6         6         6         6         6         6         6         6         6         6         6         6         6         6         7         6         7         6         7         6         7         6         7         6         7         7         3         6         6         7         6         7         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         6         8         9         8         9 <th< td=""><td>rade receivables</td><td>11,094</td><td>9,281</td><td>204</td><td>166</td><td>869</td><td>222</td><td>87</td><td>06</td><td>1</td><td>1</td><td>12,255</td><td>10,092</td></th<>	rade receivables	11,094	9,281	204	166	869	222	87	06	1	1	12,255	10,092
8,768         5,050         -         95         95         -         -         96         95         -         -         96         -         -         96         -         -         96         -         -         96         -         -         96         -         96         -         96         -         96         -         96         -         96         -         96         -         96         96         -         96         -         96         96         -         96         -         96         96         -         96         96         -         96         96         96         -         96 </td <td>consideration receivable against sale of PPE</td> <td></td> <td>210</td> <td></td> <td></td> <td>-</td> <td>1</td> <td>63</td> <td>1</td> <td>-</td> <td>I</td> <td>63</td> <td>210</td>	consideration receivable against sale of PPE		210			-	1	63	1	-	I	63	210
8,068         5,050         -         96         -         -         8,768         -         8,768         -         -         8,768         -	abilities												
72,343         54,455         21         96         95         96         96         96         96         96         96         96         96         96         96         96         96         96         96         97,343         54,46         96         96         96         97,343         54,49         96,44 <td>dvance received against OCD redemption</td> <td></td> <td>5,050</td> <td>1</td> <td>ı</td> <td>1</td> <td>1</td> <td>'</td> <td>1</td> <td>1</td> <td>1</td> <td>8,768</td> <td>5,050</td>	dvance received against OCD redemption		5,050	1	ı	1	1	'	1	1	1	8,768	5,050
72,343         54,456         -         -         -         -         -         -         72,343         54,465         54,455         -         72,345         54,456         -         72,343         54,436         54,4456         -         72,343         54,436         54,4456         -         72,343         54,4456         52,346         52,346         52,346         52,346         52,346         52,346         52,446	Jeposits taken	'	1	'	I	98	98	•	1	1	ı	92	95
11,402         23,296         21,296         21,296         21,296         21,296         21,204         23,296         21,204         23,204         21,204         23,204<	corporate guarantee	72,343	54,455	•	ı	1	1	-	1	•	1	72,343	54,455
-         -	rade payables	11,402	23,295	21	8	452	160	146	09	28	ı	12,049	23,518
-         -	Other payables	-	1	1	I	-	1	-	2	-	1	1	2
** The state of th	Directors commission payable	1	1	1	ı	1	1	1	1	2,070	1,528	2,070	1,528
**	Sitting Fees Payable	1	I	1	I	1	1	1	ı	2	ı	2	I
1 II	Post employment benefits	1	1	1	ı	1	1	1	1	77	73	77	73
	Interest receivable on Debentures	*	1	'	ı	1	1	'	1	'	ı	*	ı

\*\* Value less than ₹ 1 lak

Summary of closing balances with related parties:

as at and for the year ended 31 March 2022

29C.Details of material related party transactions which are more than 10% of the total transactions of the same nature during the year ended:

		(₹ in Lakns)
Particulars	31 March 2022	31 March 2021
Multimodal Transport Income		
Ecu worldwide (USA) Inc. [formerly Econocaribe Consolidators, Inc.]	10,078	2,507
Project and Engineering Solution Income		
Meridien Tradeplace Private Limited	64	113
Ecu Worldwide (Malaysia) SDN. BHD. (formerly known as Ecu-Line Malaysia SDN. BHD)	153	_
Speedy Multimodes Limited	70	-
Container Freight Station income		
Avvashya CCI Logistics Private Limited	573	764
Contech Logistics Solutions Private Limited	283	161
Speedy Multimodes Limited	418	-
Logistics Park income		
Avvashya CCI Logistics Private Limited	427	406
Koproli Warehousing Private Limited	270	-
Business Support charges received		
Avvashya CCI Logistics Private Limited	151	132
Ecu International (Asia) Private Limited	1,133	308
Gati-Kintetsu Express Private Limited	319	103
Corporate Guarantee Fees		
Allcargo Belgium N.V.	266	180
Allcargo Inland Park Private Limited	50	22
Allcargo Multimodal Private Limited	51	19
Interest received or accrued on loan		
Allcargo Terminals Limited	137	-
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	114	141
Avvashya Inland Park Private Limited	92	122
Koproli Warehousing Private Limited	547	265
Marasandra Logistics and Industrial Parks Private Limited	80	108
Interest received or accrued on advances		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	2	2
Sale of Property Plant and Equipment (PPE)		
Bantwal Warehousing Private Limited	-	377
Meridien Tradeplace Private Limited	440	_
Koproli Warehousing Private Limited	3,426	
Dividend Income		
Allcargo Belgium N.V.	20,315	14,899
Rent income		
Avvashya CCI Logistics Private Limited	427	427



as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Koproli Warehousing Private Limited	270	_
Provision towards Impairment of Interest		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	-	133
Reversal of Provision for impairment of Interest		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Pvt.Ltd.)	488	-
Multimodal Transport Operation expenses		
Ecu Worldwide (Guangzhou) Ltd.(formerly known as Ecu-Line Guangzhou Ltd)	21,850	11,069
Ecu worldwide (USA) Inc. [formerly Econocaribe Consolidators, Inc.]	7,837	2,129
Ecu Worldwide China Ltd. (formerly known as China Consolidation Services Ltd.)	6,882	5,031
Project & Engineering Solutions Expense		
Avvashya CCI Logistics Private Limited	640	1,213
Ecu Worldwide (Philippines) Inc.(formerly known as Ecu-Line Philippines Inc.)	-	228
Container Freight Station expenses		
Asia Line Limited	94	85
Contech Logistics Solutions Private Limited	494	270
Meridien Tradeplace Private Limited	306	-
Business Support charges paid		
Avvashya CCI Logistics Private Limited	94	8
Comptech Solutions Private Limited	44	4
Contech Logistics Solutions Private Limited	14	12
Gati-Kintetsu Express Private Limited	203	-
Legal and professional fees		
Maneksha & Sethna	53	41
Prakash Tulsiani	-	68
Parthasarthy Srinivisa	54	-
Repairs & Maintenance		
CMS IT Services Private Limited	-	27
Other expenses		
Container Freight Station Association of India	2	3
Allcargo Logistics Lanka (Private) Limited	-	124
Gati-Kintetsu Express Private Limited	13	3
Remuneration to Directors		
Mr. Shashi Kiran Shetty	273	283
Mr. Adarsh Hegde	241	241
Remuneration to Key Managerial Personnel		
Mr. Deepal Shah	194	188
Mr. Sheetal Gulati	-	53
Mr. Suresh Kumar Ramiah	251	57

as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Capt. Sandeep Anand	108	75
Commission to Directors		
Mr. Adarsh Hegde	650	475
Mr. Shashi Kiran Shetty	1,350	1,000
Sitting fees to Directors		
Ms. Cynthia D Souza	10	6
Mr.Mohinder Pal Bansal	18	9
Mrs Arathi Shetty	6	5
Mr.Mathew Cyriac	1	8
Mr. Martin Muller	16	-
Mr. Srinivasa Parathasarathy	17	-
Provision for impairment of Loan		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	769	901
Rent paid		
Talentos (India) Private Limited	88	116
Avash Builders and Infrastructure Private Limited	107	102
Sealand Crane Private Limited	87	83
Allnet Infotech Private Limited	84	80
Dividend paid		
Mr. Shashi Kiran Shetty	4,567	3,050
Interest on Inter-corporate loan		
Blacksoil Capital Private Limited	-	11
Expenditure towards CSR/Donation		
Avashya Foundation Trust	200	157
Investments Written Off		
Combi Line Indian Agencies Private Limited (Strike Off w.e.f -October 27, 2021)	25	-
Loans given		
Allcargo Inland Park Private Limited	5,689	3,844
Allcargo Multimodal Private Limited	5,732	4,300
Allcargo Terminals Limited	10,216	-
Malur Logistics and Industrial Parks Private Limited	4,342	8,257
Koproli Warehousing Private Limited	2,585	5,489
Loan received back during the year		
Allcargo Inland Park Private Limited	1,847	6,936
Allcargo Multimodal Private Limited	2,094	3,727
Malur Logistics and Industrial Parks Private Limited	12,266	1,141
Advances given		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	11	14



as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Ecu International (Asia) Private Limited	-	7
Interest charged on ICD given		
Gati Limited	4	86
Interest received back on ICD		
Gati Limited	4	86
Inter-corporate Loan Repaid		
Blacksoil Capital Private Limited	-	2,000
Inter-corporate deposit given		
Gati Limited	1,000	2,500
Inter-corporate deposit received back		
Gati Limited	1,000	2,500
Deposits given		
Talentos (India) Private Limited	-	122
Avvashya CCI Logistics Private Limited	10	10
Comptech Solutions Private Limited	7	7
Deposits received back		
Allcargo Movers (Bombay) LLP	18	-
Talentos (India) Private Limited	84	-
Transindia Freight LLP	18	-
Deposits Repaid		
Talentos (India) Private Limited	-	170
Advance received back during the year		
Malur Logistics and Industrial Parks Private Limited	-	2
Marasandra Logistics and Industrial Parks Private Limited	-	2
AGL Warehousing Private Limited	-	1
Loan converted to OCDs		
Allcargo Inland Park Private Limited	6,897	-
Allcargo Multimodal Private Limited	3,315	-
Proceeds received on redemption of OCDs		
Allcargo Multimodal Private Limited	4,650	-
Venkatapura Logistics and Industrial Parks Private Limited	-	1,104
Proceeds received on redemption of Preference Shares		
AGL Warehousing Pvt. Ltd.	1,000	-
Consideration on PPE converted to Loan	-	-
Koproli Warehousing Private Limited	3,611	-
Interest Receivable component converted into the consideration receivable from Sale of PPE		
Bantwal Warehousing Private Limited	-	8
Interest received back on loan		

as at and for the year ended 31 March 2022

		(\ III LUKIIS)
Particulars	31 March 2022	31 March 2021
Avvashya Inland Park Private Limited	9	9
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Pvt.Ltd.)	537	-
Koproli Warehousing Private Limited	55	20
Marasandra Logistics and Industrial Parks Private Limited	8	8
Interest received back on Advances		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Pvt.Ltd.)	1	-
Loan converted into consideration for sale of PPE		
Bantwal Warehousing Private Limited	-	99
Consideration receivable on PPE converted to Loan		
Koproli Warehousing Private Limited	3,611	_
Advance against OCD redemption		
Allcargo Inland Park Private Limited	3,703	-
Allcargo Multimodal Private Limited	5,065	4,650
Additional Investment made in Equity Shares during the year		
Gati Limited	2,750	23,807
Closing Balances as at:		
Loans		
Allcargo Inland Park Private Limited	500	3,555
Allcargo Multimodal Private Limited	-	2,677
Allcargo Terminals Limited	10,217	-
Malur Logistics and Industrial Parks Private Limited	987	8,911
Koproli Warehousing Private Limited	12,973	6,777
Interest receivable on Loans		
Avvashya Inland Park Private Limited	242	159
Koproli Warehousing Private Limited	777	285
Marasandra Logistics and Industrial Parks Private Limited	233	162
Provision made towards impairment on interest receiavble on loan		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	-	133
Expected Credit Loss on Trade Receivables		
Allcargo Logistics Lanka (Private) Limited	149	149
Advances		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	20	30
Interest receivable on Advances		
Avvashya Supply Chain Private Limited (Formerly South Asia Terminals Private Limited)	1	-
Optionally Convertible Debentures (OCDs)		
Allcargo Inland Park Private Limited	15,252	8,354
Allcargo Multimodal Private Limited	12,214	13,549
Malur Logistics and Industrial Parks Private Limited	19,416	19,416



as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Advance to supplier of services		
Avvashya CCI Logistics Private Limited	-	37
Ecu Worldwide (Philippines) Inc. (formerly known as Ecu-Line Philippines Inc.)	-	7
Ecu Worldwide (Kenya) Ltd. (formerly known as Ecu-Line Kenya Ltd.)	11	-
Ecu Worldwide China Ltd. (formerly known as China Consolidation Services Ltd.)	28	-
Ecu-Line Middle East LLC	11	-
PT Ecu Worldwide Indonesia	19	-
Deposits given		
Talentos (India) Private Limited	39	122
Avash Builders and Infrastructure Private Limited	107	107
Sealand Crane Private Limited	87	87
Allnet Financial Services Private Limited	84	84
Trade receivable		
Allcargo Logistics LLC	1,867	149
Ecuhold N.V.	-	5,671
Contech Logistics Solutions Private Limited	2,033	723
Ecu worldwide (USA) Inc. [formerly Econocaribe Consolidators, Inc.]	2,366	752
Consideration receivable against sale of PPE		
Meridien Tradeplace Private Limited	63	-
Bantwal Warehousing Private Limited	-	210
Advance received Against OCD Redemption		
Allcargo Multimodal Private Limited	5,065	4,650
Allcargo Inland Park Private Limited	3,703	-
Deposits taken		
Avvashya CCI Logistics Private Limited	95	95
Corporate guarantee		
Allcargo Belgium NV	47,557	38,290
Allcargo Inland Park Private Limited	-	8,856
Allcargo Multimodal Private Limited	23,103	7,309
Malur Logistics and Industrial Parks Private Limited	11,618	-
Trade payables		
Contech Logistics Solutions Pvt. Ltd	2,081	858
Ecu worldwide (USA) Inc. [formerly Econocaribe Consolidators, Inc.]	2,966	583
Ecuhold N.V.	-	17,961
Other Payables		
Avvashya Foundation	-	2
Directors commission payable		
Mr. Adarsh Hegde	650	475
Mr. Shashi Kiran Shetty	1,350	1,000

as at and for the year ended 31 March 2022

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Directors Sitting fees payable		
Mr. Martin Muller	1	-
Mrs. Radha Ahluwalia	1	-
Post employment benefits		
Mr. Shashi Kiran Shetty	19	19
Mr. Adarsh Hegde	19	19
Mr. Deepal Shah	15	14
Capt. Sandeep Anand	19	19

#### Terms and conditions of trade transactions with related parties

The services provided to and services received from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

#### 30 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities.

Quantitative disclosures fair value measurement hierarchy as at 31 March 2022:

Particulars	Total	Quoted price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
FVTPL financial investments				
- Unquoted mutual funds	13,469	-	13,469	-
- Quoted Equity Shares	108	108	-	-
- Unquoted equity shares	32	-	32	-
FVTOCI financial assets				
- Unquoted equity shares	2	-	2	-
- Derivative Instrument	33	-	33	-
Total financial assets measured at fair value	13,946	108	13,839	-
FVTPL financial liabilities				
- Investors put option payable [refer note 40(c)]	391	-	-	391
Total financial liabilities measured at Fair Value	391	-	-	391



as at and for the year ended 31 March 2022

#### Quantitative disclosures fair value measurement hierarchy as at 31 March 2021:

(₹ in Lakhs)

Particulars	Total	Quoted price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
FVTPL financial investments				
- Unquoted mutual funds	2,903	-	2,903	_
- Quoted Equity Shares	83	83	-	-
- Unquoted equity shares	25	-	25	-
FVTOCI financial assets				
- Unquoted equity shares	3	-	3	-
Total financial assets measured at fair value	3	-	3	-
FVTOCI financial liabilities				
Provision for mark-to-market loss on Derivative instrument (refer note 31B)	876	-	876	-
FVTPL financial liabilities				
- Investors put option payable [refer note 40(c)]	364	-	-	364
Total financial liabilities measured at Fair Value	1,240	-	876	364

The management assessed that Investments, cash and cash equivalents, trade receivables, trade payables, short-term borrowings, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

#### 31(A) Financial risk management objectives and policies

i) The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the policies and processes. Risk assessment and policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the management is responsible for overseeing the Company's risk assessment and policies and processes.

#### ii) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and it's revenue generating and operating activities.

#### a) 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's policy is to keep maximum of its borrowings at fixed rates of interest. To manage this, the Company enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and

#### as at and for the year ended 31 March 2022

variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. At 31 March 2022, after taking into account the effect of interest rate swaps, 100% of the Company's borrowings are at a fixed rate of interest (31 March 2021: 100%).

#### b) 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 Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's foreign currency borrowings.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions, the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Company hedges its exposure of net borrowings in foreign currencies by using foreign currency swaps and forwards. The Company has applied the hedge accounting as per principles set out in Ind AS – 109 'Financial Instruments' in respect of combined hedging instrument, designated in a net investment hedging relationship, used to hedge its risks associated with foreign currency fluctuations relating to the net investment in foreign operations.

#### c) Unhedged foreign currency exposures

As at balance sheet date, the Company's net foreign currency exposure Receivable / (payable) that is not hedged is ₹ 1,148 Lakhs (31 March 2021: ₹ (13,233) Lakhs). Majority of this amount represents the amount payable to overseas subsidiary companies hence it remains manageable exposure within the group itself.

#### d) Foreign currency sensitivity

For the year ended 31 March 2022 and 31 March 2021, every 5% depreciation / appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's incremental operating margins by approximately ₹ 57 Lakhs and ₹ 662 Lakhs each (net). The Company's exposure to foreign currency changes for all other currencies is not material.

The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The impact on the Group's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges.

#### iii) 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, foreign exchange transactions and other financial instruments.

#### Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. The Company has diversified customer base considering the nature and type of business.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 7.2. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.



as at and for the year ended 31 March 2022

#### (iv) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and commercial papers. 58% of the Company's borrowings including current maturities of non-current borrowings will mature in less than one year at 31 March 2022 (31 March 2021: 65%) based on the carrying value of borrowings including current maturities of non-current borrowings reflected in the financial statements. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2022

(₹ in Lakhs)

Particulars	On demand	Less than 1 year	More than 1 year
Borrowings	29,500	13,260	31,525
Other financial liabilities	-	14,159	17
Trade and other payables	-	44,320	-
Total	29,500	71,738	31,542

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2021

(₹ in Lakhs)

Particulars	On demand	Less than 1 year	More than 1 year
Borrowings	22,953	22,859	25,118
Other financial liabilities	-	8,015	914
Trade and other payables	-	50,681	-
Total	22,953	81,555	26,033

#### **Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

#### (v) Capital management

The Company's objective for Capital Management is to maximise shareholder's value, support the strategic objectives of the Company. The Company determines the capital requirements based on its financial performance, operating and long term investment plans. The funding requirements are met through operating cash flows generated.

#### 31(B) Hedge Accounting

The Company's business objective includes safe-guarding its earnings against adverse fluctuation in the movements of foreign exchange currency and interest rates. The Company has applied the hedge accounting as per principles set out in Ind AS – 109 'Financial Instruments' in respect of combined hedging instrument, designated in a hedging relationship, used to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Cash Flow hedges for the following hedging instrument and hedged item:-

Hedged instrument	Hedged item
	The highly probable Euro Receivable future cash flows in the form of receivables in Euro and the annual dividend receivable from subsidiary.

#### as at and for the year ended 31 March 2022

The risk management objective is to hedge the variability in cashflows arising from the Euro denominated receivables from customers and the annual dividend cash flows from wholly owned subsidiary Allcargo Belgium N.V. because of changes in EUR-INR exchange rate using fixed-to-fixed EUR-USD Cross Currency Interest Rate Swaps (CCIRS) and USD denominated Foreign Currency Term Loan availed by the Company.

The Company has created a 'pay EUR and receive INR hypothetical swap' matching the specifications of underlying cash flows designated in the Hedge relationship as of inception date. The hypothetical derivative is constructed using the market-quoted foreign exchange rates and interest rate curves prevailing as of inception on the pay EUR leg and a computed fixed rate on the receive INR leg. The computed fixed rate is such that it makes the net present value of the hypothetical derivative zero as of inception date.

There is an economic relationship between the hedged items and the hedging instruments. The Company has established a hedge ratio of 1:1 for the hedging relationships. To test the hedge effectiveness, the Company uses the hypothetical derivative method and Dollar offset method.

#### The hedge ineffectiveness can arise from:-

- (i) Differences in the timing of the cash flows.
- (ii) Different indexes (and accordingly different curves).
- (iii) The counterparties' credit risk differently impacting the fair value movements.

#### **Disclosure of effect of Hedge Accounting:-**

Cash flow Hedge:-

For Hedging instruments:-

As at March 31, 2022

(₹ in Lakhs)

Particulars	Nominal Value	Carrying Assets	Amounts Liabilities	Changes in Fair Value	Hedge Maturity	Line item in Balance sheet
Foreign currency risk						
Borrowings	15,315	-	15,663	1,002	October 2025	Non-current Liabilities – Financial Liabilities – Borrowings
Interest rate risk						
Interest rate swap*	-	-	_	-	September 2020 to October 2025	N.A.

#### As at March 31, 2021

Particulars N	Nominal	<b>Carrying Amounts</b>		Changes in		Line item in Balance
Particulars	Value	Assets	Liabilities	Fair Value	Hedge Maturity	sheet
Foreign currency risk						
Borrowings	19,220	-	- 19,111	(876)	October 2025	Non-current Liabilities - Financial Liabilities - Borrowings
Interest rate risk						
Interest rate swap*	-	-		-	September 2020 to October 2025	N.A.

<sup>\*</sup> Since interest rate swap which becomes due for each month gets settled on monthly basis hence related mark to market losses gets accounted under the finance cost during reporting period. Hence the entire changes in fair value pertains to outstanding principle amount in USD.



as at and for the year ended 31 March 2022

#### **Hedged item:-**

Changes in fair value of the highly probable Euro Receivable future cash flows in the form of receivables in Euro and the annual dividend receivable from subsidiary coincides with changes in fair value of hedging instruments.

#### Movement in cash flow Hedge:-

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	(570)	-
Gain / (loss) recognised in OCI during the year	1,002	(876)
Deferred tax on above	(318)	306
Amount reclassified to profit and loss during the year	-	-
At the end of the year	114	(570)

#### 32 Leases:

#### Company as Lessee

Changes in carrying value of Right - Of - Use Assets for the year ended March 31, 2022 is given separately in Note No 3.2

(a) The following is the break-up of current and non-current lease liabilities as at March 31, 2022:

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Current lease liabilities	806	1,163
Non-Current lease liabilities	4,950	5,316
Closing Balances as on 31 March	5,756	6,479

(b) The following is the movement in lease liabilities for the year ended March 31, 2022:

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Balances as on 1 April	6,479	6,965
Additions	123	_
Finance cost accrued during the year	579	595
Deletions	(139)	188
Discontinued Operations (refer note 45)	(19)	-
Lease payments made during the year	(1,265)	(1,269)
Closing Balances as on 31 March	5,756	6,479

(c) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2022 on an undiscounted basis:

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Within 1 year	952	1,224
Between 1 to 5 years	2,602	2,903
More than 5 years	10,142	10,736
Closing Balances as on 31 March	13,695	14,863

The company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

#### as at and for the year ended 31 March 2022

- (d) Lease payments for less than 1 year lease contracts as well as for low value items for the year ended March 31, 2022 is ₹ 137 Lakhs (March 31, 2021: ₹ 41 Lakhs) (Refer Note 22)
- (e) Rental income given on operating leases to joint venture companies was ₹ 428 Lakhs for the year ended March 31, 2022 (March 31, 2021: ₹ 428 Lakhs).
- (f) The Company had total cash flows for leases of ₹ 1,265 Lakhs for the year ended March 31, 2022 (March 31, 2021: ₹ 1,269 Lakhs. The Company does not have non-cash additions to right of use assets and lease liabilities for the year ended March 31, 2022. There are no future cash outflows relating to leases that have not yet commenced.

#### (g) Total Expense on Leases

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Lease expense on short term leases (rent)	137	41
Interest expense on lease liabilities	579	595
Depreciation on ROU Assets	888	900
Total	1,604	1,536

#### 33 Financial Ratios

Dantiardana	Ratio Penominator		Nonconstan	Demonstructure	Ratio		Damaan fan Marianaa
Particulars	Calais Raillelatoi Delloilillatoi	31-Mar-22	31-Mar-21	Change	Reason for Variance		
Current ratio	Current Assets	Current Liabilities	0.97	0.71	37%	Refer Note (a)	
Net Debt - Equity ratio	Non Current Borrowings + Current Borrowings	Equity Share Capital + Other Equity	0.39	0.44	-12%	Refer Note (b)	
Debt service coverage ratio	Net profit after tax (continuing operations) + Interest + Depreciation & Amortisation + Exceptional loss - Exceptional income	Finance Costs + Current Maturity of Long Term Borrowings	2.51	1.47	71%	Refer Note (c)	
Return on Equity ratio	Profit after Taxes from continuing operations (Excluding exceptional items)	Equity Share Capital + Other Equity	17.61%	12.52%	41%	Refer Note (c)	
Trade Receivables turnover ratio (in times)	Average Trade Receivables	Income from Operations	0.17	0.24	-28%	Refer Note (c)	
Trade payables turnover ratio (in times)	Average Trade Payables	Total Expenses - Finance Costs - Depreciation - Employee Benefit Expenses	0.16	0.26	-39%	Refer Note (c)	
Net capital turnover ratio	Average Working Capital	Income from continuing operations	-	-		Working Capital is negative	
Net profit ratio	Net Profit After Taxes continuing operations (excluding exceptional items)	Income from continuing operations	8.46%	9.74%	-13%	-	
Return on Capital employed	Earnings before Interest and Taxes (excluding exceptional items)	Tangible Networth + Total Debts - Deferred Tax Assets	19.61%	16.11%	22%	Refer Note (c)	
Return on Investment	Interest on FDR Net Gain on sale + Fair Value changes of Mutual Funds	Average Investment funds in Current Investment	3% - 7%	3% - 5%	-	Refer Note (d)	



as at and for the year ended 31 March 2022

- a) Temporary increase in Working Capital
- b) Reduction in Net Debt during the year ended March 31, 2022
- c) Variation in Coverage, turnover and other profitability ratios is primarily due to increase in turnover and profitability during the year ended March 31, 2022
- d) The Major Part of Investement is made at the end of the year resulting in Lower Return on Investment for the year ended March 31, 2022

#### **34 Other Statutory Information**

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii) The Company has not advanced or loaned or invested funds to any other persons or entitities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- iii) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- iv) The Company has not enterted any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- v) The Company do not have any transactions with companies struck off.
- vi) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 35 In regard to the initial public announcement dated July 21, 2021 made by Inga Ventures Private Limited, manager to the offer, on behalf of Mr Shashi Kiran Shetty, Talentos Entertainment Private Limited and Avashya Holdings Private Limited, members of the Promoter and the Promoter group company, wherein, they have expressed their intention to: (a) acquire all Equity Shares that are held by Public Shareholders, either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges"), in accordance with Delisting Regulations ("Delisting Proposal").

Subsequently, the board of directors of the Company in their meeting held on August 6, 2021, approved the Delisting Proposal. The Company also sought the approval of the shareholders of the Company for the Delisting Proposal by way of a special resolution through postal ballot by remote e-voting process vide a notice dated August 6, 2021.

The results of the postal ballot were announced on September 13, 2021, pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As set out therein, the number of votes cast in favour of the Delisting Proposal is sufficient for passing the resolution as a Special Resolution in terms of Section 114 of the Companies Act, 2013. However, in terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it. The votes cast by the Public Shareholders in favour of the Delisting Proposal (i.e. 44,66,241 votes) is less than two times the votes cast by the Public Shareholders against the Delisting Proposal (i.e. 3,39,03,284 votes).

Accordingly, in terms of Regulation 11(4) of the Delisting Regulations, the Acquirers are not able to proceed with the Delisting Proposal, and the Equity Shares of the Company shall continue to be listed on the Stock Exchanges and continue to be "Permitted to Trade" on the Metropolitan Stock Exchange of India Limited.

as at and for the year ended 31 March 2022

#### 36 Corporate social responsibility

As per section 135 of the Act, a CSR committee has been formed by the Company. The funds are utilised throughout the year on activities which are specified in Schedule VII of the Act. The utilisation is done either by way of direct contribution towards various activities or by way of contribution to a trust - Avvashya Foundation.

- (a) Gross amount required to be spent by the Company during the year: ₹ 353 Lakhs (31 March 2021: ₹ 287 Lakhs)
- (b) The areas of CSR activities and contributions made thereto are as follows:

(₹ in Lakhs)

Amount spent during the year on	31 March 2022	31 March 2021
Construction / Acquisition of any assets	-	-
2) For purposes other than (1) above:		
- Promoting and preventive health care	147	229
- Promoting education including special education and employment enhancing vocational fees	153	124
- Others	139	95
Total	439	448

- (c) The above includes a sum of ₹ 200 Lakhs (31 March 2021: ₹ 157 Lakhs) as contribution to a trust Avvashya Foundation, (where key managerial personnel and relatives are able to exercise significant influence) (refer note 29B)
- (d) There was no unspent amount for the year ended 31 March 2022

#### 37 Segment reporting

Disclosure of segment reporting as per the requirements of Ind AS 108 "Operating Segment" is reported in the consolidated financial statements of the Company. Therefore, the same has not been separately disclosed in the standalone financial statements in line with the requirement of Ind AS 108.

#### 38 Amalgamation of Hindustan Cargo Limited

The Board of Directors in their meeting held on November 08, 2019, approved the Scheme of Amalgamation (merger by Absorption) under Sections 230 to 232 of The Companies Act, 2013 between Hindustan Cargo Limited (a wholly owned subsidiary of the Company) and the Company, subject to the approval of the National Company Law Tribunal ("NCLT") and other requisite approvals. The final hearing and approval of the said scheme by the Hon'ble NCLT was completed during year and upon receipt of the final order, the amalgamation has been accounted for in accordance with Appendix C of Ind AS 103 'Business Combinations' and accordingly, results of all the previous periods have been restated from April 01, 2020, i.e. beginning of the previous financial year.

As per the scheme, the following assets and liabilities pertaining to the transferor company have been transferred and vested to the company at their book values as on April 01, 2020, As per the scheme, the difference between book values of assets, liabilities, reserves of Transferor company and cancellation of the Investments made by the company is treated as 'capital reserves'. The Total impact to reserves on account of the aforesaid amalgamation is ₹ 50 Lakhs.

(₹ in Lakhs) **Particulars Amount Non Current Assets** Financial assets Investments 3,130 Other Financial Assets 11 Income Tax Assets (net) 538 Other non-current assets 5 **Total non-current assets** 3,683 **Current Assets** 



as at and for the year ended 31 March 2022

(₹ in Lakhs) **Particulars Amount** Financial assets Cash and Cash Equivalents 29 Other Financial Assets 5 Other current assets 126 **Total current assets Total Assets** 3,844 **Current Liabilities** Financial Liabilities Trade Payables 650 Other current liabilities 19 **Total Current Liabilities** 669 Retained Earnings (adjusted) 684 Capital Reserves 50 **Total Reserves** 

Also in the past Hindustan Cargo Limited (erstwhile subsidiary of the Company which got merged with the Company as per NCLT order dated August 26, 2021) has received order-in original w.r.t service tax matter relating to F.Y. 2012-13, 2013-14 & 2014-15. The order has confirmed the service tax liability of ₹ 17,200 Lakhs (March 31, 2018: ₹ 10,238 lahs (F.Y. 2007-08 to 2011-12)). The Company has filed an appeal against the above order-in-original before Mumbai CESTAT. Based on opinion of the Experts, the management of the Company has a reason to believe that the possibility of liability getting materialsed is very remote and hence in this case there will not be any outflow of resources and accordingly not classified as Contingent liabilities.

- 39 The Board of directors of the Company in its meeting held on June 11, 2021 has approved and given its consent to the scheme of demerger under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 whereby the contract logistics business of its joint venture entity namely Avvashya CCI Logistics Private Limited will get transferred to Avvashya Supply Chain Private Limited (formerly known as South Asia Terminals Private Limited) a wholly owned subsidiary of the Company, on the going concern basis with mirror shareholding, subject to the approval of the National Company Law Tribunal and other requisite approvals. The requisite approvals are awaited as at date.
- 40 (a) During the year ended March 31, 2020 the Board of Directors of the Company in their meeting held on November 8, 2019 have approved the restructuring involving transfer of warehouses and other assets of Logistics Park Business ('Business Undertaking') of the Company to its wholly owned subsidiaries ('WOS'). The Company thereafter transferred the Business Undertakings under slump sale arrangement to four of its WOS namely Malur Logistics and Industrial Parks Private Limited, Allcargo Logistics & Industrial Parks Private Limited, Madanahatti Logistics and Industrial Parks Private Limited under a Business Transfer Agreement (BTA). Thereafter the Company executed agreements with Malur Logistics and Industrial Parks Private Limited, Allcargo Logistics & Industrial Park Private Limited, Madanahatti Logistics and Industrial Parks Private Limited, Venkatapura Logistics and Industrial Parks Private Limited, Venkatapura Logistics and Industrial Parks Private Limited, Kalina Warehousing Private Limited, Panvel Warehousing Private Limited (together referred to as "Specified WOS") and BRE Asia Urban Holdings Ltd ("the Investor") for carrying out the business of warehousing. Pursuant to the agreements, the Investor made an initial investment of ₹ 22,839 Lakhs through debentures as well as Rs 893 Lakhs through equity acquisition in these Specified WOS except Venkatapura Logistics and Industrial Parks Private Limited. Accordingly from February 13, 2020, the Company divested its control in Madanahatti Logistics and Industrial Park Private Limited, Allcargo Logistics & Industrial Park Private Limited, Kalina Warehousing Private Limited and Panvel Warehousing Private Limited on a fully diluted basis and now retains a minority stake in these subsidiaries.

Also during the current year the Company has further received ₹ 10,047 Lakhs (31 March 2021: ₹ 6,050 Lakhs) from Malur Logistics and Industrial Parks Private Limited, Madnahatti Logistics and Industrial Park Private Limited, Venkatpura Logistics & Industrial Parks Private Limited and from Allcargo Logistics and Industrial Park Private Limited towards release of its previous held equity interests (which was held in the form of shareholders' loan and which was converted in the form of debentures as per terms and conditions mentioned in the definitive transaction documents) in these companies.

(b) As per the original understanding and as per the terms and conditions mentioned in the definitive transaction documents the transaction was expected to conclude in a phase wise manner within a period of 12 months, subject to the satisfaction of customary closing conditions and achievement of certain milestones (together the 'conditions precedent') as prescribed

#### as at and for the year ended 31 March 2022

in the agreements. But due to outbreak of Coronavirus (COVID-19) pandemic globally and in india the time limits earlier defined in the agreements have been further extended between the Company and the Investor by mutual agreement and consent. Hence as at March 31, 2022, the Company still holds controlling stake over Malur Logistics and Industrial Parks Private Limited and Venkatapura Logistics and Industrial Parks Private Limited.

- (c) The aforesaid agreements with the Specified WOS states that if condition precedent specified therein are not satisfied within the period stipulated (including extensions obtained from Investor), the Company together with the Specified WOS shall acquire the debentures and equity held by the Investor in the specified WOS together with 16% interest in accordance with the terms and conditions of the agreements and in the event of failure of which the Investor will be entitled to exercise the Investor's Put Option as set out therein. Initial recognition has been accounted for as investment in the Specified WOS with corresponding creation of financial liability. During the current year the management has re-assessed the investors put option valuation from independent valuer and it has been valued at ₹ 391 Lakhs, the difference between initial recognition and the value arrived at the end of current year has been routed through as FVTPL in the statement of profit and loss.
- (d) The aforesaid agreements also states that if certain condition precedent as specified therein are not satisfied within the period stipulated (including extensions obtained from Investor) the Investor has a call option to buy stake in certain WOS of the Company as per the terms mentioned therein. Management believes that there has been substantial progress on the accomplishment of the conditions precedent and they will be able to achieve the completion of the same within the agreed timelines.
- 41 A Scheme of Arrangement was approved between two of the subsidiaries, Allcargo Inland Park Private Limited (Demerged company) and Allcargo Multimodal Private Limited (Resulting company), and their respective shareholders to demerge their warehousing business (the demerged undertaking.) The Application was filed with NCLT on February 2, 2021. Subsequent to that NCLT passed the interim order on 08th April, 2021 mentioning the further course of action to be followed by the applicant companies. The NCLT vide its final order dated 01st March 2022 approved the Scheme of Arrangement and the entire "Demerged Undertaking" of Allcargo Inland Park Private Limited has been merged with Allcargo Multimodal Private Limited, on a going concern basis along with all its rights, privileges and obligations. The said order stated that the appointed date for the said Arrangement to be April 01, 2021.

#### 42 Estimation of uncertainties relating to Covid-19

The Company as at the date of approval of these financial results has made assessment of possible impacts that may result from the COVID -19 pandemic on the carrying value of current and non-current assets considering the internal and external information available as at the said date and to the extent possible. The Company, based on the above analysis and assumptions used, believes that the carrying value of these assets are recoverable and sufficient liquidity is available. The impact of COVID -19 may be different from the estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

43 The Board of Directors of the Company at its meeting dated December 23, 2021 has considered and approved to restructuring of the business of the Company by way of a scheme of arrangements and demerger (""Scheme"") whereby (1) Container Freight Station/Inland Container Depots businesses of the Company ("Demerged Undertaking 1") will be demerged into Allcargo Terminals Limited (The members of Allcargo Terminals Private Limited had approved its conversion from private limited into public limited vide special resolution passed at its Extraordinary General Meeting dated December 10, 2021 for which necessary forms has been filed with Registrar of Companies, Mumbai and approval for the same was received on January 10, 2022) (the "Resulting Company 1" or "ATL"), Wholly Owned Subsidiary ("WOS") of the Company; and (2) Construction & leasing of Logistics Parks, leasing of land & commercial properties, Engineering Solutions (hiring and leasing of equipment's) businesses of the Company (""Demerged Undertaking 2") will be demerged TransIndia Realty & Logistics Parks Limited (the "Resulting Company 2" or "TRLPL"), Wholly Owned Subsidiary ("WOS') of the Company, on a going concern basis. As per the scheme, the demerger will be given effect from the Appointed Date of April 01, 2022.

The transaction is proposed through a Scheme of Arrangement and Demerger under Section 230 - 232 read with applicable provisions of the Companies Act, 2013 (the "Act"). The said Scheme would be subject to requisite approvals of the National Company Law Tribunal, BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Securities and Exchange Board of India and other statutory / regulatory authorities, including those from the shareholders and creditors of the Company, Resulting Company 1 and Resulting Company 2, as may be applicable. The transaction is to be effected pursuant to the Scheme and is subject to receipt of regulatory and other approvals inter-alia approval from shareholders, creditors, NCLT etc as may be applicable, Resulting Company 1 and Resulting Company 2, Shall have mirror shareholding of the Company and shares of the Resulting Company 1 and Resulting Company 2 will be listed on BSE and NSE.

44 Pursuant to the approval of board of directors of the Company dated November 01, 2021 and post execution of Share Purchase Agreement dated November 30,2021, the Company through its Wholly owned subsidiary, Allcargo Terminals Limited has acquired 85% of equity stake in Speedy Multimodes Limited from Pirkon Properties Private Limited at a total consideration of ₹ 102 Crores.



as at and for the year ended 31 March 2022

**45** The Board of directors of the Company at its meeting held on February 11, 2022 has considered and approved the firm binding offer dated February 10, 2022 received from J M Baxi Heavy Private Limited for sale of Projects Logistics business through Business Transfer Agreement under slump sale basis for lumpsum consideration of ₹98.64 Crores. The Business Transfer Agreement has been executed in this regard. Accordingly, Projects Logistics business has been disclosed as discontinued operations.

The results of the Project Division for the year are presented below:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Revenue	23,123	16,895
Other income	(7)	11
Expenses	(22,918)	(16,649)
Profit/(loss) before tax from a discontinued operation	198	257
Tax (expenses)/income:		
Tax expense of discontinued operations	69	90
Profit/(loss) for the year from a discontinued operation	129	167

The major classes of assets and liabilities as at 31 March 2022 are, as follows:

Particulars	31st March 2022
ASSETS	
Non-current assets	
Property, Plant and Equipment	142
Right of use (net)	15
Capital work-in-progress	5
Other intangible assets	32
Intangible fixed assets under development	3
Financial assets (Non current)	
Long term Other financial assets	5
	202
Current assets	
Financial Assets (Current)	
Short term Loans/Advances	21
Trade and other receivables	9,244
Cash and cash equivalents	(206)
Short term Other financial assets	16
Contract assets	1,168
Other current assets	938
	11,182
Assets held for sale	11,385
LIABILITIES	
Financial liabilities	
Lease liability	19

#### as at and for the year ended 31 March 2022

(₹ in Lakhs)

Particulars	31st March 2022
Current liabilities	
Financial liabilities	
Trade payables	820
Other payables	4,735
Other current liabilities	201
Liabilities directly associated with assets held for sale	5,774
Net Assets directly associated with disposal group	5,610
Reserve of disposal group classified as held for sale	
Retained earnings	129

#### 46 Previous year figures

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

#### As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 **Chartered Accountants** 

#### per Govind Ahuja

Partner Membership No: 048966

Mumbai

Date: May 26, 2022

#### For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

#### Shashi Kiran Shetty

Chairman & Managing Director DIN: 00012754

#### Deepal Shah

Deputy Group Chief Financial Officer

Mangalore/Mumbai Date: May 26, 2022

#### **Mohinder Pal Bansal**

Independent Director DIN:01626343

#### Capt. Sandeep Anand

Chief Executive Officer- Marketing

#### Suresh Kumar Ramiah

Chief Executive Officer

#### **Devanand Mojidra**

Company Secretary & Compliance Officer M.N.: A14644



### INDEPENDENT AUDITOR'S REPORT

To the Members of

Allcargo Logistics Limited

#### Report on the Audit of the Consolidated Financial Statements

#### **Opinion**

We have audited the accompanying consolidated financial statements of Allcargo Logistics Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and joint ventures comprising of the consolidated Balance sheet as at March 31 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified

under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, associates, joint ventures 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 audit opinion on the consolidated financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

#### **Key audit matters**

#### How our audit addressed the key audit matter

Recoverability of trade receivables (as described in Note 7.3 of the consolidated Ind AS financial statements)

The gross balance of trade receivables as at 31 March 2022 amounted to ₹ 3,21,984 Lakhs, against which the Group has recorded expected credit loss provision of ₹ 14,359 Lakhs. The collectability of trade receivables is a key element of the Group's working capital management.

The Group has a formal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period-end. In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the credit loss incurred in the past, current conditions and forecasts of future conditions. In calculating expected credit loss, the Group has considered customer accounts as well as experience with collection trends and current economic and business conditions and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

The Group's disclosures are included in Note 2.3(f) and Note 2.3(t) and Note 7.3 to the consolidated financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year on year movement in gross and net trade receivables.

Our audit procedures, among other things included the following: We evaluated the Group's policies, processes and controls relating to the monitoring of trade receivables and review of credit risks of customers.

- Examined the management's assessment of the customers' financial circumstances and ability to repay the debt
- Circularized requests for balance confirmations on sample basis and examined responses
- Obtained trade receivable confirmations for sample parties
- Obtained evidence of receipts from customers.
- Inspected relevant contracts and correspondence with the customers on sample basis, assessment of their creditworthiness with reference to publicly available information, where applicable.
- Evaluated management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances and sector exposure.

We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Group.

#### **Key audit matters**

#### How our audit addressed the key audit matter

#### Income taxes- recoverability of deferred taxes (as described in Note 8 of the consolidated Ind AS financial statements)

At March 31, 2022, the Group had net deferred tax assets of Rs. 17,938 Lakhs, which include Minimum Alternate Tax (MAT) of Rs. 7,663 Lakhs paid in accordance with the income-tax provisions. MAT is recognized as deferred tax asset in the balance sheet based on a judgment that it is probable that the future economic benefit in the form of availability of set off against future income tax liability will be realized.

Some of the Holding Company's units are located in tax-free zone/ area from which the profit earned is not subject to income-tax and this results in the Holding Company being subject to paying MAT. The recognition of MAT and its subsequent assessment of recoverability within the allowed time frame involves significant estimate of the financial projections, availability of sufficient taxable income in the future and significant judgements in the interpretation of tax regulations and tax positions adopted by the management's, based on which we determined MAT to be a key audit matter.

The Group's disclosures are included in Note 2.3(h) and Note 2.4 and Note 8 to the consolidated financial statements, which outlines the accounting policy for taxes and details of the year on year movement in deferred tax assets and liabilities.

Our audit procedures, among other things included the following:

- We evaluated the Group's accounting policies with respect to recognition of tax credits in accordance with Ind AS 12 "Income Taxes"
- We obtained an understanding of the process relating to recognition and assessment of recoverability of deferred tax asset and evaluated the design and tested the effectiveness of financial controls in this area relevant to our gudit.
- We have evaluated the Holding Company's assumptions and estimates in relation to the likelihood of generating sufficient future taxable income based on most recent budgets and plans, prepared by management, principally by performing sensitivity analyses and evaluated and tested the key assumptions used to determine the amounts recognized.
- We assessed the reasonableness of management's business plans considering the relevant economic and industry indicators.
- We involved our tax specialists who evaluated the Company's tax positions.
- We have tested the mathematical accuracy of tax calculation and the MAT balance.
- We assessed the disclosures in accordance with the requirements of Ind AS 12 "Income Taxes".

**Provisions and contingent reliabilities including taxation related matters** (as described in Note 31 of the consolidated Ind AS financial statements)

The Holding Company is contesting direct tax, indirect tax and legal cases and management exercises judgment in estimating the likelihood of any liability crystalizing on the Holding Company.

The evaluation of management's judgments, including those that involve estimations in assessing the likelihood that a pending claim will succeed, or a liability will arise, and the quantification of the potential financial settlement have been identified as key audit matter during the current year audit. Evaluation of the outcome of the direct tax, indirect tax and legal cases, and whether the risk of loss is more likely than not or remote, requires significant judgment by management.

The Group's disclosures are included in Note 2.3(q) & 2.3(r) and and Note 31 to the consolidated financial statements, which outlines the accounting policy for contingent liabilities and details of pending legal and direct and indirect tax litigation disclosed as contingent liabilities.

Our audit procedures, among other things included the following:

- We evaluated the Group's policy and processes for direct tax, indirect tax and legal cases.
- We assessed the design and implementation of the Group's controls over the assessment of litigations and of disclosures.
- We examined regulatory correspondence to assess development in all pending cases against the Holding Company.
- We discussed the status and potential exposures in respect
  of significant litigation and claims with the Group's internal
  legal team including their views on the likely outcome of
  each litigation and claim and the magnitude of potential
  exposure and sighted any relevant opinions given by the
  Group's advisors.
- For tax matters, we involved our tax specialists to assess management's application and interpretation of tax legislation affecting the Holding Company, and to consider the quantification of exposures and settlements arising from the disputes with the tax authorities in the various tax jurisdictions.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, 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 Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates and joint ventures 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, 2021, as amended. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

(a) We did not audit the financial statements and other financial information, in respect of 147 subsidiaries, whose financial statements include total assets of Rs 7,38,815 Lakhs as at March 31, 2022, and total revenues of Rs 4,94,166 Lakhs and net cash inflows of Rs 20,936 Lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net profit of Rs. 1,583 Lakhs and Rs. 7,421 Lakhs for the year ended March 31, 2022, as considered in the consolidated financial statements, in respect of 3 associates and 8 joint ventures respectively, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on the reports of such other auditors.

Certain of these subsidiaries/associates/joint ventures are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries/associates/ ioint ventures located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries/associates/ joint ventures located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by

(b) The accompanying consolidated financial statements include unaudited financial statements and other unaudited financial information in respect of 2 subsidiaries, whose financial statements and other financial information reflect total assets of Rs 1,116 Lakhs as at March 31, 2022, and total revenues of Rs. 3 Lakhs and net cash outflows of Rs 141 Lakhs for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. The consolidated financial statements also include the Group's share of net profit of Rs. 226 Lakhs and Rs. 699 Lakhs for the year ended March 31, 2022, as considered in the consolidated financial statements, in respect of 2 associates and 3 joint ventures respectively, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

#### 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 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
- 2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - (a) We/the other auditors whose report we have relied upon 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 of the aforesaid consolidated financial statements;
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;



- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2021, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate companies and joint ventures, none of the directors of the Group's companies, its associates and joint ventures, incorporated in India, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, associate companies and joint ventures, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) The provisions of section 197 read with Schedule V of the Act are not applicable to the Holding Company, its subsidiaries, associates and joint ventures incorporated in India for the year ended March 31, 2022;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule II 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures, as noted in the 'Other matter' paragraph:
  - The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associates and joint ventures in its consolidated financial statements – Refer Note 31 to the consolidated financial statements;
  - The Group, its associates and joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2022;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associates and joint ventures, incorporated in India during the year ended March 31, 2022.
  - iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively 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 Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- The dividend paid during the year by the Holding company and its subsidiary companies incorporated in India, is in compliance with section 123 of the Act.

#### For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

#### per Govind Ahuja

Partner

Membership Number: 048966 UDIN: 22048966AJRSUQ7599

Mumbai May 26, 2022

#### **Annexure 1 to the Independent Auditor's Report**

Re: Allcargo Logistics Limited ('the Company')

#### Referred to in Paragraph I under the heading "Report on other legal and regulatory requirements" of our report of even date

In terms of the financials and explanations sought by us and given by the Holding Company, its subsidiary and associate which are companies incorporated in India and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

i. Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. N	o Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Gati Limited	L63011TG1995PLC020121	Subsidiary	xvii
2	Gati Kintetsu Express Private Limited	U62200TG2007PTC056311	Subsidiary	(i)(c), ii(b), vii(a)

ii. The report of the following components included in the consolidated financial statements has not been issued by its auditor till the date of our auditor's report.

S. No	Name	CIN	Subsidiary/ associate/joint venture
1	Gati Import Export Trading Limited	U60232TG2008PLC057692	Subsidiary
2	Zen Cargo Movers Private Limited	U64120DL2007PTC160560	Subsidiary
3	Gati Kausar India Limited	U74899TG1984PLC089495	Subsidiary (Ceased to be a subsidiary w.e.f. 14 <sup>th</sup> July, 2021)
4	Gati Logistics Parks Private Limited	U63030TG2011PTC072285	Subsidiary
5	Gati Project Private Limited	U45400TG2011PTC072399	Subsidiary
6	Haryana Orbital Rail Corporation Limited	U60100HR2019SGC084349	Associate

#### For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

#### per Govind Ahuja

Partner

Membership Number: 048966 UDIN: 22048966AJRSUQ7599

Mumbai May 26, 2022



#### Annexure 2 to The Independent Auditor's Report Of Even Date On The Consolidated Financial Statements Of Allcargo Logistics Limited

## Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Allcargo Logistics Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its joint ventures, which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, and its joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

## Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated 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, the Group, and its joint ventures, which are companies incorporated in India, have maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. However, In respect of 2 subsidiaries of the Group, certain controls pertaining to revenue contract mapping in information system need to be further strengthened.

#### **Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these 29 subsidiaries, and 2 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and its joint ventures incorporated in India.

#### For S.R. Batliboi & Associates LLP

**Chartered Accountants** 

ICAI Firm Registration Number: 101049W/E300004

#### per Govind Ahuja

Partner

Membership Number: 048966 UDIN: 22048966AJRSUQ7599

Mumbai May 26, 2022



# Consolidated Balance Sheet

#### as at 31 March 2022

(₹ in Lakhs)

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant and equipment	3.1	72,364	89,766
Right of use assets (net)	3.2	45,750	30,585
Capital work-in-progress	3.3	203	233
Goodwill	4.1	68,646	56,643
Intangible assets (net)	4.2	62,097	53,337
Intangible assets under development	4.3	85	26
Investment property ( )	5	78,793	68,570
Investment property under development (net)	5.1	21,526	17,555
Investments in associates and joint ventures	6	36,736	25,342
<u>Financial assets</u>	71	E 000	0.050
Investments	7.1	5,332	3,950
	7.2	12,699	9,863
	7.6	6,585	1,655
Deferred tax assets (net) Income tax assets (net)	8	17,938	19,217
	11	13,192	10,529
Other non-current assets	9	7,034 4,48,980	7,195 <b>3,94,466</b>
Current assets		4,40,300	3,34,400
Inventories	10	571	971
Contract Assets		70,932	42,311
Financial assets			
Current investments	7.1	14,596	3,114
Loans	7.2	7,347	6,676
Trade receivables	7.3	3,07,625	2,17,570
Cash and cash equivalents	7.4	57,511	30,684
Other bank balances	7.5	6,924	7,438
Other financial assets	7.6	2,791	1,443
Income tax assets (net)	11	1,086	1,280
Other current assets	9	33,996	23,321
Assets classified as held for sale	37	24,650	16,747
Additional de Held for said		5,28,030	3,51,555
Total Assets		9,77,010	7,46,021
Equity and Liabilities			
Equity			
Equity share capital	12.1	4,914	4,914
Other equity	12.2	3,11,133	223,440
Reserves of Disposal Group classified as held for sale		129	
Equity attributable to equity holders of the Parent		3,16,176	228,354
Non-controlling interests		38,366	33,137
Total Equity		3,54,542	261,491
Non-current liabilities			
<u>Financial liabilities</u>			
Lease liabilities	36	36,882	25,143
Borrowings	13.1	98,023	71,669
Other financial liabilities	13.4	2,375	3,197
Long term provisions	14	252	258
Net employment defined benefit liabilities	15	2,059	1,229
<u>Deferred tax liabilities (net)</u>	8	16,832	14,708
Other non-current liabilities	16	1,232	896
		1,57,655	1,17,100
Current liabilities			
Contract Liabilities		92,284	44,708
Financial liabilities			
<u>Lease liabilities</u>	36	10,061	6,026
Borrowings	13.1	86,765	103,699
Trade payables	13.2	191,225	138,886
Other payables	13.3	10,565	14,201
Other financial liabilities	13.4	35,854	26,355
Net employment defined benefit liabilities	15	6,724	5,349
Other current liabilities	16	12,872	18,595
Income tax liabilities (net)		12,688	9,611
<u>Liabilities directly associated with assets held for sale</u>	37	5,775	
The street of th		4,64,813	3,67,430
Total Equity and Liabilities		9,77,010	7,46,021
Notes to the consolidated financial statements	1-51		
Summary of significant accounting policies	. 3.		

#### As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 **Chartered Accountants** 

#### per Govind Ahuja

Partner Membership No: 048966

Mumbai Date: May 26, 2022

#### For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

#### Shashi Kiran Shetty

Chairman & Managing Director DIN: 00012754

#### Deepal Shah

Deputy Group Chief Financial Officer

Mangalore/Mumbai Date: May 26, 2022

**Mohinder Pal Bansal** Independent Director DIN:01626343

**Capt. Sandeep Anand**Chief Executive Officer- Marketing

#### Suresh Kumar Ramiah

Chief Executive Officer

#### **Devanand Mojidra**

Company Secretary & Compliance Officer M.N.: A14644

## Consolidated Statement of Profit and Loss

#### for the year ended 31 March 2022

			(₹ in Lakhs)
Particulars	Notes	31 March 2022	31 March 2021
Income			
Revenue from operations	17	20,07,207	10,49,810
Other income	18	4,234	5,535
Total Income		20,11,441	10,55,345
Expenses			
Cost of services rendered	19	16,20,483	8,04,304
Changes in inventories of stock-in-trade	20	53	335
Employee benefits expenses	21	1,67,316	1,31,532
Depreciation and amortisation expenses	22	34,336	30,609
Finance costs	23	11,004	13,562
Other expenses	24	67,791	50,262
Total Expenses		19,00,983	10,30,604
Profit before share of profit from associates, joint ventures, exceptional items and tax		1,10,458	24,741
Share of profits from associates and joint ventures	6	8,120	1,700
Profit before tax, exceptional item		1,18,578	26,441
Exceptional items	25	6,437	(10,533)
Profit before tax		1,25,015	15,908
Income tax expense			
Current tax	8	32,801	12,677
Deferred tax charge / (credit)	8	(4,246)	(6,280)
Total income tax expense		28,555	6,397
Profit for the year	Α	96,460	9,511
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss:			
Re-measurement loss on defined benefit plans, net of tax		(412)	(400)
Items that will be reclassified subsequently to Profit or loss:			
Hedge of net investments in Foreign operations		1,002	(876)
Income tax effect		(318)	306
Exchange Gain / (Loss) on translation of foreign operations		1,126	1,613
Income tax effect		250	(287)
Other Comprehensive Income for the year, net of tax	В	1,648	356
Total Comprehensive income for the year, net of tax	A+B	98,108	9,867
Profit attributable to:		00/100	0,007
- Equity holders of the Parent		92,573	17,290
- Non-controlling interests		3,887	(7,779)
Other comprehensive income attributable to:		0,007	(1,110)
- Equity holders of the Parent		1,654	418
- Non-controlling interests		(6)	(62)
		(6)	(02)
Total comprehensive income attributable to:		0.4.007	17.700
- Equity holders of the Parent		94,227	17,708
- Non-controlling interests		3,881	(7,841)
Earnings per equity share (nominal value of ₹ 2 each)	00	07.00	704
Basic and diluted, computed on the basis of the profit for the year attributable to equity holders of the Parent	26	37.68	7.04
Notes to the consolidated financial statements	1-51		
Summary of significant accounting policies	. 0.		

#### As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 **Chartered Accountants**  For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

per Govind Ahuja

Partner Membership No: 048966

Mumbai Date: May 26, 2022 Chairman & Managing Director DIN: 00012754

Deepal Shah Deputy Group Chief Financial Officer

M.N.: 101639

Mangalore/Mumbai Date: May 26, 2022

Shashi Kiran Shetty

Mohinder Pal Bansal Independent Director DIN:01626343

Capt. Sandeep Anand Chief Executive Officer- Marketing Suresh Kumar Ramiah Chief Executive Officer

**Devanand Mojidra** 

Company Secretary & Compliance Officer M.N.: A14644



# Consolidated Statement of Cash Flows

for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Operating activities		
Profit before share of profit from associates, joint ventures, tax and after exceptional item	1,16,894	14,209
Adjustments to reconcile profit before tax to net cash flow:		
Depreciation and amortisation	34,336	30,609
Impairment loss recognized under expected credit loss model	8,202	3,184
Bad debts written off	603	417
Liabilities no longer required written back	(1,457)	(309)
Rental income	(757)	(807)
Finance costs	11,004	13,562
Finance income	(1,481)	(1,040)
Gain on disposal of property, plant and equipment (net)	(2,063)	(906)
Profit on sale of current investments (net)	(196)	(139)
Unrealised foreign exchange Loss (net)	-	94
Loss on fair value change in financial instruments	81	91
Provision for Doubtful Advances	(92)	97
Provision for claims and advances	-	757
Gain on sale of Subsidiary	(5,567)	_
Dividend income	-	(80)
Losses on fair value of assets classified as held for sale	1,851	9,776
Effect of translation of assets and liabilities	6,015	_
Severance Payment (net off provisions for reversals)	499	-
Provision for GST related expenses (Net of amount paid)	1,189	_
	1,69,062	69,514
Working capital adjustments:		
(Increase) in trade receivables	(1,06,288)	(82,317)
(Increase) in financial and other assets	(5,435)	(15,657)
Increase in trade and other payables, provisions, other current and non-current liabilities	56,073	71,268
Cash generated from operating activities	1,13,412	42,809
Income tax paid (net of refunds) (net)	(28,377)	(9,834)
Net cash flows from operating activities (A)	85,034	32,975
Investing activities		
Proceeds from sale of property, plant and equipment	8,092	9,088
Purchase of property, plant and equipment (including capital work in progress and capital advances)	(22,333)	(20,312)
Proceeds from sale of intangible assets	-	396
Purchase of intangible assets	(4,035)	(1,511)
Purchase of Investment Property	-	(22)
Purchase of current investments	(58,266)	(18,598)
Proceeds from sale of current investments	46,876	24,197
Expenses related to investment property	(51)	
Proceeds from disposal of non-current investments in subsidiary	44	
Purchase of investments of joint venture	-	(2,282)
Purchase of Non-current investments in associates and joint ventures	(5,843)	

# Statement of Cash Flows

#### for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Dividend income received from associate and joint venture	1,485	602
Rental income received	1,063	807
Interest income received	1,783	1,408
Proceeds/ Repayment of loans and advances (net)	3,317	(1,022)
Fixed deposits with maturity period more than three months matured / (placed) (net)	418	(35)
Purchase consideration paid	(31,340)	(134)
Advance received against sale of Optionally Convertible Debentures	1,279	_
Proceeds against sale of Non current investments	-	5,074
Inter corporate deposits received back	-	2,500
Severance payment on disposal of Investment in GKIL	(1,305)	_
Purchase of non-controlling interest	(322)	
Net cash flows (used in) / from investing activities (B)	(59,137)	157
Financing activities		
Proceeds from long term borrowings	45,135	36,502
Repayment of non-current borrowings	(10,411)	(51,347)
(Repayment of) / Proceeds from current borrowings (net)	(8,050)	18,024
Proceeds from Public deposits	-	44
Repayment of Public deposits	(297)	(754)
Lease Payments	(8,518)	(8,035)
Interest on Lease	(2,286)	(1,531)
Bank overdraft (repaid) (net)	(715)	(8,760)
Finance costs	(9,369)	(10,433)
Payment of dividend to minority	-	(408)
Dividend and dividend distribution tax paid	(7,369)	(4,910)
Net cash flows (used in) financing activities (C)	(1,879)	(31,608)
Net increase in cash and cash equivalents (A+B+C)	24,018	1,524
Cash and Cash Equivalent at the beginning of the year	30,684	24,928
Add/ (less): Exchange difference on translation of foreign currency cash and cash equivalents	(1,143)	866
Less: Cash and cash equivalents on account of business Disposal	(11)	_
Add: Cash and cash equivalents on account of business acquisitions	3,963	3,366
Cash and cash equivalents at the end	57,511	30,684
Summary of significant accounting policies refer note 2		

#### As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 Chartered Accountants

#### per Govind Ahuja

Partner Membership No: 048966

Mumbai

Date: May 26, 2022

For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

#### Shashi Kiran Shetty

Chairman & Managing Director DIN: 00012754

#### Deepal Shah

Deputy Group Chief Financial Officer M.N.: 101639

Mangalore/Mumbai Date: May 26, 2022

**Mohinder Pal Bansal** Independent Director DIN:01626343

#### Capt. Sandeep Anand

Chief Executive Officer- Marketing

Suresh Kumar Ramiah Chief Executive Officer

#### **Devanand Mojidra**

Company Secretary & Compliance Officer

M.N.: A14644

# Consolidated Statement of Changes in Equity

for the year ended 31 March 2022

																(₹ in Lakhs)
	Equity share capital	capital				Othe	Other equity					Items of OCI	foci	Total equity		
Particulars	No of shares	Share	Share Securities General capital premium reserve	General	Capital Share Securities General redemption capital premium reserve reserve (CRR)	Tonnage tax reserve	Tonnage tax reserve (Utilised)	Share Option Outstanding Account	Equity Portion of Compound Financial	Retained earnings	Reserves of Disposal Group	Foreign currency translation reserve (OCI)	Hedge Reserves (OCI)	attributable to equity holders of the holding Company	Non- controlling interests	Total equity
As at 1st April 2020	24,56,95,524	4,914	32,907	12,966	232	9	152	1	1	1,57,809	'	5,530	'	2,14,570	2,661	2,17,231
Transfer on Disposal of Subsidiaries	ı	1	1	1	I	1	1	I	1	(1)	1	I	1	(1)	ı	(1)
Profit for the year	1	1	1	1	I	1	1	I	1	17,290	1	I	1	17,290	(6/2/2)	9,511
Cash Dividend on equity shares	ı	1	1	ı	I	1	ı	ı	ı	(4,914)	ı	ı	ı	(4,914)	1	(4,914)
Payment of dividend to non-controlling interests	ı	ı	ı	1	ı	ı	ı	I	ı	ı	ı	ı	ı	1	(408)	(408)
Other comprehensive income (net of tax)	1	1	1	1	1	1	1	1	I	(400)	1	1,388	(220)	418	(62)	356
Acquisition of non-controlling interest	I	1	1	ı	I	1	ı	I	I	14	1	I	1	14	26	40
Equity Component of Optionally Convertible Debentures [refer note 13.1(4)]	1	I	I	ı	1	I	1	I	930	ı	1	1	1	930	ı	930
On obtaining control in a subsidiary	ı	1	1	1	I	1	1	45	ı	1	'	1	1	45	38,700	38,745
Employee stock options lapsed	1	1	1	45	1	1	1	(45)	1	1	1	1	1	1	'	1
As at 31st March 2021	24,56,95,524	4,914	32,907	13,011	232	09	152	1	930	1,69,799	'	6,918	(220)	2,28,354	33,137	2,61,491
Transfer on Disposal of Subsidiaries	1	'	'	•	1	'	•	1	1	1	•	1	•	1	640	640
Profit for the year	1	'	'	•	1	'	•	1	1	92,444	129	1	•	92,573	3,887	96,460
Cash Dividend on equity shares	1	'	'	•	1	•	•	1	1	(7,373)	•	'	•	(7,373)	•	(7,373)
Payment of dividend to non-controlling interests	1	1		1	1	1	1	1	1	1	1	1	1	1	(743)	(743)
Other comprehensive income (net of tax)	1	'	•	•	1	•	•	1	1	(196)	•	1,166	684	1,654	(9)	1,648
On obtaining control in a subsidiary	1	1	1	1	1	1	1	1	1	621	•	1	1	621	1,451	2,072
Share Based Payment Reserves	1	•	•	1	1	1	•	56	1	•	•	1	1	26	1	56
Adjustments to Opening Balances	1	'	•	•	1	1	•	1	1	291	٠	1	1	291	1	291
As at 31 March 2022	24,56,95,524	4,914	32,907	13,011	232	09	152	56	930	2,55,586	129	8,084	114	3,16,176	38,366	3,54,542

Refer note 12.1 of Equity Share Capital and 12.2 for details pertaining to the nature of the above mentioned reserves in other equity.

As per our report of even date

For S.R. Batliboi & Associates LLP

For and on behalf of Board of directors of Allcargo Logistics Limited CIN No.L63010MH2004PLC073508

No: 101049W/E300004

Chartered Accountants

per Govind Ahuja

Membership No: 048966

Mangalore/Mumbai Date: May 26, 2022

Mumbai Date: May 26, 2022

**Capt. Sandeep Anand** Chief Executive Officer- Marketing **Deepal Shah** Deputy Group Chief Financial Officer M.N.: 101639

Suresh Kumar Ramiah Chief Executive Officer

Mohinder Pal Bansal Independent Director DIN:01626343

**Shashi Kiran Shetty** Chairman & Managing Director DIN: 00012754

Devanand Mojidra Company Secretary & Compliance Officer M.N.: A14644

#### as at and for the year ended 31 March 2022

#### 1. Group Overview

Allcargo Logistics Limited (hereinafter referred to as the 'Holding Company', 'Parent'), its subsidiaries (the holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures, is a leading multinational group engaged in providing integrated logistics solutions and offers specialised logistics services across multimodal transport operations, inland container depot, container freight station operations, contract logistics operations and project and engineering solutions.

The Holding Company is a public limited Company incorporated and domiciled in India and incorporated under the provisions of the Companies Act, 1956 and has its registered office at 6th floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai – 400098, Maharashtra, India. The holding Company is listed on Bombay Stock Exchange and National Stock Exchange of India.

The Consolidated Financial Statements ('CFS') were authorised for issue in accordance with a resolution of the directors on 26 May 2022.

#### 2. Significant accounting policies

#### 2.1 Basis of preparation

The CFS of the Group have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) (Amendment) Rules, 2015 (as amended from time to time) under the provisions of the Companies Act, 2013 (the 'Act') and presentation requirements of the Division II of Schedeule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements. These CFS are prepared under the historical cost convention on the accrual basis except for certain items of property, plant and equipment acquired under asset acquisition, intangible assets acquired under business combinations, derivative financial instruments and certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments). The CFS have been prepared on a going concern basis.

The CFS are presented in INR and all values are rounded to the nearest Lakhs ('INR 00,000) except when otherwise indicated.

#### **Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or

 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 treated as current when it is:

- 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, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities as classified as non-current.

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

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.

#### 2.2 Basis of consolidation

The CFS comprise the financial statements of the holding Company and its subsidiaries as at 31 March 2022. The CFS also includes the Group's share of net assets of the subsidiary and the Group's share of profits.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has all of the below:

- a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- c) The ability to use its power over the investee to affect its

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- b) Rights arising from other contractual arrangements
- c) The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

as at and for the year ended 31 March 2022

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding Company, i.e., year ended on 31 March.

#### **Consolidation procedure:**

Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the holding Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any noncontrolling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

#### 2.3 Summary of significant accounting policies

#### a. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

 Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance

as at and for the year ended 31 March 2022

with Ind AS 12 *Income Tax* and Ind AS 19 *Employee Benefits* respectively.

- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Sharebased Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Noncurrent Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms economic circumstances and pertinent conditions as at the acquisition date

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognized in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for noncontrolling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate

consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cashgenerating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date

as at and for the year ended 31 March 2022

## b. Investment in associates and joint ventures accounted for using the Equity Method

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The Consolidated Statement of Profit and Loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the Statement of Changes in Equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the Consolidated Statement of Profit and Loss. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the Consolidated Statement of Profit and Loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss

#### c. Foreign currencies

The Group's consolidated financial statements are presented in INR, which is also the parent Group's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the Consolidated Statement of Profit and Loss.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

 a) Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial

as at and for the year ended 31 March 2022

statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

 Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI

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

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Exchange differences arising on translation / settlement of foreign currency monetary items are recognised as income or expenses in the period in which they arise.

#### **Group Companies**

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in Consolidated statement of profit and loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

#### d. Fair value measurement

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

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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:

- 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

as at and for the year ended 31 March 2022

Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### e. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

#### Multimodal transport income

Export revenue and import revenue are recognised when the vessel arrives at the port of destination which is the Group's completion of performance obligation.

#### Container freight station income

Income from Container Handling is recognised on completion of its performance obligation.

Income from Ground Rent is recognised for the period the container is lying in the Container Freight Station as per the terms of arrangement with the customers.

#### Project and equipment income

Revenue for project related services includes rendering of end to end logistics services comprising of activities related to consolidation of cargo, transportation, freight forwarding and customs clearance services. Income and fees are recognized on percentage of completion method. Percentage of completion is arrived at on the basis of proportionate costs incurred to date of total estimated costs, milestones agreed or any other suitable basis, provided there is a reasonable completion of activity and provision of services.

Income from hiring of equipment including trailers cranes etc. is recognised on the basis of actual usage of the equipment as per the contractual terms.

#### **Income from Logistics Park**

Rental income arising from leasing of warehouses and is accounted for on a straight-line basis over the lease term.

#### **Express Distribution**

Income from logistics services rendered are recognized when control over the services transferred to the

customer i.e. when the customer has the ability to control the use of the transferred services as per the terms of contract. Revenue is recognized at the fair value of consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

#### **Others**

Reimbursement of cost is netted off with the relevant expenses incurred, since the same are incurred on behalf of the customers.

Interest income is recognised on time proportion basis. Interest income is included in finance income in the Statement of Profit and Loss.

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

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms.

Business support charges are recognized as and when the related services are rendered.

#### f. Contract Balances

Contract balances include trade receivables, contract assets and contract liabilities.

#### **Trade receivables**

A receivable represents the Group'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). Trade receivables are separately disclosed in the financial statements.

#### Contract assets

Contract asset includes the costs deferred for multimodal transport operations relating to export freight & origin activities and Container freight stations operations relating to import handling and transport activities where the Group's performance obligation is yet to be completed.

Additionally, a contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

#### **Contract liabilities**

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers services to the customer,

as at and for the year ended 31 March 2022

a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

#### g. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

#### h. Taxes

#### **Current Income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the applicable tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### **Deferred tax**

Deferred tax is provided using liability approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside Consolidated Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI (Other Comprehensive Income) or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in Consolidated statement of profit and loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities

as at and for the year ended 31 March 2022

and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## Sales/value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

#### i. Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The group treats sale of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

#### j. Property, plant and equipment

Freehold land is carried at historical cost. Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition of tangible assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress is stated at cost.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is

as at and for the year ended 31 March 2022

performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in Consolidated Statement of Profit and Loss as incurred.

#### **Depreciation**

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category	Useful lives ( in years )
Building	30 to 60
Plant and machinery	5 to 15
Vessels	8 to 10
Heavy equipments	12
Furniture and fixtures	5 to 10
Vehicles	8 to 10
Computers	3 to 6
Office equipments	5 to 7
Other tangible assets	3 to 7
Leasehold land	30 to 999
Leasehold improvements	shorter of the estimated useful life of the asset or the lease term not exceeding 10 years

The Group, based on internal assessment and management estimate, depreciates certain items of Heavy Equipments and Office Equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

In case of foreign subsidiaries, the tangible assets are depreciated on a straight line basis, based on expected economic life of the assets estimated on the basis of internal assessment by the management which are lower in some cases than the lives prescribed under Part C of Schedule II of the Act.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated statement of profit and loss when the asset is derecognised

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### k. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

#### **Amortisation**

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

Estimated economic useful lives of the intangible assets as follows:

Category	Useful lives ( in years )
Computer softwares	3 to 6
Marketing rights	5 to 10
Brand	3 to 20
Non-compete fees	5 years
Agent relationships	2 years
Customer relationships	4 to 10 years
Distribution Network	10 Years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

#### I. Investment property

An investment in land or building, which is not intended to be occupied substantially for use by, or in the operations of the Group, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

as at and for the year ended 31 March 2022

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management which is 60 years.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee or on the basis of appropriate ready reckoner value based on recent market transactions.

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

Transfers are made to (or from) investment properties only when there is a change in use. Transfers between investment property, owner occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

#### m. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs

of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset exceeds neither its recoverable amount nor the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

#### n. Borrowing costs

Borrowing costs includes interest and amortisation of ancillary cost over the period of loans which are incurred in connection with arrangements of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs

as at and for the year ended 31 March 2022

in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

#### p. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group has assessed/ evaluated the impact of rent concessions offered during the break out of COVID 19 pandemic and considered its impact to be immaterial and applied the practical expedient mentioned in the amendment done to Ind as 116 "Leases" and considered such related rent concessions not falling within the scope of lease modifications.

#### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Group does not have any Right-of-use assets which are depreciated on a straight-line basis for the period shorter of the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of- use assets are also subject to impairment. Refer to the accounting policies in section (m) Impairment of non-financial assets

#### ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value

guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

#### iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases i.e., those leases that have a lease term of 12 months or less from the date of transition. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense over the lease term.

#### Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.



as at and for the year ended 31 March 2022

#### o. Inventories

Inventories are valued at cost or net realisable value whichever is lower. The cost is determined on first in first out basis and includes all charges incurred for bringing the inventories to their present condition and location.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make sale.

#### q. Provisions

Provisions are recognised when the Group 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 Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Consolidated 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.

#### r. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extreme rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

## Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

#### s. Retirement and other employee benefits

#### **Current employee benefits**

Employee benefits payable wholly within twelve months of availing employee services are classified as current

employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of current employee benefits such as salaries and wages, bonus and ex-gratia to be paid in exchange of employee services are recognized in the period in which the employee renders the related service.

#### **Post-employment benefits**

#### **Defined contribution plans:**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Indian subsidiaries makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution of these Indian subsidiaries is recognized as an expense in the Statement of Profit and Loss during the period in which employee renders the related service. There are no other obligations other than the contribution payable to the Provident Fund and Employee State Insurance Scheme.

Some of the foreign subsidiaries of the Group makes specified contributions towards social security and pension scheme. These contributions are recognized as an expense in the Statement of Profit and Loss, during the period in which the employee renders the related services.

#### Defined benefit plan:

Gratuity liability, wherever applicable, is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Groups'gratuity benefit scheme is a defined benefit plan. In relation to some of the foreign subsidiaires of the Group, provision for gratuity liability is made as per local laws.

Such subsidiaries of the Group makes contributions to a trust administered and managed by an Insurance Group to fund the gratuity liability. Under this scheme, the obligation to pay gratuity remains with such subsidiary, although the Insurance Group administers the scheme.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. The Group presents the leave as a short-term provision in the balance

#### as at and for the year ended 31 March 2022

sheet to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as long-term provision.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to Consolidated Statement of Profit and Loss in subsequent periods.

#### t. 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 assets**

#### Initial recognition and measurement

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

#### Subsequent measurement

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

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

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

#### i. Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met –

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

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated Statement of Profit and Loss. This category generally applies to trade and other receivables.

#### ii. Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition 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.

#### iii. Debt instrument at FVTPL

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

In addition, the group may elect to designate a debt 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 group has not designated any debt instrument as at FVTPL.

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



as at and for the year ended 31 March 2022

#### iv. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group 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 profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

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

Equity investments made by the Group in associates and joint ventures are carried at cost.

#### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from a Groups's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

#### Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets which are not fair valued through Statement of Profit and Loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 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. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk

since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Consolidated Statement of Profit and Loss.

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

#### **Financial liabilities**

#### Initial recognition and measurement

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 in an effective hedge, as appropriate.

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

In order to hedge its exposure to interest rate risks on external borrowings, the Group enters into interest rate swap contracts. The Group does not hold derivative financial instruments for speculative purposes. The derivative instruments are marked to market and any gains or losses arising from changes in the fair value of derivatives are taken directly to Consolidated Statement of Profit and Loss

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

#### Subsequent measurement

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

#### 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 derecognised as well as through the EIR amortisation process.

as at and for the year ended 31 March 2022

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.

#### **Derecognition**

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

## Derivative Financial Instruments and Hedging Activities

The Group uses various derivative financial instruments such as interest rate swaps, Crosscurrency swaps & forwards to mitigate the risk of changes in interest rates and exchange rates. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as Financial Assets when the fair value is positive and as Financial Liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Consolidated Statement of Profit and Loss, except for the effective portion of cash flow hedge which is recognised in Other Comprehensive Income and later to Consolidated Statement of Profit and Loss when the hedged item affects profit or loss or is treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a Non-Financial lability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of recognized asset or liability or an unrecognized firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either

attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment.

Hedges of a net investment in foreign operation.

At the inception of hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged, and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet the criteria for hedge accounting are accounted for as follows:

#### **Hedges of net investments**

Hedges of net investment in a foreign operation, including a hedge of a monetary item that is accounted for as a part of the net investment. Gains or losses on the hedging instrument relating to the effective portion are recognized in OCI while any gain or losses relating to ineffective portion are recognized in the Consolidated statement of profit and loss. On disposal of foreign operation, the cumulative value of any such gains or losses recorded in equity is reclassified to the Consolidated statement of profit and loss (as a reclassification adjustment).

The Group uses a loan as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries. Refer note 35(B) for further details



as at and for the year ended 31 March 2022

#### v. Cash and cash equivalents

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

For the purpose of the Statement of Cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

## w. Cash dividend and non-cash distribution to equity holders of the parent

The Group recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the Consolidated Statement of Profit and Loss.

#### x. Earnings per equity share

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

For the purpose of calculating diluted earnings per share, the net profit of the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

## Reporting of amounts relating to subsidiaries operating in a hyperinflationary economy

A hyperinflationary economy is one that has cumulative inflation of 100 percent or more over a three-year period. In accordance with Ind AS 29- Financial reporting in Hyperinflationary Economies, in case of foreign subsidiaries operating in a Hyperinflationary Economy, the financial statements are restated by applying a general price inflation index of the country in whose currency it reports before they are included in these CFS or by applying an exchange rate which approximates the exchange rate current as at the reporting date. Monetary assets and liabilities are not

measured at the closing exchange rate. The gain or loss on the net monetary position is recognised in the Consolidated Statement of Profit and Loss.

## 2.4 Significant accounting judgements, estimates and assumptions:

The preparation of the Group'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. Some of the significant accounting judgement and estimates are given below:

#### **Revenue recognition**

The Group uses percentage of completion method in accounting of revenue for project division and vessel operating business. Use of the percentage of completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Percentage of completion is arrived at on the basis of proportionate costs incurred to date of total estimated costs, milestones agreed or any other suitable basis, provided there is a reasonable completion of activity and provision of services. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

## Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

#### Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects

#### as at and for the year ended 31 March 2022

what the Group 'would have to pay', which requires estimation when no observable rates are available. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the credit rating).

#### Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes.

#### 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 including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 34 for further disclosures.

#### Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. 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 Group 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.

#### Taxes

MAT credit is earned by the Group when the normal tax payable as per taxable profit is less than the MAT payable as per book profits. MAT credit earned is the difference between the MAT paid and normal tax payable.

Significant judgement is required to check the utilization of the MAT credit based on the likely growth in profitability of the Group and the likely additions made to the property, plant and equipment upto the expiry of the MAT credit earned.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Consolidated Statement of Profit and Loss.

#### **New and Amended Standards**

#### i) Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards\* issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments had no impact on the financial statements of the Group.

#### ii) Amendment to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the financial statements of the Group.



as at and for the year ended 31 March 2022

Description	Freehold Land	Freehold Leasehold Land Land	Building	Leasehold Plant and Building improvements machinery	Plant and machinery	Renovation & Re- construction	Heavy equipments	Vehicles <sub>E</sub>	Office Equipment	Computers	Furniture & fixtures E	Electrical Equipment	Total
Gross Block													
Balance as at 1 April 2020	10,286	4,128	46,566	3,114	901'6	'	52,094	931	734	995	8,735	'	1,36,691
Additions	1	1	88	1	506	1	125	80	69	173	722	1	1,691
On Acquisition of a Subsidiary (refernote 28)	r 28,223	'	10,004	ı	6,422	'	8,431	ı	2,272	4,868	3,744	'	63,964
Disposals	(9'216)	(37)	(1,584)	(230)	(601)	ı	(13,081)	(=)	(12)	(162)	(228)	1	(22,389)
Asset classified as held for sale	(17,715)	I	(2,351)	ı		ı	(2,128)	ı	I	I	ı	1	(22,194)
Other adjustments	ı	ı	ı	1	1	1	ı	ı	(3)	(5)	(E)	1	(6)
Exchange differences	ı	I	(22)	40	19	1	1	1	1	1	159	1	195
Balance as at 31 March 2021	14,278	4,091	52,701	2,923	15,945	1	45,440	938	3,060	5,440	13,131	1	1,57,949
Additions	1	1	212	101	532	•	105	573	115	417	1,485	1	3,541
On Acquisition of a Subsidiary (refer	1	,	'	1	15	1,754	1,494	128	205	175	198	19	4,029
Disposals	(43)	(3,158)	(3,554)	(77)	(1,936)		(10,456)	(63)	(49)	(308)	(332)	1	(20,005)
Asset classified as held for sale	(2,369)	1	(009)	1	1	•	1	1	1	1	1	1	(2,969)
Other Adjustments	1	1		1	'	1	142	1	1	1	•	•	(6)
Exchange differences	1	1	71	(2)	(22)	1	1	1	1	1	57	1	105
Balance as at 31 March 2022	11,867	933	48,592	2,944	14,535	1,754	36,725	1,546	3,331	5,724	14,539	19	1,42,552
Depreciation													
Balance as at 1 April 2020	'	812	7,331	2,002	4,763	1	31,486	372	440	645	5,744	'	53,595
Depreciation for the year	1	160		321	1,317	ı	7,529	104	280	673	1,267	1	13,471
On Acquisition of a Subsidiary (refernote 28)	1	I	1,341	1	2,230	1	3,459	ı	1,819	3,778	2,291	ı	14,918
Disposals	1	(11)	(320)	(37)	(145)	I	(10,953)	(1)	(12)	(283)	(140)	1	(12,238)
Asset classified as held for sale	I	1	(778)	I	1	ı	(531)	ı	1	I	I	1	(1,309)
Other adjustments	1	1	1	ı	1	ı	1	1	(3)	(2)	(1)	1	(8)
Exchange differences	1	1	(454)	24	33	1	1	1	1	1	152	1	(245)
Balance as at 31 March 2021	1	955	8,910	2,309	8,198	-	30,990	474	2,524	4,508	9,314	•	68,184
Depreciation for the year	'	125	1,792	201	1,152	17	6,032	132	252	597	1,304	က	11,661
Impairment	524	•	1	1	•	1	1	•	1	1	•	•	524
On Acquisition of a Subsidiary (refernote 28)	ı	1	1	1	1	1,258	482	29	139	138	29	24	2,130
Disposals	1	(938)	(877)	(28)	(844)	'	(8,766)	(四)	(47)	(296)	(189)	1	(12,086)
Assets classified as Held for sale	1	•	(119)	1	'	'	1	•	•	•	•	'	(611)
Exchange differences	1	1	(10)	(2)	(14)	-	1	1	1	1	(16)	1	(105)
Balance as at 31 March 2022	524	142	9,636	2,448	8,492	1,330	28,739	595	2,868	4,947	10,441	27	70,190
Net Block													
As at 31 March 2021	14,278	3,136	43,791	614	7,747	1	14,450	464	536	933	3,817	1	89,766
0000 -1	07 0 11	100	L	101	070	101	1	L	007		1001	70	1

#### as at and for the year ended 31 March 2022

- The Group has leased out Cranes and Equipments for a period ranging 6-9 months. The Lease rental income recognised in the Statement of Profit and Loss is ₹ 12,635 Lakhs (31 March 2021: ₹ 12,509 Lakhs). The Net Value of the Assets leased out is ₹ 4,818 Lakhs (31 March 2021: ₹ 8,838 Lakhs). The depreciation recognised in the Consolidated statement of profit and loss for the assets leased out during the year is ₹ 3,961 Lakhs (31 March 2021: ₹ 4,233 Lakhs).
- 2) The gross and net carrying amount of assets acquired under finance leases and included in above is as follows:-

		31 March 2022			31 March 2021	
Description	Gross Block	Accumulated Depreciation	Net block	Gross Block	Accumulated Depreciation	Net block
Building	99	-	99	236	-	236

3) The Group has reclassified certain property, plant and equipment as investment properties as certain subsidiaries have reassessed the presentation basis the use of the properties and accordingly property, plant and equipment pertaining to previous year amounting to ₹ 66,376 Lakhs has been classified as Investment properties.

#### 3.2 Right-of-use Assets

Particulars	Land	Building	Heavy Equipments	Furniture & Fixtures	Warehouse	Leasehold Land	Vehicles	Total
Balance as on 1st April 2020	5,341	11,284	94	1,540	2,001	-	-	20,258
Additions	-	3,252	-	138	6,021	_	_	9,411
On Acquisition of a Subsidiary (refer note 28)	-	6,100	-	351	-	966	1,044	8,462
Deletions	-	(190)	-	-	-	-	(20)	(210)
Depreciation during the year	(487)	(4,456)	(89)	(587)	(1,999)	(11)	(169)	(7,798)
Assets Held for Sale	-	-	-	-	-	(114)	-	(114)
Exchange Difference	227	219	-	63	66	-	-	574
Balances as on 31 March 2021	5,081	16,209	5	1,505	6,088	841	855	30,585
Additions	-	17,000	-	1,948	6,275	89	22	25,333
On Acquisition of a Subsidiary (refer note 28)	-	9	-	-	-	794	-	803
Deletions	-	(811)	-	(141)	-	-	(3)	(955)
Modifications to Lease Term	-	(37)	-	-	-	-		(37)
Depreciation during the year	(328)	(5,747)	(5)	(1,018)	(2,333)	(103)	(171)	(9,706)
Assets Held for Sale	-	-	-	-	-	(89)	-	(89)
Exchange Difference	66	18	-	(265)	(3)	-	-	(184)
Balances as on 31 March 2022	4,819	26,642	-	2,028	10,026	1,532	703	45,750



as at and for the year ended 31 March 2022

#### 3.3 Capital work-in-progress:

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Capital work-in-progress	203	233

#### 4.1 Goodwill

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Opening Balance	56,643	33,646
Additions relating to acquisitions (refer note 28)	12,479	22,429
Exchange differences	(476)	567
Closing Balance	68,646	56,643

#### A) Goodwill impairment testing at Multimodal Transport Operations business:-

The Group performs impairment testing annually at every reporting date. Goodwill as at the year ended 31 March 2022 pertains to Multimodal Transport Operations ("MTO") business acquired and operated across multiple geographies and entities as part of global service delivery. Accordingly, goodwill is tested at aggregate MTO business level, treating it as one cash generating unit.

The recoverable amount of the MTO business has been determined to be the higher of: (a) fair value calculation using the multiples method (b) value in use determined by using the discounted cash flow (DCF method) based on projections from financial budgets approved by senior management covering a five-year period. The pre tax discount rate applied to cash flow projections for impairment testing is 13.95% (31 March 2021: 11.91% p.a.) and cash flows beyond the five-year period are extrapolated using a 1% growth rate (31 March 2021: 1% p.a.).

Key assumptions used for value in use calculations included EBITDA margins, discount rates, growth rates, capex for the period. The key assumptions in relation to calculation of fair value using the multiples method was the EV / EBITDA multiple. The above assumptions were based on the observed industry trends, projections made by Group's senior management and past performance of the Group.

It was concluded that the fair value less costs of disposal and value in use were both significantly higher than the carrying value of the MTO business and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable amount. Considering this, the Group has not recognised any charge for impairment of the goodwill.

#### B) Goodwill impairment testing at CFS business:-

The Goodwill arising on CFS Business acquisition is tested for impairment at the end of the year.

The recoverable amount of the CFS business has been determined to be the higher of: (a) carrying value (b) value in use determined by using the discounted cash flow (DCF method) based on projections from financial budgets approved by senior management covering a five-year period. The pre tax discount rate applied to cash flow projections for impairment testing is 16.5% and cash flows beyond the five-year period are extrapolated using perpetuity factor.

## C) Goodwill impairment testing at Express Distribution business:-

The Goodwill arising on GATI business acquisition is tested for impairment at the end of the year. It pertains to Express distribution business which ensures assured delivery of goods and services to end users. Accordingly, goodwill is tested treating it as one cash generating unit.

Recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. It is not always necessary to determine both an asset's fair value less costs of disposal and its value in use. If either of these amounts exceeds the asset's carrying amount, the asset is not impaired and it is not necessary to estimate the other amount. Accordingly the methodology used in determining the fair value is based on the market price method which is the closing market price available as on 31 March 2022 on National Stock Exchange and Bombay Stock Exchange of Gati Limited since it is an listed entity.

It was concluded that the said fair value is significantly higher than the carrying value of the Express Distribution business and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable amount. Considering this, the Group has not recognised any charge for impairment of the goodwill.

as at and for the year ended 31 March 2022

#### **4.2 Intangible assets** (₹ in Lakhs)

Marketing

Description	and business rights	Non compete Fees	Computer software	Brand	Agent relationship	Customer relationships	Distribution Network	TOTAL
Gross Block								
Balance as at 1 April 2020	1,568	706	21,723	21,240	6,265	23,127	-	74,628
On Acquisition of a Subsidiary (refernote 28)	-	_	1,315	13,910	-	-	26,440	41,665
Additions	_	_	1,876	_	_	_	_	1,876
Disposals	_		(884)	-	_		_	(884)
Exchange Difference	60	31	793	946	279	1,030	_	3,139
Balance as at 31 March 2021	1,628	737	24,823	36,096	6,544	24,156	26,440	120,425
On Acquisition of a Subsidiary (refernote 28)	-	2,441	109	2,362	-	11,797	-	16,709
Additions	-	_	4,146	-	-	_	-	4,146
Disposals	-	_	(577)	-	-	(691)	-	(1,269)
Exchange Difference	(37)	(88)	(399)	(572)	(148)	(765)	-	(2,010)
Balance as at 31 March 2022	1,591	3,090	28,101	37,885	6,396	34,498	26,440	138,001
Amortisation								
Balance as at 1 April 2020	1,298	706	10,896	21,140	6,265	15,676	-	55,982
On Acquisition of a Subsidiary (refernote 28)	-	-	961	-	-	-	-	961
Amortisation for the year	224	_	2,845	801	_	1,368	2,644	7,882
Accumulated amortisation on disposals	-	-	(488)	-	-	-	-	(488)
Exchange differences	46	31	763	941	279	690	_	2,750
Balance as at 31 March 2021	1,568	737	14,977	22,881	6,544	17,734	2,644	67,087
On Acquisition of a Subsidiary (refernote 28)	-	-	49	-	-	-	-	49
Amortisation for the year	64	550	3,320	1,853	_	2,382	2,644	10,812
Accumulated amortisation on disposals	-	-	(553)	-	-	-	-	(553)
Exchange differences	(41)	(33)	(269)	(537)	(148)	(462)	-	(1,490)
Balance as at 31 March 2022	1,591	1,254	17,523	24,198	6,396	19,654	5,288	75,905
Net book value								
At 31 March 2022	_	1,836	10,578	13,687	_	14,844	21,152	62,097
At 31 March 2021	60	_	9,846	13,214	_	6,422	23,796	53,337

#### Acquisition during the year:

Brand and Customer Relationship include intangible assets acquired through business combinations.

#### **4.3 Intangible Assets Under Development**

Description	As at 31 March 2022	As at 31 March 2021
Software Development	85	26

5,760

(1,458) 4,302

as at and for the year ended 31 March 2022

								(VIII FORIS)
Description	Freehold Land	Freehold Land Leasehold land	Office Equipments	Furnitures & Fixtures	Electrical Equipments	Plant & Machinery	Building	Total
Balance as at 1 April 2020	16,874	3,814	-	2		1,341	18,158	41,052
Additions	30	I	882	1	763	2,312	25,888	29,877
Balance as at 31 March 2021	16,904	3,814	882	2	1,625	3,653	44,046	70,928
Additions	-	2,882	295	-	358	1,173	7,670	12,377
Balance as at 31 March 2022	16,904	969'9	1,180	2	1,983	4,826	51,716	83,305
Depreciation								
Balance as at 1 April 2020	•	96		•	36	39	727	888
For the year	-	74	34	-	120	190	1,040	1,458
Balance as at 31 March 2021	•	170	34	•	156	228	1,768	2,357
For the year	1	III	131	2	171	274	1,468	2,157
Balance as at 31 March 2022	-	281	165	2	327	502	3,236	4,513
Net Block								
At 31 March 2021	16,904	3,644	850	2	1,469	3,425	42,278	68,570
At 31 March 2022	16,904	6,414	1,014	-	1,655	4,324	48,481	78,793
Information regarding income and expenditure of investment property	enditure of inves	tment propert	>					

Less: Depreciation
Rental income arising from investment properties

Rental income arising from investment properties before depreciation

Investment properties consist of commercial properties in India.

As at 31 March 2022 the fair values of the properties are ₹ 1,11,457 Lakhs (31 March 2021: ₹ 85,089 Lakhs). These valuations are based on valuations performed by an accredited independent valuer. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied. The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

	(₹ in Lakhs)
Particulars	Total
Balance as at 1 April 2020	40,816
Additions during the year	29,877
Fair value difference	14,396
Balance as at 31 March 2021	85,089
Additions during the year	12,377
Fair value difference	13,991
Balance as at 31 March 2022	1,11,457

The objective of using a valuation technique is to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions.

The underlying land plot is valued independently based on the sales comparison/ market survey of plots listed on the market for sale and improvements on the plot are valued for their depreciated construction cost. In order to maximise use of relevant observable inputs and minimising use of unobservable inputs, Fair Value of the building is considered to be best reflected as a summation of the land value estimated using sales comparison approach and depreciated cost of improvements using the cost approach

Investment Property

#### as at and for the year ended 31 March 2022

#### 5.1 Investment Property under Development

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Investment Property under Development	21,526	17,555

#### Ageing Schedule of Investment Property under Development is as below:

#### As at 31 March 2022

(₹ in Lakhs)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Rail Link Projects	385	443	-	-	828
Warehousing Projects	8,436	11,938	323	1	20,698
Total	8,821	12,381	323	1	21,526

#### As at 31 March 2021

(₹ in Lakhs)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Rail Link Projects	443	-	-	-	443
Warehousing Projects	16,788	323	1	-	17,112
Total	17,331	323	1	-	17,555

#### 6 Investments in associates and joint ventures

The following table provides aggregated summarized financial information for the group's associates and joint ventures as it relates to the amounts recognized in the group income statement and on the group balance sheet:

Particulars	Investments in jo associat		Share of profits and total comprehensive income for the year ended		
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	
Avvashya CCI Logistics Private Limited ("ACCI")	17,736	16,998	898	130	
Other joint ventures	14,286	6,232	6,710	1,560	
Associates	4,715	2,114	512	10	
	36,736	25,342	8,120	1,700	

Refer note 27 (b) and (c) for the name of associates and joint ventures of the Group

- (a) Pursuant to the shareholders and share subscription agreement dated February 11, 2022 with Haryana Orbital Rail Corporation Limited ('HORCL'), the Company had invested ₹ 2,000 Lakhs for a stake of 10% in HORCL. The Investments has been accounted as per IND AS -28.
- (b) The joint venture / associate that is material to the Group is ACCI. During the year 2016-17, the holding Company, Hindustan Cargo Limited ('HCL'), a wholly owned subsidiary and ACCI has entered into joint venture arrangement.

Pursuant to the arrangement, the Group transferred with effect from July 18, 2016, its contract logistics business and an unit of freight forwarding business with book value of ₹ 5,434 Lakhs to ACCI for 17.20% shares in ACCI. Additionally, the Group acquired 43.93% shares in ACCI for a consideration of ₹ 13,000 Lakhs. Post this transaction, the Group owns 61.13% shares in ACCI. Further, the Group has assessed and determined that it excercises joint control under Ind AS 111 Joint Arrangements. Accordingly, the investment in ACCI is accounted by using equity method.



as at and for the year ended 31 March 2022

The following table provides the summarised financial information related to ACCI:

		(K IN LOKINS)
Summarised balance sheet:	31 March 2022	31 March 2021
Current assets	14,976	12,549
Non-current assets	51,744	53,469
Current liabilities	(7,367)	(5,421)
Non-Current liabilities	(30,337)	(32,789)
Equity	29,016	27,808
Proportion of the Group's ownership	61.13%	61.13%
Groups' share of equity in joint venture	17,736	16,998
Total Carrying value of investments	17,736	16,998
Additional information:		
Cash and cash equivalent	2,248	1,774
Non-current financial liabilities	27,568	29,816
Reconciliation of Carrying amount of investments in joint ventures		
Goodwill included in carrying value of investments (Including one time DTL)	8,073	8,073
Group's share in total equity	9,515	7,590
Fair value adjustments made at the time of acquisition (net of deferred tax)	149	1,335
Summarised statement of profit and loss:	31 March 2022	31 March 2021
Revenue		
Sale of services	62,730	42,087
Finance income	233	164
Other income	174	169
Cost of services rendered	(42,807)	(27,353)
Depreciation & amortization	(10,285)	(6,419)
Finance cost	(1,129)	(2,028)
Employee benefit	(3,537)	(2,883)
Other expense	(1,688)	(1,520)
Profit before tax	3,691	2,215
Income tax expense	(952)	(732)
Profit for the year	2,739	1,483
Group's share of profit (w.e.f. from July, 2016)	1,674	906
Less: Impact of amortisation of assets identified on purchase price allocation	(776)	(776)
Group's net share of profit for the year recognised in Consolidated Statement of Profit and Loss	898	130

as at and for the year ended 31 March 2022

#### 7 Financial Assets

#### 7.1 Investments

		(₹ in Lakhs)
Particulars Partic	31 March 2022	31 March 2021
Non-current investments		
Quoted equity instruments at fair value through Statement of Profit and Loss (fully paid-up)		
3,816 (31 March 2021: 3,816) equity shares of ₹10 each in Reliance Industries Limited	101	76
1,800 (31 March 2021: 1,800) equity shares of ₹ 2 each in Tata Motors Limited	8	5
250 (31 March 2021: 250) equity shares of ₹ 10 each in TGV SRAAC Limited (formerly Sree Rayalaseema Alkalies and Allied chemicals Limited) (Value less than ₹ 1 lakh)	*	*
16 (31 March 2021: 16) equity shares of Gateway Distriparks Ltd. (Value less than ₹1 lakh)	*	*
Unquoted equity instruments at fair value through statement of profit and loss** (fully paid-up)		
1,80,000 (31 March 2021: 180,000) equity shares of Allcargo Logistics & Industrial Park Private Limited of ₹ 10 each	7	17
60,000 (31 March 2021: 60,000) equity shares of Madanahatti Logistics & Industrial Parks Private Limited of ₹ 10 each (Value less than ₹ 1 lakh)	*	6
10,000 (31 March 2021: 10,000) equity shares of Kalina Warehousing Private Limited of ₹ 10 each (Value less than ₹ 1 lakh)	*	1
10,000 (31 March 2021: 10,000) equity shares of Panvel Warehousing Private Limited of ₹ 10 each (Value less than ₹ 1 lakh)	*	1
**On dilution of its equity stake in two of its Wholly Owned Subsidiaries namely "Madanahatti Logistics and Industrial Park Private Limited" and "Allcargo Logistics and Industrial Park Private Limited" and on subscription of 90% Compulsorily Convertible Debentures (CCDs) in "Kalina Warehousing Private Limited" and Panvel Warehousing Private Limited" by "BRE Asia Private Limited" (hereinafter called 'investor) which carries voting rights as per definitive transaction documents, the Company has opted to fair value its remaining stake in these companies through consolidated statement of profit and loss. These equity shares are designated as FVTPL as they are not held for trading purpose and are in similar line of business as the Group [refer note 44(a)].		
Unquoted equity instruments at fair value through other comprehensive income* (fully paid-up)		
200 (31 March 2021: 200) equity shares of ₹ 10 each in Alltrans Logistic Private Limited (Value less than ₹ 1 lakh)	*	*
4,000 (31 March 2021: 4,000) equity Shares of ₹25 each in Zorastrian Co-op. Bank Limited	1	1
30 (31 March 2021: 30) Equity Shares of Mandvi Co-op. Bank Limited of $\stackrel{?}{_{\sim}}$ 10 each (Value less than $\stackrel{?}{_{\sim}}$ 1 lakh)	*	*
13,900 (31 March 2021 : 13,900) Equity shares of NSL Windpower Company (Phoolwadi) Private Limited	1	1
10,000 Equity shares of Haryana Orbital Rail Corporation Limited of ₹ 10 each	-	1
*Investments at fair value through OCI (fully paid) reflect investment in quoted and unquoted equity securities and quoted debt securities. These equity shares are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the Group.		
Investment in Preference shares (fully paid-up)		
250 (31 March 2021: 250) 0.01% Cumulative Redeemable Preference shares of ₹ 10 each in TGV SRAAC Limited (formerly Sree Rayalaseema Alkalies and Allied chemicals Limited) (Value less than ₹ 1 lakh)	*	*



as at and for the year ended 31 March 2022

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Unquoted Class B Optionally Convertible Debentures instruments (fully paid-up)		
66,39,837 (31 March 2021: 48,52,942) 0.0001% Class B Unsecured Optionally Convertible	664	485
Debentures of ₹ 10 each fully paid of Kalina Warehousing Private Limited.		
1,54,94,360 (31 March 2021: 40,74,691) 0.0001% Class B Unsecured Optionally Convertible	1,549	407
Debentures of ₹ 10 each fully paid of Panvel Warehousing Private Limited.		
2,77,91,474 (31 March 2021: 2,77,91,474) 0.0001% Class B Unsecured Optionally Convertible	2,779	2,779
Debentures of ₹ 10 each fully paid of Allcargo Logistics & Industrial Park Private Limited	001	100
22,11,934 (31 March 2021: 16,78,154) 0.0001% Class B Unsecured Optionally Convertible Debentures of ₹ 10 each fully paid of Madanahatti Logistics & Industrial Parks Private	221	168
Limited		
Total non-current investments	5,332	3,950
Current investments (at fair value through profit and loss)		
Unquoted mutual funds		
15,437.58 (31 March 2021 : 15,437.58) Units of ICICI Pru Liquid Fund Regular Growth	48	47
1,52,218.70 (31 March 2021 : Nil) units of DSP Overnight Fund-Regular Growth	1,728	_
72,312.60 (31 March 2021 : Nil) units of Invesco India Liquid Fund - Regular Growth	2,101	_
175,149.89 (31 March 2021 : Nil) units of Kotak Overnight Fund-Regular Growth	1,981	_
19,61,818.58 (31 March 2021 : Nil) units of Nippon India Overnight Fund-Regular Growth	2,231	_
68,606.24 (31 March 2021 : Nil) units of UTI Overnight Fund-Regular Growth	1,978	_
57,460.13 (31 March 2021 : 57,460.13) Units of IDFC Money Manager Fund-Regular Growth	19	18
570.30 (31 March 2021 : 2,557.17) Units of Nippon India Liquid Fund- Regular Growth	29	128
579.37 (31 March 2021 : 579.37) Units of Nippon India Money Market Fund- Growth	19	19
Nil (31 March 2021 : 63,116.17) Units of Aditya Birla SL Overnight Fund-Regular Growth	-	700
Nil (31 March 2021 : 40,400.92) Units of Invesco India Corporate Bond Fund Growth	-	1,002
128,527.07 (31 March 2021 : 32,712.67) Units of L&T Overnight Fund Regular Growth	2,028	500
195,038.28 (31 March 2021 : 64,630.89) Units of Tata Overnight Fund Regular Growth	2,180	700
221,120.15 (31 March 2021 : Nil) Units of ICICI Pru Overnight Fund Regular Growth	254	-
Total current investments	14,596	3,114

#### 7.2 Loans

Particulars	Non-current portion		Current portion	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Unsecured, considered good				
To parties other than related parties				
Loans and advances to employees	76	101	560	429
Other advances	8,645	7,563	6,355	3,850
Inter corporate Loans	-	2,199	-	-
Security Deposit	3,653	-	-	2,006
Others	325	-	432	302
	12,699	9,863	7,347	6,587
To related parties				
Loan to associate and joint ventures (refer note 33A)	-	-	-	89
Total Loans	12,699	9,863	7,347	6,676

#### as at and for the year ended 31 March 2022

#### 7.3 Trade receivables

(Unsecured, considered good unless stated otherwise)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Trade receivables	3,03,195	215,112
Receivables from associates, joint ventures and other related parties (refer note 33A)	4,430	2,458
Total trade receivables	3,07,625	2,17,570
Trade receivables		
Considered good	3,07,625	2,17,570
Items which have significant increase in credit risk (From Others)	14,210	16,421
Items which have significant increase in credit risk (From Related Parties) (refer note 33A)	149	149
	3,21,984	2,34,140
Impairment allowance (allowance for bad and doubtful debts)		
Impairment allowance (allowance for bad and doubtful debts)	(14,395)	(16,570)
	3,07,625	2,17,570
	3,07,625	2,17,570

For terms and conditions relating to related party receivables, refer note 33C.

Ageing of trade receivables and credit risk arising there from is as below:

As at 31 March 2022 (₹ in Lakhs)

		Outstanding for following periods from due date of payment					
Particulars	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed - considered good	29,568	2,57,812	20,245	-	-	-	3,07,625
Undisputed - Increase in Credit Risk	-	389	917	854	607	418	3,185
Undisputed - credit impaired	-	571	688	2,004	235	154	5,633
Disputed - Increase in Credit Risk	-	397	630	1,405	402	1,187	4,021
Disputed - credit impaired	-	-	-	244	544	2,712	3,500
Total	29,568	2,59,169	22,479	4,507	1,789	4,471	3,21,984

As at 31 March 2021

Outstanding for following periods from due date of payment								
Particulars	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	
Undisputed - considered good	30,912	1,71,735	14,924	-	-	_	2,17,570	
Undisputed - Increase in Credit Risk		195	1,418	1,546	189	362	3,710	
Undisputed - credit impaired		251	4,128	1,789	184	152	6,505	
Disputed - Increase in Credit Risk		62	251	1,588	422	655	2,978	
Disputed - credit impaired		84	122	651	365	2,156	3,378	
Total	30,912	1,72,327	20,844	5,574	1,160	3,325	2,34,140	



as at and for the year ended 31 March 2022

#### 7.4 Cash and cash equivalents

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Balances with banks		
- On current accounts	55,261	29,116
- Deposit with original maturity of less than 3 months	1,972	1,236
- On unpaid dividend account	86	105
Cash on hand	192	228
	57,511	30,684

#### Changes in liabilities arising from financing activities

Particulars	01 April 2021	Business Combinations	Cash flows	Foreign exchange management	Others *	31 March 2022
Current borrowings	1,03,699	82	(11,778)	(936)	(4,302)	86,765
Interest on borrowings	563	-	(17,456)	6,617	10,853	577
Non- current borrowings	71,669	85	34,724	(451)	(8,004)	98,023
Dividends payable inclusive of tax	103	-	(7,369)	-	@7,352	86
Total liabilities from financing activities	1,76,034	167	(1,879)	5,230	5,922	1,85,453

<sup>\*</sup> The 'Others' column includes the effect of reclassification of non-current borrowings to current borrowings and impact of finance cost pertaining to Commercial Paper amounting to ₹ 151 Lakhs and other borrowings amounting to ₹ 10,853 Lakhs

<sup>@</sup> The Board of Directors in their meeting held on March 16, 2022 has declared Interim Dividend @ 150% i.e. ₹ 3 per equity share of ₹ 2 each.

Particulars	01 April 2020	Business Combinations	Cash flows	Foreign exchange management	Others *	31 March 2021
Current borrowings	60,125	30,011	8,554	908	4,102	1,03,699
Interest on borrowings	528	206	(10,433)	(2,917)	13,179	563
Non- current borrowings	79,667	9,705	(14,845)	2,830	(5,688)	71,669
Dividends payable inclusive of tax	13	92	(5,318)	_	@5,318	103
Total liabilities from financing activities	1,40,333	40,014	(22,042)	821	16,911	1,76,034

<sup>\*</sup> The 'Others' column includes the effect of reclassification of non-current borrowings to current borrowings and impact of finance cost pertaining to Commercial Paper amounting to ₹ 383 Lakhs and other borrowings amounting to ₹ 13,179 Lakhs

#### 7.5 Other bank balances

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
- Deposit with original maturity of more than 3 months but less than 12 months	6,764	7,044
- Margin money deposit under lien	160	394
	6,924	7,438

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and twelve months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

<sup>@</sup> The Board of Directors in their meeting held on March 15, 2021 has declared Interim Dividend @ 100% i.e. ₹ 2 per equity share of ₹ 2 each.

as at and for the year ended 31 March 2022

#### 7.6 Other Financial assets

	Non-current portion		<b>Current portion</b>	
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021
To parties other than related parties				
Security deposits				
Unsecured, considered good	1,614	1,170	2,230	816
Unsecured, considered doubtful	-	-	21	21
	1,614	1,170	2,251	837
Less: Provision for doubtful security deposits	-	-	(21)	(21)
(A)	1,614	1,170	2,230	816
Other financial assets at FVTOCI				
Provision for mark to mark gain on Derivative Instrument [(refer note 35(B)]	33	-	-	-
Unsecured, considered good				
Non-current bank balance	4,583	-	-	_
Receivable against sale of property, plant and equipments	-	-	60	152
Interest accrued on fixed deposits	-	-	277	152
Advance to Employees	-	-	8	16
Earnest Money Deposit	-	-	10	10
Other Interest Receivable	-	-	12	12
Others	-	_	152	_
(B)	4,616	-	519	342
Others				
Unsecured, considered good	-	16	42	285
Unsecured, considered doubtful	-	-	2,321	4,476
Less: Provision on other advances receivable	-	_	(2,321)	(4,476)
(c)	-	16	42	285
(D) = (A) + (B) + (C)	6,230	1,186	2,791	1,443
To related parties				
Unsecured, considered good				
Security deposits (refer note 33A)	355	469	-	-
(E)	355	469	-	
(D) + (E)	6,585	1,655	2,791	1,443



as at and for the year ended 31 March 2022

#### 8 Deferred tax assets (net)

#### a. Deferred tax:

Deferred tax relates to the following:

(₹ in Lakhs)

D.	all and area	Balance Sheet		
Pa	rticulars	31 March 2022	31 March 2021	
1.	Deferred tax asset			
	Depreciation and Amortisation of Property, Plant and Equipment, Investment property and Intangibles	(6,132)	(7,825)	
	Depreciation and Amortisation of Property, Plant and Equipment and Intangibles of Foreign Subsidiaries	3,273	5,435	
	Brought forward tax losses	-	622	
	Allowances for impairment of trade receivables and advances	4,880	3,387	
	Provision for compensated absence	896	725	
	Disallowance u/s. 40(a)(ia)	616	616	
	Unrealised Gain on Business Transfer (refer note 44(a))	2,622	2,622	
	Others	4,118	2,327	
		10,274	7,909	
	MAT Credit entitlement	7,663	11,308	
	Deferred tax assets (net)*	17,938	19,217	
2.	Deferred tax liability			
	Depreciation and Amortisation of Property, Plant and Equipment, Investment property and Intangibles	(17,515)	(15,315)	
	Others	683	607	
	Deferred tax liabilities (net)*	(16,832)	(14,708)	

#### B. Reconciliation of deferred tax liabilities (net):

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Opening balance	(14,708)	(1,274)
Tax income / (expense) recognised in profit or loss	1,274	992
Business Combination	(3,777)	(14,542)
Exchange Fluctuation	380	116
Closing balance	(16,832)	(14,708)

#### C. Reconciliation of deferred tax assets (net):

Particulars	31 March 2022	31 March 2021
Opening balance	19,217	12,197
Business Combination	-	811
Tax credit recognised in profit or loss	2,973	5,290
Tax income (expense) /recognised in OCI	68	19
MAT Credit recognised / (utilised)	(3,645)	419
Exchange fluctuation	(676)	481
Closing balance	17,938	19,217

as at and for the year ended 31 March 2022

### D. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2022 and 31 March 2021:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Accounting profit before income tax	125,015	15,908
At India's statutory income tax rate of 34.944% (31 March 2021: 34.944%)	43,685	5,559
Effect of differential tax rates between holding Company and its' subsidiaries	(4,748)	238
Income not chargeable to tax	(8)	(25)
Income Exempt in India	(7,378)	(3,868)
Share of results of associates and joint ventures	(2,838)	(594)
Income taxable at lower rate	(1,752)	(2,677)
Income tax on unrecognised losses carried forward	(592)	(423)
Non-deductible expenses	4,230	8,450
Tax effect of earlier years	412	1,061
Others	(2,454)	(1,324)
At the effective income tax rate of 22.84% (31 March 2021: 40.21%)	28,555	6,397
Income tax expense reported in the Statement of Profit and Loss	28,555	6,397

<sup>\*</sup>The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authorities.

#### 9 Other assets

(Unsecured considered good, unless stated otherwise)

Particulars	Non-current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Capital advances				
Unsecured, considered good	4,911	6,748	-	-
Unsecured, considered doubtful	173	159	_	-
	5,084	6,907	-	-
Less: Allowance for doubtful advances	(173)	(159)	-	-
	4,911	6,748	-	-
Deferred lease rent	-	5	10	11
Prepaid expenses	210	134	24,640	10,758
Advances for supply of services	-	-	4,557	8,103
Less: Provision for doubtful advances	-	-	(486)	(497)
	210	139	28,721	18,375
Balance with statutory and government authorities	135	147	5,155	3,801
Gratuity assets (refer note 29)	7	151	-	-
Others	1,771	11	120	1,145
	7,034	7,195	33,996	23,321



as at and for the year ended 31 March 2022

#### 10 Inventories

(valued at the lower of cost or net realisable value)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Stock in Trade	304	389
Less : Provision for Stock in Trade	(12)	(14)
Stores and spares	489	596
Less : Provision for Stores and Spares	(210)	-
	571	971

#### 11 Income Tax assets (net)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Income tax assets	13,192	10,529	1,086	1,280
Income tax liabilities	-	-	(12,688)	(9,611)
	13,192	10,529	(11,602)	(8,331)
Add: Income tax liabilities disclosed under Current Liabilities	-	-	12,688	9,611
Income tax assets (net)	13,192	10,529	1,086	1,280

#### 12.1 Equity Share capital

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Authorised capital:		
29,47,25,000 (31 March 2021: 29,47,25,000) equity shares of ₹ 2 each	5,895	5,895
500 (31 March 2021: 500) 4% cumulative redeemable preference shares of ₹ 100 each (31 March 2021: ₹ 50,000;) (Value less than ₹ 1 lakh)	*	*
545,500 (31 March 2021: 545,500) redeemable preference shares of ₹ 100 each	545	545
	6,440	6,440
Issued, subscribed and fully paid up:		
24,56,95,524 (31 March 2021: 24,56,95,524) equity shares of ₹ 2 each	4,914	4,914
Total issued, subscribed and fully paid up share capital	4,914	4,914

#### Terms/rights attached to equity shares

The Holding Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

### (i) Reconciliation of number of the equity shares and preference shares outstanding at the beginning and at the end of the year:

Facility Objects	As at 31 March 2022		As at 31 March 2021	
Equity Shares	No. of shares	₹ in Lakhs	No. of shares	₹ in Lakhs
At the beginning of the year	24,56,95,524	4,914	24,56,95,524	4,914
Outstanding at the end of the year	24,56,95,524	4,914	24,56,95,524	4,914

#### as at and for the year ended 31 March 2022

#### (ii) Details of shareholders holding more than 5% class of shares

	As at 31 March 2022		As at 31 March 2021	
Name of shareholders	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of ₹ 2 each fully paid				
Mr. Shashi Kiran Shetty	15,22,41,341	61.96	15,25,19,341	62.08

#### (iii) Details of promoters' shareholding percentage in the Company is as below:

	As at 31 M	As at 31 March 2022		As at 31 March 2021	
Particulars	No. of Shares	% holding in the class	No. of Shares	% holding in the class	
Name of the Promoter					
Mr. Shashi Kiran Shetty	15,22,41,341	61.96	15,25,19,341	62.08	
Mrs. Arathi Shetty	73,51,353	2.99	73,51,353	2.99	
Mr. Adarsh Hegde	45,45,500	1.85	45,45,500	1.85	
Name of the Promoter Group					
Shloka Shetty Trust	74,56,015	3.03	74,56,015	3.03	
Mrs. Priya Adarsh Hegde	1,92,000	0.08	1,50,000	0.06	

#### (iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares buy back during the period of five years immediately preceding the reporting date:

Particulars	31 March 2022	31 March 2021
Equity shares of ₹ 2 each, fully paid up, allotted as bonus shares by capitalisation of general reserve and securities premium	-	12,60,48,842
Equity shares of ₹ 2 each, fully paid up, bought back by utilisation of securities premium	64,00,000	64,00,000

#### (v) Cash dividends on equity shares declared and paid:

Particulars	31 March 2022	31 March 2021
Dividend ₹ 3.00 per share (31 March 2021: ₹ 2.00 per share)	7,373	4,914
	7,373	4,914

#### 12.2 Other Equity

Particulars	31 March 2022	31 March 2021
Securities premium (refer foot note a)	32,907	32,907
General reserve (refer foot note b)	13,011	13,011
Capital redemption reserve (refer foot note c)	232	232
Tonnage tax reserves (refer foot note d)	60	60
Tonnage tax reserve (utilised) (refer foot note d)	152	152
Retained earnings including remeasurements of gains / (losses) on defined benefit plans (OCI) (foot note e & f)	2,55,715	1,69,799
Foreign Currency Transalation Reserve (refer foot note g)	8,084	6,918
Hedge reserves (OCI) (refer foot note h)	114	(570)
Share Option Outstanding Account / ESAR (refer foot note i)	56	_
Equity Portion of Compound Financial Instruments [(refer note 13.1(4)]	930	930
Total Other Equity	3,11,260	2,23,440



as at and for the year ended 31 March 2022

#### **Nature and Purpose of Reserves**

#### a) Securities Premium

Securities premium is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

#### b) General reserve

General reserve is used from time to time to transfer profit from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

#### c) Capital Redemption Reserve

Capital redemption reserve represents amounts set aside on redemption of preference shares.

#### d) Tonnage Tax (utilised) and Tonnage Tax Reserve

These reserves are mandatory under the Income Tax Act, 1961 for companies who opt for the Tonnage Tax Scheme prescribed under the said Act.

#### e) Retained earnings

Retained earnings represents all accumulated net income netted by all dividends paid to shareholders.

### f) Remeasurements of gains / (losses) on defined benefit plans (OCI)

It comprises of actuarial gains and losses, differences between the return on plan assets and interest income on plan assets and changes in the asset ceiling (outside of any changes recorded as net interest).

#### g) Foreign Currency Transalation Reserve

Exchange difference arising on translation of assets, liabilities, income and expenses of the Group's foreign subsidiaries, associates and joint ventures are recognised in other comprehensive income and accumulated seperately in foreign currency translation reserve.

#### h) Hedge reserves (OCI)

Hedges of net investment in a foreign operation, including a hedge of a monetary item that is accounted for as a part of the net investment. Gains or losses on the hedging instrument relating to the effective portion are recognized in OCI while any gain or losses relating to ineffective portion are recognized in the Consolidated statement of profit and loss. On disposal of foreign operation, the cumulative value of any such gains or losses recorded in equity is reclassified to the Consolidated statement of profit and loss (as a reclassification adjustment) [refer note 35(B)]

#### i) Share Option Outstanding Account / ESAR

The share based payment reserve is used to record the value of equity-settled share based payment transactions with employees. The amount recorded in this reserve is transferred to securities premium upon exercise of stock appreciation rights options by employees. The amount outstanding in the "Share based payment reserve" has been transferred to "General Reserve", when the options are lapsed / cancelled.

#### 13 Financial liabilities

#### 13.1 Borrowings

Particulars	Non-curre	Non-current portion		<b>Current portion</b>	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	
Borrowings (secured)					
Term loan from banks	75,251	44,814	21,877	21,134	
Foreign currency term loan	11,815	15,289	3,848	3,822	
Term loan from financial institutions	-	68	-	173	
Vehicle finance loans	87	104	120	89	
Optionally Convertible Debentures	10,765	10,987	-	-	
Non-convertible Debentures	-	-	-	9,107	
Public Deposits	105	407	299	256	
	98,023	71,669	26,144	34,581	

as at and for the year ended 31 March 2022

(₹ in Lakhs)

Parallel and	Current	portion
Particulars	31 March 2022	31 March 2021
The above amount includes		
Amount disclosed under the head "Short Term Borrowings"	(26,144)	(34,581)
	-	_
Short Term Borrowings		
Loan repayable on demand (secured)		
Cash credits from banks and cash pooling/overdraft facilities	2,349	23,761
Working capital demand loan	58,272	40,557
Current Maturities of long term Borrowings	26,144	34,581
Other loan (unsecured)		
Working Capital Demand Loan from Financial Institution	-	4,800
Total current borrowings	86,765	1,03,699
Aggregate secured loans	1,84,788	1,70,567
Aggregate unsecured loans	-	4,800

#### 1) Term loans from banks (secured)

- a) Rupee term loans from banks are secured against property, plant and equipment, Investment Property of Holding Company and carry interest ranging from 6.25% 8.80% p.a. (31 March 2021: 8.50% 9.00% p.a.) and are repayable within a period ranging from 2-5 years
- b) Term loans taken by some of the foreign subsidiaries include loans at fixed as well as floating interest rate denominated in Euro and Singapore Dollars. These loans are secured against Pledge of Shares, mortgage of future warehouse, floating charge on assets of some of the overseas subsidiaries of the Group and in case of building loan, mortgage on the building against which the loan is taken. The Euro term loans taken by the foreign subsidiary have been guaranteed by parent company. During the current and previous year the Group has paid interest @ 1% to 4% p.a. on these loans. These loans are repayable in half yearly / monthly instalments over a period of 5 to 20 years.
- c) Term loans taken by one of the subsidiary include loans at fixed as well as floating rate. These loans are secured against immovable property, current and fixed assets of the company. The Subsidiary has paid interest @ 7.5% to 9.30% p.a on these loans. These loans are repayable in monthly / quarterly instalments over a period of 1-5 years.

#### 2) Foreign Currency Term Loan (secured)

The Group has availed Foreign Currency Term Loan carrying interest rate of 3.4% and repayable over a period of 5 years. The Loan is secured against property, plant and equipment and certain immovable properties of the group.

#### 3) Vehicle finance loans

Vehicle finance loans are secured against vehicle financed by the Bank and carry interest ranging from 8.00% - 10.25% p.a. (31 March 2021: 8.90% - 9.50% p.a.) and are repayable within a periods ranging from 2-5 years.

#### 4) Optionally Convertible Debentures (secured)

11,22,57,917, 0.0001% Secured Optionally Convertible Debentures(Class A OCD) of ₹ 10 each fully paid up were issued with a term of 20 years. These Debentures are redeemable / convertible by the investor at anytime, at its sole discretion by a written notice to the company as one OCD to 1 equity shares or it will be compulsorily redeemed within 30 days post the expiry of the Long Stop Date for Conversion Closing, within 30 days from the date of redemption notice; and/or on the date of expiry of the Class A OCD term. These instruments are classified as compound financial instruments with reference to the terms and conditions attached with such debentures. Financial liability is recognised at fair value which represents the present value of all future cash receipts discounted using the prevailing market rate of interest for a similar instrument with a similar credit rating. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Refer note 44 (a) and 12.2.

#### 5) Non Convertible Debentures

a) One of the subsidiary company has issued has issued 590 secured, rated, redeemable, transferable, nonconvertible debentures (NCD) of face value of Rs. 10 Lakhs each fully paid up to Mandala Agribusiness Investments II Ltd ("the Debenture Holders"). The subsidiary company has allotted 350 NCD on 29 February 2016; 180 NCD on 01 January 2015 and 60 NCD on 09 October 2014. The NCDs are secured by

as at and for the year ended 31 March 2022

way of first charge on all the assets of the subsidiary company other than exempted assets (as defined in the Bond Subscription Agreement) and second charge on the exempted assets. Further, subsidiary company has pledged 2,562,826 equity shares of ₹10 each held in the step down subsidiary company. NCDs carry a coupon rate of 5.65% per annum payable on quarterly basis. These NCDs are redeemable at a premium at the end of five years from the date of issue. The redemption premium is 8% per annum and shall (if not voluntarily paid annually) be compounded annually up to the date of redemption. The Group has option to extend the term of a portion of NCDs by a period of two years subject to certain conditions laid out in the Bond Subscription Agreement. Also, under certain circumstances, the Group has an option to redeem the NCDs at any time after expiry of one year from the date of the issue. During the previous year, the Debenture Holders have extended the due date for repayment of (i) outstanding NCD's along with redemption premium; and (ii) quarterly interest on the NCD's from quarter ended March 2020 onwards to 30 September 2021.

b) On 10 January 2020, the Group has allotted 1,600 Senior, Rated, Secured, Listed, Redeemable, Non-Convertible Debentures (NCDs) of face value Rs. 10 Lakhs per debenture to The Hongkong and Shanghai Banking Corporation Limited, Foreign Portfolio Investor. These NCDs were listed on BSE Limited from 20 January 2020. Total Non-Convertible Debentures of the Company outstanding as on 31 March 2020 are Rs 16,000 Lakhs. The same were fully secured against property, plant and equipments and certain immovable properties of the Company. The asset cover in respect of the nonconvertible debentures (NCDs) of the Company as on 31 March 2020 exceeds 1.10 times of the principal amount of the said listed secured non convertible debentures. The said NCDs had a maturity date of January 10, 2023 however they were prepaid by the group on June 11, 2020.

#### Cash credits from banks and cash pooling/overdraft facilities (secured)

- (a) Cash credit facilities from banks carried interest ranging from 10.00% - 11.00% (31 March 2021: 10.00% -11.00%) computed on a monthly basis on the actual amount utilised, and are repayable on demand. These are secured against immovable property situated in Mumbai, pari pasu charge on present and future movable assets, inventories and book debts.
- (b) In case of foreign subsidiaries, during the current and previous year the Group paid interest on Cash pooling / OD balances @ 0.60 % to 1% p.a. The security is same as per the Term loan. The Bank Overdraft facilities are USD loans which are secured against pledge of shares, mortgage of future warehouse, floating charge on assets of some of the overseas subsidiaries of the Group. During the current year and previous year the Group has paid interest @ 1.5% p.a. on this loan. The loan is guaranteed by the parent company.

#### Working capital demand loan from financial institution (secured)

- a) Working capital loan is secured with pari-passu charge on present and future movable assets, inventories and book debts and carry interest @ 5.00% p.a to 5.25% p.a. (31 March 2021: 4.90% p.a to 6.10% p.a.) and are repayable within a period of six months.
- b) In case of foreign subsidiaries, these unsecured loans is repayable on demand carries interest ranging from 0.25 % p.a. to 2% p.a. (31 March 2021 : 0.25% p.a. to 2% p.a.).

#### Working Capital Demand Loan from financial institution (unsecured)

Loan availed from Financial Institution carry interest @5% p.a. and is repayable over a period of three months

The Company and its Subsidiaries has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with books of account except for one subsidiary, the details of variance are as below:

Name of the Bank	Quarter ended	Amount as per Books of Account	Amount Disclosed as per quarterly return / statement	Difference	Reason for Variance
1) Axis Bank,	June 30, 2021	19,327	22,771	,	On account of statement filed
2) IndusInd Bank,	September 30, 2021	23,438	28,333	4,895	with the lenders on financial statement prepared on
3) Bank of Bharain and Kuwait,	December 31, 2021	26,044	27,889	1,845	provisional basis and also
4) Federal Bank,	March 31, 2022	26,959	26,860	(99)	certain line items grouped -under trade receivables are
5) Standard Chartered Bank					not being considered in the statement.

as at and for the year ended 31 March 2022

Name of the Bank	Quarter ended	Amount as per Books of Account	Amount Disclosed as per quarterly return / statement	Difference	Reason for Variance
1) Axis Bank,	June 30, 2020	18,510	21,016	2,506	On account of statement filed
2) IndusInd Bank,	September 30, 2020	21,746	24,309	2,563	with the lenders on financial
3) Bank of Bharain and Kuwait,	December 31, 2020	22,300	24,706	2,406	provisional basis and also
4) Federal Bank,	March 31, 2021	21,443	24,712	3,269	certain line items grouped -under trade receivables are
5) Standard Chartered Bank					not being considered in the statement.

The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

#### Loan covenants

Term loans from banks, financial institutions and others (which are secured in nature) contain certain debt covenants to be maintained at a group level relating to limitation on indebtedness, debt-equity ratio, net borrowings to EBITDA ratio and debt service coverage ratio. The limitation on indebtedness covenant gets suspended if the Group meets certain prescribed criteria. The debt covenant related to limitation on indebtedness remained suspended as of the date of the authorisation of the financial statements. The Company has reasonably satisfied all debt covenants prescribed in the terms and conditions of sanction letter of bank loan. The loans which are unsecured in nature does not have any loan covenant attached.

The Group has not defaulted in any loans payable.

#### 13.2 Trade payables

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Trade payables	1,81,532	1,38,175
Payables to associates, joint ventures and other related parties (refer note 33A)	9,693	711
	1,91,225	1,38,886

#### Ageing Schedule of Trade Payables is as below:

#### As at 31 March 2022

(₹ in Lakhs)

Particulare	Outstanding for following periods from due date of payment					
Particulars		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Dues	1,05,078	79,131	4,738	1,283	666	1,90,895
Disputed Dues	-	241	29	34	25	330
	1,05,078	79,373	4,767	1,317	691	1,91,225

#### As at 31 March 2021

Particulare	Outstanding for following periods from due date of payment					
Particulars	Note Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Dues	48,420	84,041	3,297	2,004	1,035	1,38,797
Disputed Dues		68	3	11	7	89
	48,420	84,109	3,300	2,015	1,042	1,38,886



as at and for the year ended 31 March 2022

#### 13.3 Other payables

(₹ in Lakhs)

		(threamno)
Particulars	31 March 2022	31 March 2021
Provision for expenses	10,565	14,201
	10,565	14,201

#### 13.4 Other financial liabilities

(₹ in Lakhs)

Postfordon	Non-curre	nt portion	Current portion		
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021	
Other financial liabilities at FVTOCI					
Provision for mark-to-market loss on derivative instruments (refer note 35B)	-	876	-	-	
Other financial liabilities at amortised cost					
Security deposits	1,313	1,763	3,410	3,217	
Purchase consideration payable (business combinations)	-	-	1,499	1,666	
Interest accrued on borrowings	78	24	577	563	
Unclaimed dividend	-	-	86	103	
Investors put option payable [(refer note 44(c)]	-	-	391	364	
Financial guarantee contracts	-	-	2,360	2,363	
Capital Creditors	406	328	862	2,005	
Advance received against redemption of optionally convertible debentures [(refer note 44(a)]	-	-	1,279	400	
Director commission payable			2,070	1,524	
Employee related liabilities	-	-	19,377	13,124	
Advance received against Sale of Investments	-	-	-	125	
Others	13	12	3,943	901	
Total (A)	1,810	3,003	35,854	26,355	
From related parties					
Unsecured, considered good					
Security deposits (refer note 33A) (B)	565	194	-	_	
	565	194	-	_	
(A + B)	2,375	3,197	35,854	26,355	

#### 14 Long Term Provisions

Particulars	Non-current portion			
Particulars	31 March 2022	31 March 2021		
Provision for decommissioning	252	258		
	252	258		

as at and for the year ended 31 March 2022

#### 15 Net employee defined benefit liabilities

(₹ in Lakhs)

Dankierdone	Non-curre	nt portion	Current portion		
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021	
Provision for gratuity (refer note 29)	1,453	799	2,878	2,371	
Provision for Compensated absences	606	430	3,846	2,978	
	2,059	1,229	6,724	5,349	

#### 16 Other liabilities

(₹ in Lakhs)

Particular.	Non-curre	nt portion	Current portion		
Particulars	31 March 2022	31 March 2021	31 March 2022	31 March 2021	
Rent equalisation reserve	1,232	896	-	-	
Statutory dues payable	-	_	8,798	7,259	
Advances received from customers	-	-	1,639	5,661	
Advance against sale of property, plant and equipment	-	_	68	889	
Capital creditors	-	-	223	121	
Others	-	_	2,144	4,665	
	1,232	896	12,872	18,595	

#### 17 Revenue from operations

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Sale of services (disaggregation of revenue basis type of service)		
Multimodal transport operations	17,59,642	8,40,012
Express Distribution	1,48,258	1,31,108
Container freight stations	54,685	43,526
Project and engineering solutions	34,632	28,439
Logistics park	9,008	5,760
	20,06,225	10,48,845
Other operating revenue	982	965
	20,07,207	10,49,810

#### 18 Other income

Particulars	31 March 2022	31 March 2021
Other non-operating income		
Profit on sale of property, plant and equipment (net)	1,142	1,073
Fair value gain on financial instruments through profit or loss	33	47
Profit on sale of current investment (net)	67	139
Rental income	970	807
Government Grants*	-	1,030
Miscellaneous income	300	1,319
	2,512	4,415



as at and for the year ended 31 March 2022

Finance income		
Interest income on		
- Income tax refund	281	-
- Fixed deposits with banks	963	649
- Others	459	390
Dividend Income	19	80
	1,722	1,120
	4,234	5,535

<sup>\*</sup> Includes the grant received by some of the foreign subsidiary of the group from its local authorities in order to aid the entities from the financial losses suffered on account of lockdown caused due to COVID-19

#### 19 Cost of services rendered

		(₹ III LUKIIS)	
Particulars		31 March 2022	31 March 2021
Multimodal and transport expenses			
Freight and other ancillary cost		14,47,902	6,64,036
	(A)	14,47,902	6,64,036
Express Distribution			
Freight expenses		83,432	60,612
Purchase of stock-in-trade		22,162	23,919
Fleet running expenses		656	2,100
Vehicles trip expenses		2,161	4,762
Handling charges		2,390	1,791
Supply chain management expenses		2,855	3,318
Claims for loss & damages (net)		230	749
Other operating expenses		973	1,359
	(B)	1,14,859	98,610
Container freight stations expenses			
Handling and Transportation charges		24,172	16,045
Power and fuel costs		2,488	1,218
Repairs and maintenance		552	165
	(c)	27,212	17,428
Project and engineering solutions expenses			
Project operating and hiring expenses		23,736	18,174
Repairs and maintenance - machinery		2,689	2,595
Power and fuel costs		2,164	1,822
Stores and spares consumed		1,127	1,042
Insurance		194	207
	(D)	29,910	23,840
Logistics Park			
Contract Logistics Expenses		600	391
	(E)	600	391
	(A)+(B)+(C)+(D)+(E)	16,20,483	8,04,304

as at and for the year ended 31 March 2022

#### 20 Change in inventories of stock-in-trade

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Inventories at the end of the year		
Stock in trade	559	612
Inventories at the beginning of the year		
Stock in trade	612	947
(Increase) / decrease	53	335

#### 21 Employee benefits expense

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Salaries, wages and bonus	1,46,164	1,14,711
Contributions to provident and other funds (refer note 29)	13,862	10,902
Gratuity (refer note 29)	655	704
Compensated absences	1,167	1,100
Staff welfare expenses	5,468	4,115
	1,67,316	1,31,532

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on November 13, 2020 draft rules were published and invited for stakeholders' suggestions. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

#### 22 Depreciation and amortisation expense

Particulars	31 March 2022	31 March 2021
Depreciation of property, plant and equipment	11,661	13,471
Amortisation of intangible assets	10,812	7,882
Depreciation on investment properties	2,157	1,458
Depreciation on Right of use assets	9,706	7,798
	34,336	30,609



as at and for the year ended 31 March 2022

#### 23 Finance costs

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
nterest expense		
- term loan	3,935	6,934
- commercial paper	151	383
- buyers' credit	-	3
- finance lease obligations	22	38
- working capital demand loan	3,452	2,385
- lease liabilities [refer note 36 (b)]	2,286	1,531
- public deposits	54	104
- others	1,040	1,870
	10,940	13,248
Processing Fees and Stamp Duty	64	314
Total interest expenses	11,004	13,562

#### 24 Other expenses

Particulars	31 March 2022	31 March 2021
Rent	7,273	7,827
Travelling expenses	3,400	2,039
Legal and professional fees	19,521	12,572
Repairs to building and others	5,974	4,485
Business promotion	2,632	1,172
Rates and taxes	4,114	3,438
Printing and stationery	1,776	1,325
Office expenses	3,136	1,056
Communication charges	2,152	2,002
Impairment loss recognised / (reversed) under expected credit loss model (net)	7,651	3,184
Electricity charges	2,595	2,311
Payments to auditors (refer note below)	1,277	1,222
Insurance	1,760	1,088
CSR expense (refer note 38)	451	525
Security expenses	594	608
Bank charges	947	763
Bad debts / advances written off	603	417
Membership and subscription	413	342
Directors fees and commission	146	108
Loss on sale of property, plant and equipments	470	167
Miscellaneous expenses	906	3,608
	67,791	50,262

as at and for the year ended 31 March 2022

(₹ in Lakhs)

ote: Payment to auditor	31 March 2022	31 March 2021
s auditors'		
Statutory audit	856	815
Tax audit	5	4
Tax related services	234	209
Limited review of quarterly results	104	129
In other capacity - Certification matters	76	65
Reimbursement of expenses	2	1
	1,277	1,222

#### 25 Exceptional items

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Gain on disposal of Subsidiary (Net)*	5,567	-
Profit on sale of Land	1,152	_
Container Freight Station revenue of prior year as entitlement is established pursuant to court order.	3,825	-
Severance Payment (net off provisions for reversals)	(498)	_
Provision for claims receivable and advance (net)	(75)	(757)
Loss on fair value of assets held for sale	(1,851)	(9,776)
Others	(1,683)	_
	6,437	(10,533)

<sup>\*</sup> One of the Subsidiaries of the Group, Gati Limited has sold its 69.79% stake in its subsidiary Gati Kausar India Limited ("Gati Kausar") by way of entering into Share Purchase Agreement ("SPA") among the Contracting Parties i.e. (i) Gati Limited as a Promoter, (ii) Mandala Capital AG Limited as an Investor, and (iii) Gati Kausar India Limited as a Company. Accordingly Gati Kausar has ceased to be the Gati's Subsidiary with effect from July 14, 2021.

#### 26 Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	31 March 2022	31 March 2021
Net profit after tax attributable to equity shareholders	92,573	17,290
Weighted average number of equity shares for calculating basic EPS	24,56,95,524	24,56,95,524
Weighted average number of equity shares for calculating diluted EPS	24,56,95,524	24,56,95,524
Nominal value of shares, fully paid up	2	2
Basic and diluted EPS, in ₹	37.68	7.04



as at and for the year ended 31 March 2022

#### 27 List of entities consolidated

(a) The list of subsidiary Companies, controlled by the group, which are included in the CFS are as under: Indian subsidiaries (Companies incorporated/registered in India):-

Sr.	Name	% equity interest	
No.	name	31 March 2022	31 March 2021
	A) Wholly owned subsidiaries		
1	Hindustan Cargo Limited (Merged with Holding Company w.e.f. August 26, 2021)	NA	NA
2	Contech Logistics Solutions Private Limited	100%	100%
3	Allcargo Multimodal Private Limited (formerly known as Transindia Warehousing Private Limited)	100%	100%
4	AGL Warehousing Private Limited	100%	100%
5	Transindia Logistic Park Private Limited	100%	100%
6	Ecu International (Asia) Private Limited	100%	100%
7	Combi Line Indian Agencies Private Limited (Strike Off w.e.fOctober 27, 2021)	NA	100%
8	Allcargo Inland Park Private Limited (formerly known as Transindia Inland Park Private Limited)	100%	100%
9	Avvashya Supply Chain Private Limited (formerly known as South Asia Terminals Private Limited)	100%	100%
10	Malur Logistics and Industrial Parks Private Limited	100%	100%
11	Jhajjar Warehousing Private Limited	100%	100%
12	Bantwal Warehousing Private Limited (Ceased to be subsidiary w.e.f. September 28, 2021)	NA	100%
13	Koproli Warehousing Private Limited	100%	100%
14	Bhiwandi Multimodal Private Limited	100%	100%
15	Allcargo Warehousing Management Private Limited	100%	100%
16	Marasandra Logistics and Industrial Parks Private Limited	100%	100%
17	Venkatapura Logistics and Industrial Parks Private Limited	100%	100%
18	Allcargo Terminals Limited (Formerly known as Allcargo Projects Private Limited )	100%	100%
19	Avvashya Projects Private Limited	100%	100%
20	Avvashya Inland Park Private Limited	100%	100%
21	Panvel Industrial Parks Private Limited	100%	100%
22	ALX Shipping Agencies India Private Limited	100%	100%
23	Dankuni Industrial Parks Private Limited	100%	100%
24	Hoskote Warehousing Private Limited	100%	100%
25	TransIndia Realty & Logistics Parks Limited (Incorporated on December 03, 2021)	100%	NA
	B) Partly owned subsidiaries		
25	Comptech Solutions Private Limited	48.28%	48.28%
26	Gati Limited	47.30%	46.86%
27	Gati Kausar India Limited (Ceased to be Subsidiary of Gati w.e.f. July 14, 2021)	NA	46.86%
28	Zen Cargo Movers Private Limited	47.30%	46.86%

as at and for the year ended 31 March 2022

Sr.	Name	% equity interest	
No.		31 March 2022	31 March 2021
29	Gati Projects Private Limited	47.30%	46.86%
30	Gati- Kintetsu Express Private Limited	47.30%	46.86%
31	Gati Import Export Trading Limited	47.30%	46.86%
32	Gati Logistics Park Private Limited	47.30%	46.86%
33	Speedy Multimodes Limited (w.e.f. October 1, 2021)	85.00%	NA

Foreign subsidiaries (Companies incorporated/registered outside India):-

Sr.	Name	% equity interest	
No.	Name	31 March 2022	31 March 2021
	A) Wholly owned subsidiaries		
1	Allcargo Belgium N.V.	100%	100%
2	Administradora House Line C.A.	100%	100%
3	AGL N.V.	100%	100%
4	Asia Line Ltd	100%	100%
5	CELM Logistics SA de CV	100%	100%
6	CLD Compania Logistica de Distribucion SA.	100%	100%
7	Contech Transport Services (Pvt) Ltd	100%	100%
8	Consolidadora Ecu- Line C.A (Liquidated)	NA	100%
9	ECI Customs Brokerage, Inc	100%	100%
10	Econocaribe Consolidators, Inc	100%	100%
11	Econoline Storage Corp	100%	100%
12	Ecu Global Services N.V.	100%	100%
13	Ecu International Far East Ltd.	100%	100%
14	Ecu International N.V.	100%	100%
15	Ecu Shipping Logistics (K) Ltd.	100%	100%
16	Ecuhold N.V.	100%	100%
17	Ecu-Line Algerie sarl	100%	100%
18	Ecu-Line Doha W.L.L.	100%	100%
19	Ecu-Line Paraguay SA	100%	100%
20	Ecu-Line Peru SA	100%	100%
21	Ecu-Line Spain S.L.	100%	100%
22	Eculine Worldwide Logistics Co. Ltd.	100%	100%
23	ELWA Ghana Limited	100%	100%
24	Eurocentre Milan srl.	100%	100%
25	FCL Marine Agencies B.V.	100%	100%
26	Flamingo Line Chile S.A.	100%	100%
27	Flamingo Line del Ecuador SA	100%	100%
28	Flamingo Line Del Peru SA	100%	100%



as at and for the year ended 31 March 2022

Sr.	ir		% equity interest	
No.	Name	31 March 2022	31 March 2021	
29	Guldary S.A.	100%	100%	
30	HCL Logistics N.V.	100%	100%	
31	Integrity Enterprises Pty Ltd	100%	100%	
32	OTI Cargo, Inc	100%	100%	
33	Prism Global Ltd. (formerly known as Ecu Line Limited)	100%	100%	
34	PRISM Global, LLC	100%	100%	
35	Rotterdam Freight Station BV	100%	100%	
36	Société Ecu-Line Tunisie Sarl	100%	100%	
37	Ecu Worldwide (Uganda) Limited	100%	100%	
38	FMA-Line Holding N. V. (formerly known as Ecubro N.V.)	100%	100%	
39	FMA-LINE Nigeria Ltd.	100%	100%	
40	Jordan Gulf for Freight Services Agencies Co. LLC	100%	100%	
41	Ports International, Inc.	100%	100%	
42	Star Express Company Ltd	100%	100%	
43	Ecu - Worldwide - (Ecuador) S.A.(formerly known as Ecu-Line del Ecuador S.A.)	100%	100%	
44	Ecu - Worldwide (Singapore) Pte. Ltd (formerly known as Ecu-Line Singapore Pte. Ltd.)	100%	100%	
45	Ecu World Wide Egypt Ltd (formerly known as Ecu Line Egypt Ltd.)	100%	100%	
46	Ecu Worldwide (Argentina) SA (formerly known as Ecu Logistics SA)	100%	100%	
47	Ecu Worldwide (Belgium) N.V(formerly known as Ecu-Line N.V).	100%	100%	
48	Ecu Worldwide (Chile) S.A (formerly known as Ecu-Line Chile S.A)	100%	100%	
49	Ecu Worldwide (Colombia) S.A.S.(formerly known as Ecu-Line de Colombia S.A.S)	100%	100%	
50	Ecu Worldwide (Cote d'Ivoire) sarl (formerly known as Ecu-Line Côte d'Ivoire Sarl)	100%	100%	
51	Ecu Worldwide (CZ) s.r.o. (formerly known as Ecu-Line (CZ) s.r.o).	100%	100%	
52	Ecu Worldwide (El Salvador) S.P. Z.o.o S.A. de CV (formerly known as Flamingo Line El Salvador SA de CV)	100%	100%	
53	Ecu Worldwide (Germany) GmbH (formerly known as Ecu-Line Germany GmbH)	100%	100%	
54	Ecu Worldwide (Guangzhou) Ltd.(formerly known as Ecu-Line Guangzhou Ltd)	100%	100%	
55	Ecu Worldwide (Guatemala) S.A. (formerly Flamingo Line de Guatemala S.A.)	100%	100%	
56	Ecu Worldwide (Hong Kong) Ltd.(formerly known as Ecu-Line Hong Kong Ltd.)	100%	100%	
57	Ecu Worldwide (Malaysia) SDN. BHD. (formerly known as Ecu-Line Malaysia Sdn. Bhd.)	100%	100%	
58	Ecu Worldwide (Mauritius) Ltd.(formerly known as Ecu-Line Mauritius Ltd.)	100%	100%	
59	Ecu Worldwide (Netherlands) B.V.(Ecu-Line Rotterdam BV)	100%	100%	
60	Ecu Worldwide (Panama) SA (formerly Ecu-Line de Panama SA)	100%	100%	
61	Ecu Worldwide (Philippines) Inc. (formerly known as Ecu-Line Philippines Inc.)	100%	100%	
62	Ecu Worldwide (Poland) Sp zoo (formerly known as Ecu-Line Polska SP. Z.o.o.)	100%	100%	
63	Ecu Worldwide (South Africa) Pty Ltd (formerly known as Ecu-Line South Africa (Pty.) Ltd.)	100%	100%	
64	Ecu Worldwide (UK) Ltd (formerly known as Ecu-Line UK Ltd)	100%	100%	
65	Ecu Worldwide (Uruguay) SA (formerly known as DEOLIX S.A.)	100%	100%	

as at and for the year ended 31 March 2022

Sr.	r. Name		% equity interest	
No.	Name	31 March 2022	31 March 2021	
66	Ecu Worldwide Australia Pty Ltd (formerly known as Ecu-Line Australia Pty Ltd.)	100%	100%	
67	Ecu Worldwide Canada Inc (formerly known as Ecu-Line Canada Inc)	100%	100%	
68	Ecu Worldwide Costa Rica S.A.(formerly known as Conecli International S.A) (Dissolved w.e.f. Feb 10, 2022)	NA	100%	
69	Ecu Worldwide Italy S.r.l. (formerly known as Ecu-Line Italia srl.)	100%	100%	
70	ECU Worldwide Lanka (Private) Ltd. (formerly known as Ecu Line Lanka (Pvt) Ltd.)	100%	100%	
71	Ecu Worldwide Logistics do Brazil Ltda (formerly known as Ecu Logistics do Brasil Ltda.)	100%	100%	
72	Ecu Worldwide Mexico SA de CV(formerly known as Ecu Logistics de Mexico SA de CV)	100%	100%	
73	Ecu Worldwide Morocco S.A.(formerly known as Ecu-Line Maroc S.A.)	100%	100%	
74	Ecu Worldwide New Zealand Ltd (formerly known as Ecu-Line NZ Ltd.)	100%	100%	
75	Ecu Worldwide Turkey Taşımacılık Limited Şirketi (formerly known as Ecu Uluslarasi Tas. Ve Ticaret Ltd. Sti.)	100%	100%	
76	PT Ecu Worldwide Indonesia (formerly known as PT EKA Consol Utama Line)	100%	100%	
77	FCL Marine Agencies Belgium bvba	100%	100%	
78	FMA Line Agencies Do Brasil Ltda	100%	100%	
79	Oconca Container Line S.A. Ltd.	100%	100%	
80	Allcargo HongKong Limited (Formerly known as Oconca Shipping (HK) Ltd.)	100%	100%	
81	Allcargo Logistics Africa (PTY) LTD (Formerly known as FMA Line SA (PTY) LTD)	100%	100%	
82	Almacen y Maniobras LCL SA de CV	100%	100%	
83	ECU WORLDWIDE SERVICIOS SA DE CV	100%	100%	
84	ECU TRUCKING, INC	100%	100%	
85	ECU Worldwide CEE S.R.L	100%	100%	
86	Ecu Worldwide (Kenya) Ltd (formerly known as Ecu-Line Kenya Ltd.)	100%	100%	
87	AGL Bangladesh Private Limited	100%	100%	
88	Ecu Worldwide (Bahrain) Co. W.L.L.	100%	100%	
89	East Total Logistics B.V.	100%	100%	
90	Allcargo Logistics FZE	100%	100%	
91	Asiapac Logistics Mexico SA de CV	100%	100%	
92	Nordicon AB (w.e.f. July 29, 2021)	100%	NA	
93	NORDICON A/S (w.e.f. July 29, 2021)	100%	NA	
94	Nordicon Terminals AB (w.e.f. July 29, 2021)	100%	NA	
95	RailGate Nordic AB (w.e.f. July 29, 2021)	100%	NA	
96	ASIA PAC LOGISTICS DE GUATEMALA S.A.	100%	NA	
97	China Consolidation Services Shipping Ltd	100%	75%	
98	Ecu Worldwide China Ltd (formerly known as China Consolidation Services Limited)	100%	75%	
	B) Partly owned subsidiaries			
99	Allcargo Logistics LLC (Consolidated entirely as per test of control and voting rights)	49%	49%	



as at and for the year ended 31 March 2022

Sr.		% equity interest	
No.	Name	31 March 2022	31 March 2021
100	Ecu-Line Middle East LLC	86.60%	86.60%
101	Eurocentre FZCO	84.62%	84.62%
102	Ecu-Line Abu Dhabi LLC	75.50%	75.50%
103	CCS Shipping Ltd.	75%	75%
104	Ecu-Line Saudi Arabia LLC	70%	70%
105	Ecu-Line Zimbabwe (Pvt) Ltd.	70%	70%
106	European Customs Broker N.V.	70%	70%
107	Ecu Worldwide (Japan) Ltd. (formerly known as Ecu-Line Japan Ltd.)	65%	65%
108	Ecu Worldwide (Thailand) Co. Ltd.(formerly known as Ecu-Line (Thailand) Co. Ltd.)	57%	57%
109	Ecu Worldwide (Cyprus) Ltd. (formerly known as Ecu-Line Mediterranean Ltd.)	55%	55%
110	Ocean House Ltd.	51%	51%
111	Ecu Worldwide Vietnam Joint Stock Company (Formerly known as Ecu Worldwide Vietnam Co. Ltd and Ecu-Line Vietnam Co. Ltd)	90%	90%
112	Centro Brasiliero de Armazenagem E Distribuiçao Ltda (Bracenter)	50%	50%
113	Ecu Worldwide Baltics	50%	50%
114	PAK DA (HK) LOGISTIC Ltd	75%	75%
115	ECU Worldwide Tianjin Ltd.	75%	75%
116	SPECHEM SUPPLY CHAIN MANAGEMENT (ASIA) PTE. LTD	41.25%	41.25%
117	Allcargo Logistics China Ltd.	41.25%	41.25%
118	Ecu Worldwide (BD) Limited	40%	40%
119	Gati Hong Kong Limited	75%	75%
120	Gati Asia Pacific Pte Ltd.	75%	75%
121	Gati Cargo Express (Shanghai) Co. Ltd.	75%	75%
122	Ecunordicon AB (w.e.f. July 29, 2021)	65%	NA
123	PFC Nordic AB (w.e.f. July 29, 2021)	80%	NA

### (b) The list of Associate Companies, significantly influenced (directly or indirect) by the Group, considered in the CFS is as under:

Sr.	Name	% equity interest	
No.		31 March 2022	31 March 2021
1	FCL Marine Agencies GMBH (Bermen)	50%	50%
2	Allcargo Logistics Lanka (Private) Limited	40%	40%
3	RailGate Europe B.V (w.e.f. July 29, 2021)	33.33%	NA
4	Trade Xcelerators LLC (w.e.f. February 09, 2022)	20%	NA
5	Haryana Orbital Rail Corporation Limited (w.e.f. February 11, 2022)	10.02%	NA

as at and for the year ended 31 March 2022

#### (c) The list of Joint ventures (directly or indirect) considered in CFS is as under:

Sr.	Name	% equity interest	
No.		31 March 2022	31 March 2021
1	Fasder S.A.	50%	50%
2	Ecu Worldwide Peru S.A.C. (formerly known as Ecu Logistics Peru SAC)	50%	50%
3	Ecu Worldwide Korea Co., Ltd.	49%	49%
4	Allcargo Logistics Korea Co., Ltd.	49%	49%
5	Transnepal Freight Services Private Limited	50%	50%
6	Avvashya CCI Logistics Private Limited (formerly known as CCI Integrated Logistics Private Limited )	61.13%	61.13%
7	Allcargo Logistics Park Private Limited (considered as JV based on test of control)	51%	51%
8	Altcargo Oil & Gas Private Limited	74%	74%
9	Aladin Group Holdings Limited (w.e.f. April 6, 2021)	20.70%	NA
10	Aladin Express DMCC (w.e.f. April 6, 2021)	20.70%	NA
11	ALX Shipping Agency LC (w.e.f. January 12, 2022)	49%	NA

#### 28 Material Business combinations and acquisition of non-controlling interests

Acquisition during the year ended 31 March 2022

#### A. Acquisition of Nordicon Entities

The fair values of the identifiable assets and liabilities as at the date of acquisition were:

Particulars	Fair value recognised on acquisition
Assets Acquired	₹ in Lakhs
Tangible assets	151
Intangible assets	1,223
Trade Receivables	5,486
Cash and cash equivalents	2,823
Other assets	1,419
Fair Value of assets acquired (A)	22,110
Liabilities Taken up	
Trade payables	4,974
Other liabilities	2,386
Deferred Tax Liability	2,440
Fair value of liabilities acquired (B)	9,800
Total identified Net Assets acquired (C) = (A) - (B)	12,310
Purchase consideration transferred	20,390
Non-controlling interest measured at fair value	(1,141)
Goodwill arising on acquisition	9,221



#### as at and for the year ended 31 March 2022

#### B. Acquisition of additional interest in - Ecu Worldwide Vietnam Co., Ltd.(formerly known as Ecu-Line Vietnam Co.Ltd)

In April 2021, the Group acquired an additional 10% interest in the voting shares of - Ecu Worldwide Vietnam Co., Ltd., increasing its ownership interest to 100% from 90%.

Particulars	Amount (in Lakhs)
Consideration paid to non-controlling shareholders	312
Carrying value of the additional interest in Ecu Worldwide Vietnam Co., Ltd.(formerly known as Ecu-Line Vietnam Co.Ltd)	(33)
Difference recognised in reserve within equity	279

#### C. Acquisition of additional interest in Gati Limited

In June 2021, the Group acquired an additional 0.44% interest in Gati Limied, increasing its ownership interest to 47.30% from 46.86%.

Particulars	Amount (in Lakhs)
Consideration paid	1,000
Value of non-controlling shareholders	100
Difference recognised in reserve within equity	900

#### D. Acquisition of Speedy Multimodes Limited

In October 2021, the Company through its Wholly owned subsidiary, Allcargo Terminals Limited has acquired 85% of equity stake in Speedy Multimodes Limited at a total consideration of ₹ 102 Crores. The fair values of the identifiable assets and liabilities as at the date of acquisition were:

Particulars	Fair value recognised on acquisition
Assets Acquired	₹ in Lakhs
Tangible assets	2,547
Intangible assets	4,429
Cash and cash equivalents	1,052
Net Working Capital	2,144
Others	400
Fair Value of assets acquired (A)	10,572
Liabilities Taken up	
Debt	167
Lease Liability	954
Deferred Tax Liability	47
Fair Value of liabilities acquired (B)	1,168
Deferred tax on Acquisition (C)	1,281
Total identified Net Assets acquired (D) = (A) - (B) - (C)	8,123
Consideration Transferred	10,200
Non Controlling interest	1,180
Less: Net identifiable assets	(8,123)
Goodwill on Acquisition	3,257

#### as at and for the year ended 31 March 2022

#### Acquisition during the year ended 31 March 2021

#### A. Acquisition of Gati Limited

In April 2020, the Company acquired additional 3,17,42,615 shares tendered in the open offer for consideration of ₹23,807 Lakhs thereby increasing its stake in the equity of Gati Limited to 46.86% and, considering the widespread shareholding of Gati Limited read together with the substantive rights in the Share Purchase Agreement (SPA) and Share Subscription Agreement (SSA) entered into with the erstwhile promoter of Gati Limited, the Company obtained control over Gati Limited thereon which has been accounted in accordance with IND AS 103 – "Business Combination". The fair value of net assets and liabilities identified and acquired have been determined at the final values of ₹59,200 Lakhs and the Group has recognized Goodwill at ₹22,429 Lakhs. Pursuant to this acquisition, the group now have new business reporting segment – "Express Distribution"

#### Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Gati Limited as at the date of acquisition were:

Particulars	Fair value recognised on acquisition
Assets Acquired	₹ in Lakhs
Property, plant and equipment	49,047
Right to use assets	8,462
Assets held for sale	3,010
Brand	13,910
Distribution network	26,440
Other intangible assets including Assets under Development	560
Deferred tax assets	639
Non Current Loans	560
Other non current assets	250
Other assets	17,410
Inventories	960
Trade Receivable	20,530
Cash and cash equivalents	4,860
Loans	2,120
Other financial assets	860
Other current Assets	2,269
Fair Value of assets acquired (A)	1,51,887
Liabilities Taken up	
Debt (Long Term including current maturities and short term)	47,000
Non Current financial liabilities	50
Obligation related to step down subsidiary	2,360
Long term provisions	810
Trade payables	11,630
Other Financial Liabilities	4,950
Lease Liabilities	7,917
Other current liabilities	3,240
Short term Provisions	190
Fair value of liabilities acquired (B)	78,147
Deferred tax on acquisition	14,540
Total identified Net Assets acquired*	59,200
Consideration Transferred	42,930
Non Controlling interest	38,700
Less: Net identifiable assets	(59,200)
Goodwill on Acquisition	22,429

<sup>\*</sup> In arriving at the fair value of business acquisition, the group has considered the impact of qualifications appearing in the Audit Report of acquired company.



as at and for the year ended 31 March 2022

#### 29 Net employee defined benefit liabilities

#### (a) Defined Contributions Plans

For the Holding Company and Indian subsidiaries an amount of ₹ 1,832 Lakhs (31 March 2021: ₹ 1,540 Lakhs) contributed to provident funds, ESIC and other funds (refer note 21) is recognised by as an expense and included in "Contribution to Provident & Other Funds" under "Employee benefits expense" in the Consolidated Statement of Profit and Loss. In relation to foreign subsidiaries, the Group has contributed ₹ 12,030 Lakhs

(31 March 2021: ₹ 9,362 Lakhs) towards foreign defined contribution plans and pension fund in accordance with local laws.

#### (b) Defined Benefit Plans

As per the Payment of Gratuity Act, 1972, the Holding Company and its Indian Subsidiaries have a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

The following table's summaries the components of net benefit expense recognised in the Consolidated Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the group.

			(₹ in Lakhs)
Par	ticulars	31 March 2022	31 March 2021
I	Consolidated Statement of profit and loss - Net employee benefit expense recognised in employee cost		
	Current service cost	347	326
	Interest cost on defined benefit obligations	103	85
	Interest income on plan assets	(58)	(56)
	Net benefit expenses recognised in the consolidated statement of profit and loss	392	355
II	Balance sheet - Details of provision and fair value of plan assets		
	Benefit obligation	3,818	2,955
	Fair value of plan assets	(2,011)	(2,059)
	Net liability recognised in the balance sheet	1,807	896
	* The liability for the defined benefit obligation includes liabilities of ₹ 2,518 Lakhs (31 March 2021: ₹ 2,123 Lakhs) relating to unfunded gratuity obligations in relation to some of the entities in the Group.		
III	Change in the present value of the defined benefit obligation are as follows:		
	Opening defined benefit obligations	2,955	1,389
	Business Combination	388	1,269
	Adjustment to opening value	(22)	-
	Interest cost	172	160
	Current service cost	347	326
	Benefits paid	(534)	(440)
	Acquisitions / Divestiture	(1)	-
	oci		
	Actuarial changes arising from changes in demographic assumptions	_	72
	Actuarial changes arising from changes in financial assumptions	(35)	222
	Actuarial changes arising from changes in experience assumptions	548	(44)
	Liability at the end of the year	3,818	2,955
IV	Change in the Fair Value of Plan Assets		
	Opening fair value of plan assets	2,059	1,297
	Business Combination	154	711

as at and for the year ended 31 March 2022

(₹ in Lakhs)

Pai	rticulars	31 March 2022	31 March 2021
	Interest income on plan assets	127	125
	Contributions by employer	46	168
	Benefits Paid	(374)	(303)
	Actuarial gain / (loss) on plan assets	(1)	61
	Fair Value of Plan Assets at the end of the year	2,011	2,059
V	Total Cost recognised in Comprehensive Income		
	Cost recognised in P&L	393	355
	Remeasurement effects recognised in OCI	517	482
		910	837
VI	Investment details of Plan Assets:		
	Investment with LIC	198	540
	Corporate Bonds	31	29
	Insurer Managed Funds	1,782	1,489
	Total Plan Assets	2,011	2,059

#### Maturity profile of defined benefit obligation:

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Year 1	776	578
Year 2	571	409
Year 3	541	362
Year 4	394	359
Year 5	361	292
Year 6 to 10	1,194	989

#### The principal assumptions used in determining gratuity obligations for the plans of the Company are as follows:

Actuarial assumptions	31 March 2022	31 March 2021
Discount rate	5.66% - 7.31%	5.60% - 6.41%
Salary escalation	5% for first	5% for first
	year and 8%	year and 8%
	thereafter	thereafter

A quantitative sensitivity analysis for the significant assumptions are as follows:

Defined benefit obligation	31 March 2022	31 March 2021
Delta effect of +1% change in the rate of discounting	(1,690)	(1,475)
Delta effect of -1% change in the rate of discounting	1,932	1,634
Delta effect of +1% change in the rate of salary increase	1,909	1,660
Delta effect of -1% change in the rate of salary increase	(1,700)	(1,475)
Delta effect of +1% change in employee turnover rate	(1,727)	(1,514)
Delta effect of -1% change in employee turnover rate	1,744	1,531



as at and for the year ended 31 March 2022

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of reporting period.

In relation to some of the foreign subsidiaries, the Group estimates the gratuity liability in accordance with the local law applicable to the respective subsidiary. The Group has recognised gratuity liability of ₹ 2,518 Lakhs (31 March 2021: ₹ 2,123 Lakhs) and charge to the Consolidated Statement of Profit and Loss of ₹ 262 Lakhs (31 March 2021: ₹ 349 Lakhs) and charge to Other Comprehensive Income of ₹ 288 Lakhs in relation to employees of these foreign subsidiaries.

#### 30 Leases

#### (a) Operating lease commitments - Group as lessor

The Group has given warehouse and commercial properties on cancellable / non-cancellable operating lease. The lease agreement provides an option to the Group to renew the lease period at the end of non-cancellable period.

The Table below provides details of Maturity Analysis of Lease Payments to be received on undiscounted basis:-

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Within one year	3,919	2,102
After one year but not more than five years	11,175	6,199
More than five years	4,359	6,530
	19,454	14,831

For Group as lessee, refer note 36

#### 31 A) Contingent liabilities

(₹ in Lakhs)

Pa	rticulars	31 March 2022	31 March 2021
Со	ntingent liabilities (refer note below)		
a.	Pending litigations		
	- Income Tax	7,044	2,910
	- Service Tax**	4,940	5,025
	- Entry Tax	41	41
	- VAT	169	78
	- Others	316	111
	- Claims against the Group, not acknowledged as debts	662	219
b.	Bank guarantees	9,426	6,512
C.	Bond remaining in force executed in favour of president of India, through the Commissioner of Customs as per clause 5(3) & 5(4) of Cargo Handling in Customs Area Regulation, 2009, notification no.26/2009-Cus (NT), dated 17-03-2009.	66,910	-

#### a) Matters relating to Income Tax

ii) In respect of one of the Subsidiary Company, Under 'The Direct Tax Vivad se Vishwas Act, 2020 (the scheme), the Department accepted the applications of the Company and the tax liability was assessed at ₹ 3,257 Lakhs and the same was provided in the books in financial year 2019–20. The Company had discharged the tax liability by ₹ 1,000 Lakhs during the preceding financial year. Further balance liability of ₹ 2,257 Lakhs has been discharged during the current financial year. With this the total assessed tax liability under VsV Scheme stands closed.

#### b) Matters relating to Sales tax and service tax

In relation to one of the foreign subsidiary company of the group, an audit was carried out by the authorities which resulted in assessment of additional VAT liability along with penalty and interest aggregating to ₹ 169 Lakhs (31 March 2021: ₹ 78 Lakhs) which is disputed by the Group. The Group has made an appeal before the Tax Tribunal. Based on opinion of the Group tax consultants and the facts and matters of the case, the Group believes that in this there will not be any outflow of resources.

<sup>\*\*</sup> The Group has received various show cause notices in respect of certain Service tax matters amounting to ₹ 6,008 Lakhs. The Group has evaluated the legal position in respect of the same and believes that it has a strong case and hence no adjustment are required in the Financial Statements.

#### as at and for the year ended 31 March 2022

The Group has reviewed all its pending litigations and proceedings and has adequately created provisions wherever required and disclosed as contingent liability, where applicable in the financial statements. The Group's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect of the Group's results of operations or financial condition.

#### B) Contingent Assets

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Additional consideration on the disposal of Investment in Brown Tape Technology Pvt Ltd*	56	56

<sup>\*</sup> In respect of the disposal of investment in Brown Tape Technology Pvt Ltd, additional consideration will be payable to the Group if the future performance of Brown Tape Technology reaches to a specified revenue level. Recognition of additional consideration which is not virtually certain, is dependent on the aggregate specified revenue of Brown Tape Technology for the 18-months period ending July 2022.

#### 32 Commitments

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Estimated amount of contracts remaining to be executed on capital accounts (net of advances) and not provided for	7,792	5,243
Additional Investment in Haryana Orbital Rail Corporation Limited	9,400	-

#### 33 Related party disclosures

#### I. Associates (direct and indirect)

#### Direct associates -

Allcargo Logistics Lanka (Private) Limited RailGate Europe B.V (w.e.f. July 29, 2021)

Trade Xcelerators LLC (w.e.f. February 09, 2022)

Haryana Orbital Rail Corporation Limited (w.e.f. February 11, 2022)

#### Indirect associates -

FCL Marine Agencies Gmbh (Bermen)

#### II. Joint ventures (direct and indirect)

#### Direct joint venture -

Transnepal Freight Services Private Limited

Avvashya CCI Logistics Private Limited (formerly known CCI Integrated Logistics Private Limited)

Allcargo Logistics Park Private Limited

Altcargo Oil & Gas Private Limited

Ecu Worldwide Korea Co., Ltd. (w.e.f. 17<sup>th</sup> December 2020)

Allcargo Logistics Korea Co., Ltd. (w.e.f. 3rd March 2021)

Aladin Group Holdings Limited (w.e.f. April 6, 2021)

Aladin Express DMCC (w.e.f. April 6, 2021)

ALX Shipping Agency LC (w.e.f. March 25, 2021)

#### Indirect joint venture -

Fasder S.A.

Ecu Worldwide Peru S.A.C. (formerly known as Ecu Logistics Peru SAC)

### III. Entities over which key managerial personnel or their relative's exercises significant influence:

Allcargo Movers (Bombay) LLP

Allnet Financial Services Private Limited (Formerly Allnet Infotech Private Limited)

Avadh Marketing LLP

Avash Builders and Infrastructure Private Limited

Avvashya Foundation Trust

Contech Estate LLP

Maneksha & Sethna

Sealand Crane Private Limited

Talentos (India) Private Limited

Transindia Freight LLP

Transindia Freight Services Private Limited

Shloka Shetty Trust

**ACGL Benefit Trust** 

Meridien Tradeplace Private Limited

Blacksoil Capital Private Limited

Panvel Logistics and Warehousing Solutions Private Limited (w.e.f. 31st March 2021)

Allcargo Shipping Services Private Limited

N. R. Holdings Private Limited

CMS IT Services Private Limited (upto 28th March, 2021)

Pirkon Properties Private Limited

#### IV. Key managerial personnel

Mr. Shashi Kiran Shetty\*

Mr. Adarsh Hegde

Mrs. Arathi Shetty



as at and for the year ended 31 March 2022

Mr. Mohinder Pal Bansal

Mr. Devanand Mojidra

Mr. Deepal Shah

Mr.Mathew Cyriac (Resigned as a Director w.e.f. March 28, 2021)

Mr.Prakash Tulsiani (Resigned as a CEO-CFS-ICD Director w.e.f. January 16, 2021)

Capt. Sandeep Anand

Mr. Sheetal Gulati (Resigned as a Group CFO w.e.f. September 18, 2020)

Mr. Suresh Kumar Ramiah

Mrs. Cynthia Dsouza

Mr. Martin Muller (Appointed as an Independent Director w.e.f. March 31, 2021)

Mr. Parthasarthy Vankipuram Srinivasa (Appointed as Non-executive, Non-independent Director w.e.f. May 11, 2021)

Mr. Kaiwan Kalyaniwalla (Appointed as Non-executive, Non-independent Director w.e.f. August 6, 2021)

Mr. Mahendra Kumar Chouhan (Appointed as Independent Director w.e.f. February 11, 2022)

Mrs. Radha Ahluwalia (Appointed as Independent Director w.e.f. February 11, 2022)

Mr. Ravi Jakhar (Appointed as CSO w.e.f. February 11, 2022)

#### V. Relatives of Key Management Personnel

Mr. Vaishnav Kiran Shetty

Mr. Umesh Kumar Shetty

Mrs. Usha Shetty

Mrs. Subhashini Shetty

Mrs. Shobha Shetty

Mrs. Asha Shetty

Mrs. Priya Hegde

\* Person having controlling interest in the entity.

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2,000

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# Notes to the Consolidated financial statements

as at and for the year ended 31 March 2022

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Summary of transactions with related parties:

										(K III LUKI IS)
Particulars	Associates	íates	Joint Venture	anture	Entities over which key managerial personnel or their relatives exercises significant influence	which key sonnel or their ses significant nce	Key Managerial Personnel (KMP) and their relatives	al Personnel sir relatives	Total	ō
	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021
Income										
Multimodal Transport Income	478	126	17,372	4,228	1	1	ī	ı	17,850	4,354
Project & Engineering solutions income	1	1	13	1	64	113	ī	1	77	113
Container freight station income	1	ı	639	764	1	I	ī	ı	639	764
Management fees received	43	108	1,518	156	1	1	ī	1	1,562	264
Business support charges received	1	1	160	138	1	ı	Ī	ı	160	138
Logistics Park	1	1	2,993	772	1	ı	ī	1	2,993	772
Commission Income	ı	1	144	1	1	ı	ī	1	144	1
Dividend income	1	1	2,180	602	•	1	ī	1	2,180	602
Rent Income	ı	1	433	1	1	ı	ī	1	433	1
Other Income	1	1	328	53	1	I	Ī	1	328	53
Sale of Property, Plant and Equipment	1	1	1	1	440	Ŋ	ī	1	440	S
Expenses										
Multimodal Transport operation expenses	1,323	824	34,940	1,974	-	I	-	1	36,263	2,798
Project & Engineering solutions expenses	1	1	640	1,213	83	46	1	I	723	1,259
Container freight station expenses	ı	1	29	12	306	ı	1	1	335	12
Business support charges paid	1	1	94	00	1	ı	1	1	94	00
Legal and professional fees	1	1	-	1	53	41	19	74	114	115
Other expenses	ı	124	1	ı	1	ı	1	1	-	124
Remuneration to Directors	-	1	-	1	-	I	514	119	514	611
Remuneration to KMP	I	1	1	ı	1	ı	009	427	009	427
Remuneration to relatives of KMP	1	I	1	1	1	I	29	29	29	29
Commission to Directors	1	ı	-	1	-	ı	2,070	1,528	2,070	1,528
Sitting fees to Directors	I	1	1	1	1	1	74	32	74	35
Rent paid	1	I	1	1	396	427	1	I	396	427
Dividend paid	I	1	1	1	224	150	4,937	3,293	5,161	3,443
	1					:				:

Expenditure towards CSR / Donations

Inter-Corporate Loan repaid

Deposits given

Interest on Inter-corporate loan

Repairs and Maintenance



as at and for the year ended 31 March 2022

		:	:		Entities over which key managerial personnel or their	r which key sonnel or their	Key Managerial Personnel	al Personnel	i	
Particulars	Associates	lates	Joint Venture	enture	relatives exercises significant influence	ises significant	(KMP) and their relatives	eir relatives	Total	<del>5</del>
	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021
Deposits Repaid	'	1	1	1	120	170	1	1	120	170
Amount paid towards acquisition of controlling	1	1	1	ı	10,200	1	1	1	1	10,200
interest										
Closing Balances with related parties										
Advances	-	52	1	37	1	1	1	1	1	88
Deposits given	•	1	10	10	345	459	-	1	355	469
Deposits taken	-	1	565	194	1	I	-	1	565	194
Other Payables	2,186	1	•	1	1	I	•	1	2,186	1
Trade receivables	230	161	4,113	2,177	87	06	-	1	4,430	2,458
Trade payables	160	394	9,358	254	146	63	28	1	9,693	711
Sitting Fees Payable	1	1	1	1	1	ı	2	1	2	ı
Directors commission payable	-	I	•	ı	1	I	2,070	1,524	2,070	1,524
Post employment benefits	1	1	•	1	1		80	75	80	75
Receivable against sale of Property, Plant and Equipment	I	1	1	1	63	I	1	1	63	1
Provision recognised for receivables	149	149	1	1	1	ı	1	1	149	149

#### as at and for the year ended 31 March 2022

B. Details of material related party transactions which are more than 10% of the total transactions of the same nature during the year ended:

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Multimodal Transport Income		
Ecu Worldwide Korea Co., Ltd.	7,812	108
Fasder S.A.	7,461	3,678
Project and Engineering Income		
Avvashya CCI Logistics Private Limited	13	-
Meridien Tradeplace Private Limited	64	113
Container freight station income		
Avvashya CCI Logistics Private Limited	639	764
Management fees received		
Fasder S.A.	156	156
Ecu Worldwide Korea Co., Ltd.	1,362	-
FCL Marine Agencies Gmbh (Bermen)	43	108
Business support charges received		
Avvashya CCI Logistics Private Limited	152	132
Logistics Park		
Avvashya CCI Logistics Private Limited	2,993	772
Dividend income		
Avvashya CCI Logistics Private Limited	160	132
Fasder S.A.	1,485	199
Allcargo Logistics Park Pvt.Ltd.	483	271
Rent Income		
Avvashya CCI Logistics Private Limited	433	-
Other Income		
Avvashya CCI Logistics Private Limited	328	53
Sale of Property, Plant and Equipment		
Meridien Tradeplace Private Limited	440	5
Commission Income		
Aladin Express DMCC	144	-
Multimodal Transport Expenses		
Avvashya CCI Logistics Private Limited	1,240	362
FCL Marine Agencies Gmbh (Bermen)	1,323	824
Fasder S.A.	2,060	965
Ecu Worldwide Korea Co., Ltd.	30,246	466
Project and Engineering Expenses		
Meridien Tradeplace Private Limited	83	46
Avvashya CCI Logistics Private Limited	640	1,213
Container freight station Expenses		
Meridien Tradeplace Private Limited	306	-
· · · · · · · · · · · · · · · · · · ·		



as at and for the year ended 31 March 2022

Particulars	31 March 2022	(₹ in Lakhs) 31 March 2021
	31 March 2022	
Avvashya CCI Logistics Private Limited  Business support charges paid		12
Avvashya CCI Logistics Private Limited	94	8
	34	0
Legal and professional fees	F0.	41
Maneksha & Sethna	53	41
Mr. Prakash Tulsiani		68
Mrs. Shobha Shetty	7	6
Mr. Parthasarthy Vankipuram Srinivasa	54	_
Other expenses		
Allcargo Logistics Lanka (Private) Limited	-	124
Allcargo Logistics Park Pvt.Ltd.	1	_
Remuneration to Directors		
Mr. Shashi Kiran Shetty	273	283
Mr. Adarsh Hegde	241	328
Remuneration to KMP		
Mr. Prakash Tulsiani	-	33
Capt. Sandeep Anand	108	75
Mr. Deepal Shah	194	188
Mr. Sheetal Gulati	-	53
Mr. Suresh Kumar Ramiah	251	57
Remuneration to relative of Key Managerial Personnel		
Mr. Vaishnav Kiran Shetty	29	29
Commission to Directors		
Mr. Shashi Kiran Shetty	1,350	1,000
Mr. Adarsh Hegde	650	475
Sitting fees paid to Directors		
Mrs Arathi Shetty	6	5
Mr. Mohinder Pal Bansal	18	12
Mr. Kaiwan Kalyaniwalla	5	1
Mr. Mathew Cyriac	1	8
Mr. Martin Muller	16	_
Mr. Parthasarthy Vankipuram Srinivasa	17	_
Mrs. Cynthia D Souza	10	9
Rent paid		
Avash Builders and Infrastructure Private Limited	107	102
Sealand Crane Private Limited	87	83
Allnet Financial Services Private Limited (Formerly Allnet Infotech Private Limited)	84	80
Talentos (India) Private Limited	88	116
Dividend Paid	00	110

as at and for the year ended 31 March 2022

		(₹ in Lakhs)
Particulars	31 March 2022	31 March 2021
Mr. Shashi Kiran Shetty	4,567	3,050
Interest on Inter-corporate loan		
FCL Marine Agencies Gmbh (Bermen)	11	-
Blacksoil Capital Private Limited	-	11
Repairs & Maintenance		
CMS IT Services Private Limited	-	33
Inter-corporate Loan Repaid		
Blacksoil Capital Private Limited	-	2,000
Deposits given		
Talentos (India) Private Limited	-	122
Deposits Repaid		
Talentos (India) Private Limited	-	170
Allcargo Movers (Bombay) LLP	18	-
Transindia Freight LLP	18	-
Talentos (India) Private Limited	84	-
Amount paid towards acquisition of controlling interest		
Pirkon Properties Private Limited	10,200	-
Expenditure towards CSR/donations		
Avvashya Foundation Trust	200	157
Balances as at:		
Closing balance of Advances		
Allcargo Logistics Lanka (Private) Limited	-	52
Avvashya CCI Logistics Private Limited	-	37
Deposits given		
Avash Builders and Infrastructure Private Limited	107	107
Talentos (India) Private Limited	39	122
Sealand Crane Private Limited	87	87
Allnet Financial Services Private Limited (Formerly Allnet Infotech Private Limited)	84	84
Deposits taken		
Avvashya CCI Logistics Private Limited	564	194
Other Payables		
FCL Marine Agencies Gmbh (Bermen)	2,186	-
Trade receivables		
Ecu Worldwide Korea Co., Ltd.	1,352	-
Ecu Worldwide (BD) Limited	599	-
Allcargo Logistics Lanka (Private) Limited	_	149
Avvashya CCI Logistics Private Limited	824	852
Fasder S.A.	1,162	1,292
Business support charges receivable		•



as at and for the year ended 31 March 2022

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Meridien Tradeplace Private Limited	-	90
Trade payables		
Fasder S.A.	339	93
Avvashya CCI Logistics Private Limited	150	65
FCL Marine Agencies Gmbh (Bermen)	160	394
Ecu Worldwide Korea Co., Ltd.	8,257	79
Directors commission payable		
Mr. Shashi Kiran Shetty	1,350	1,000
Mr. Adarsh Hegde	650	475
Post employment benefits		
Mr. Shashi Kiran Shetty	19	19
Mr. Adarsh Hegde	19	19
Capt. Sandeep Anand	19	19
Mr. Deepal Shah	15	14
Expected Credit Loss on Trade Receivables		
Allcargo Logistics Lanka (Private) Limited	149	149

#### C. Terms and conditions of trade transactions with related parties

The services provided to and services received from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

#### 34 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's financial assets and liabilities.

Quantitative disclosures fair value measurement hierarchy as at 31 March 2022:

Particulars	Total	Quoted price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
FVTPL financial investments				
- Unquoted mutual funds	14,596	-	14,596	-
- Quoted Equity Shares	108	108	-	-
- Unquoted equity Shares	7	-	7	-
FVTOCI financial assets				
- Unquoted equity Shares	1	-	1	-
Provision for mark-to-market gain on derivatives instruments (refer note 35(b))	33	-	33	-
Total Financial Assets measured at fair value	14,745	108	14,637	-
FVTPL Financial Liabilities				
- Investors Put Option Payable [refer note 44(c)]	391	-	-	391
Total financial liability measured at fair value	391	-	-	391

as at and for the year ended 31 March 2022

### Quantitative disclosures fair value measurement hierarchy as at 31 March 2021:

(₹ in Lakhs)

Particulars	Total	Quoted price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
FVTPL Financial Investments				
- Unquoted mutual funds	3,114	_	3,114	_
- Quoted Equity Shares	82	82	-	_
- Unquoted equity Shares	25	-	25	_
FVTOCI financial assets				
- Unquoted equity Shares	3	-	3	_
Total Financial Assets measured at fair value	3,225	82	3,142	_
FVTOCI Financial Liabilities				
Provision for mark-to-market loss on derivatives instruments (refer note 35(b))	876	-	876	-
FVTPL Financial Liabilities				
- Investors Put Option Payable [refer note 44(c)]	364			364
Total financial liability measured at fair value	1,240	-	876	364

The management assessed that cash and cash equivalents, trade receivables, trade payables, short-term borrowings, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

## 35(A) Financial risk management objectives and policies

The Group'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 Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include loans, trade receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds investments in debt and equity instruments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The financial risk committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that

financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, debt and equity investments and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at 31 March 2022 and 31 March 2021. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at 31 March 2022.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities of foreign



as at and for the year ended 31 March 2022

operations. The following assumptions have been made in calculating the sensitivity analyses:

- a) The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2022 and 31 March 2021 including the effect of hedge accounting.
- b) The sensitivity of equity is calculated by considering the effect of any associated cash flow hedges and hedges of a net investment in a foreign subsidiary at 31 March 2022 for the effects of the assumed changes of the underlying risk.

#### 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 Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates

The Group's policy is to keep maximum of its borrowings at fixed rates of interest. To manage this, the Group enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. At 31 March 2022, after taking into account the effect of interest rate swaps, Group's borrowings are at a fixed rate of interest except one subsidiary which has availed at borrowings at variable rate.

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below:

Particulars	Effect on Profit before tax	Effect on total equity
Variable rate instruments - decrease by 100 basis points	138	138
Variable rate instruments - increase by 100 basis points	(138)	(138)

## 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 Group's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's foreign currency borrowings.

The Group hedges its exposure of net borrowings in foreign currencies by using foreign currency swaps and forwards. The Group has applied the hedge accounting as per principles set out in Ind AS – 109 'Financial Instruments' in respect of combined hedging instrument, designated in a net investment hedging relationship, used to hedge its risks associated with foreign currency fluctuations

relating to the net investment in foreign operations. [Refer Note 35(B)]

### Foreign currency sensitivity

The table below demonstrates sensitivity impact on the group's profit after tax and total equity due to every 5% depreciation / appreciation in foreign exchange rates of currencies where it has significant exposure:

In respect of combined hedging instrument for the year ended March 31, 2022, that were designated and effective as net investment hedge, Gain / (loss) aggregating to ₹ 684 Lakhs (March 31, 2021 : ₹ 570 Lakhs (net of deferred tax of ₹ 318 Lakhs (March 31, 2021 - ₹ 306 Lakhs) has been recognized in other comprehensive income as Foreign Currency Translation Reserve (FCTR) so as to offset the change in value of the net investment being hedged.

For the year ended 31 March 2022 and 31 March 2021, every 5% depreciation / appreciation in the exchange rate between the Euro and INR, would have affected the Group's incremental profits as under:

Currency	31-Mar-22	31-Mar-21
Euro to INR	(+/-) 986	(+/-) 301
Total	(+/-) 986	(+/-) 301

The above sensitivity impact gain (loss) is due to appreciation or depreciation in the exchange rate of respective currencies, with all other variables held constant. Sensitivity impact is computed based on change in value of monetary assets

and liabilities denominated in above respective currency, where the functional currency of the entity is a currency other than above respective currency and entity's with functional currency as above respective currency where transactions

as at and for the year ended 31 March 2022

are in foreign currencies. This does not include the incremental impact of revaluation of intercompany receivables and payables. The Group's exposure to foreign currency changes for all other currencies is not material.

#### **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 Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group only deals with parties which has good credit rating/ worthiness based on groups internal assessment.

#### **Trade receivables and Contract Assets**

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. The Group has diversified customer base considering the nature and type of business.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 7.3. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

#### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and commercial papers. 47% of the Group's borrowing including current maturity of non-current loans will mature in less than one year at 31 March 2022 (31 March 2021: 59%) based on the carrying value of borrowings including current maturity of noncurrent loans reflected in the financial statements. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2022

Particulars	On demand	Less than 1 year	More than 1 year
Borrowings	60,621	26,144	98,023
Other financial liabilities	-	35,854	2,375
Trade and other payables	-	207,346	-
Total	60,621	269,344	100,398

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2021

Particulars	On demand	Less than 1 year	More than 1 year
Borrowings	64,319	39,380	71,669
Other financial liabilities	-	26,355	3,197
Trade and other payables	-	153,087	-
Total	64,319	218,823	74,866

#### **Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations

to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.



as at and for the year ended 31 March 2022

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

#### **Capital management**

The Group's objective for Capital Management is to maximise shareholder's value, support the strategic objectives of the Group. The Group determines the capital requirements based on its financial performance, operating and long term investment plans. The funding requirements are met through operating cash flows generated.

## 35(B) Hedge Accounting

The Group has applied the hedge accounting as per principles set out in Ind AS – 109 'Financial Instruments' in respect of combined hedging instrument, designated in a net investment hedging relationship, used to hedge its risks associated with foreign currency fluctuations relating to the net investment in foreign operations. Accordingly, in respect of combined hedging instrument for the year ended March 31, 2022, that were designated and effective as net investment hedge, Gain aggregating to ₹ 1002 Lakhs (March 31, 2021 Loss of ₹ 570 Lakhs (net of deferred tax of ₹ 318 Lakhs; March 31, 2021: 306 Lakhs) has been recognized in other comprehensive income as Foreign Currency Translation Reserve (FCTR) so as to offset the change in value of the net investment being hedged.

#### **Hedged instrument**

## **Hedged item**

Foreign Currency Term Loan of USD 260 Lakhs (Amount in ₹19,111 Lakhs) and Euro -USD Cross currency Interest rate swap.

Net investments in the wholly owned subsidiary (WOS) Company namely Allcargo Belgium N.V.

The USD Borrowings as at 31 March 2021 has been designated as a hedge of the net investments in its WOS in Allcargo Belgium N.V. This borrowing is being used to hedge the Group's exposure to the USD foreign exchange risk on these investments. Gains or losses on the translation of this borrowing are transferred to OCI to offset any gains or losses on translation of the net investments in the WOS. There is no ineffectiveness during the years ended 31 March 2022.

There is an economic relationship between the hedged item and the hedging instrument as the net investment creates a translation risk that will match the foreign exchange risk on the USD borrowing. The Group has established a hedge ratio of 1:1 as the underlying risk of the hedging instrument is identical to the hedged risk component. The hedge ineffectiveness will arise when the amount of the investment in the foreign subsidiary becomes lower than the amount of the fixed rate borrowing.

The impact of the hedging instrument on the balance sheet is, as follows:

## As at March 31, 2022

Particulars	Nominal Value	Carrying Assets	Amounts Liabilities	Changes in Fair Value	Hedge Maturity	Line item in Balance sheet
Foreign currency Borrowings	15,315	-	15,663	1,002	October 2025	Non-current Liabilities – Financial Liabilities – Borrowings

#### As at 31st March 2021

Particulars	Nominal _	Carrying	Carrying Amounts		tta dan kanandan	Line item in Balance	
	Value	Assets	Liabilities	Fair Value	Hedge Maturity	sheet	
Foreign currency Borrowings	19,220	-	19,111	(876)	October 2025	Non-current Liabilities  – Financial Liabilities –  Borrowings	

The impact of hedged item in the balance sheet is, as follows-

### As at 31st March 2022

	Change in value used for calculating hedge ineffectiveness	Exchange differences on translating the financial statements of a foreign operation
Investments in Allcargo belgium N.V.	1,002	1,126

## as at and for the year ended 31 March 2022

#### As at 31st March 2021

Particulars

Change in value used for calculating hedge ineffectiveness of a foreign operation

Investments in Allcargo belgium N.V.

Change in value used for calculating hedge ineffectiveness of a foreign operation

[876]

### 36 Leases:

#### Company as Lessee

Changes in carrying value of Right - Of - Use Assets for the year ended March 31, 2022 is given separately in Note No 3.2

(a) The following is the movement in lease liabilities:

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Current lease liabilities	10,061	6,026
Non-Current lease liabilities	36,882	25,143
Closing Balances	46,943	31,169

(b) The following is the movement in lease liabilities:

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Opening Balance	31,169	20,542
On Acquisition of Subsidiary	954	7,917
Additions	24,817	9,209
Deletions	(1,255)	(203)
Finance cost accrued during the year	2,286	1,531
Modifications in lease terms during the year	-	188
Lease payments made during the year	(10,804)	(9,566)
Exchange Difference	(224)	1,551
Closing Balances	46,943	31,169

(c) The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in Lakhs)

		( /
Particulars	As at 31 March 2022	As at 31 March 2021
Within 1 year	11,671	7,336
Between 1 to 5 years	25,999	16,834
More than 5 years	28,266	21,146
Closing Balances	65,936	45,316

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(d) Lease payments for less than 1 year lease contracts as well as for low value items for the year ended 31 March 2022 is ₹ 7,273 Lakhs (31 March 2021 is ₹ 7,827) Lakhs (Refer Note 24)



## as at and for the year ended 31 March 2022

- (e) Rental income given on operating leases to joint venture companies was ₹ 3,419 Lakhs (31 March 2021 ₹ 772 Lakhs) for the year ended 31 March 2022.
- (f) The Group had total cash flows for leases of ₹ 10,804 lacs (31 March 2021 9,566 Lakhs) for the year ended 31 March 2022. The Group does not have non-cash additions to right of use assets and lease liabilities for the year ended 31 March 2022. There are no future cash outflows relating to leases that have not yet commenced.

### (g) Total Expense on Leases

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
Lease expense on short term leases (rent)	7,273	7,827
Interest expense on lease liabilities	2,286	1,531
Depreciation on ROU Assets	9,706	7,798
Total	19,265	17,156

### 37 Assets Held for Sale:

a) During the previous year ended March 31, 2021, Gati Limited, a subsidiary of the Group has identified certain non core assets for monetisation. The proceeds from this monetization are intended to be used to repay the debt and discharge liabilities of the Company. Gati Kintetsu Express Private Limited, a step down subsidiary of Gati Limited has adopted an Asset Light Strategy, basis on which decision has been taken to sell the company owned commercial vehicles and proceeds from the sale will be used to discharge the loan against such vehicles. Accordingly the Group has recorded such assets as held for sale. Further ₹ 5,889 Lakhs was realised from the sale of of non-core assets and the entire proceeds were used to discharge debt and other liabilities.

Particulars	31 March 2022	31 March 2021
A) Property, Plant and Equipment		
Land & Building	12,819	14,285
Plant & Machinery	59	59
Furniture & Fixtures	327	327
Office Equipment	47	47
Commercial vehicles	13	1,270
Others*	-	759
Total	13,265	16,747

<sup>\*</sup> This represent the amount receivable on account of transfer of assets.

## as at and for the year ended 31 March 2022

b) The Board of directors of the Company at its meeting held on February 11, 2022 has considered and approved the firm binding offer dated February 10, 2022 received from J M Baxi Heavy Private Limited for sale of Projects Logistics business through Business Transfer Agreement under slump sale basis for lumpsum consideration of Rs.9,864 Lakhs. The Business Transfer Agreement has been executed in this regard.

The Major classes of assets and liabilities as at 31st March 2022 are as follows

Particulars		31 March 2022
ASSETS		
Non-current assets		
Property, Plant and Equipment		142
Right of use (net)		15
Capital work-in-progress		5
Other intangible assets		32
Intangible fixed assets under development		3
Financial assets (Non current)		
Long term Other financial assets		5
	(A)	202
Current assets		
Financial Assets (Current)		
Short term Loans/Advances		21
Trade and other receivables		9,244
Cash and cash equivalents		(206)
Short term Other financial assets		16
Contract assets		1,168
Other current assets		938
	(B)	11,182
Assets held for sale (C) = (A)	+(B)	11,385
LIABILITIES		
Financial liabilities		
Lease liability		19
Current liabilities		
Financial liabilities		
Trade payables		820
Other payables		4,735
Other current liabilities		201
Liabilities directly associated with assets held for sale	(D)	5,774
Net Assets directly associated with disposal group (E) = (C)	- (D)	5,611
Reserve of disposal group classified as held for sale		
Retained earnings		129

as at and for the year ended 31 March 2022

## 38 Corporate Social Responsibility

As per section 135 of the Act, a CSR committee has been formed by the Group. The funds are utilised throughout the year on activities which are specified in Schedule VII of the Act. The utilisation is done either by way of direct contribution towards various activities or by way of contribution to a trust - Avvashya Foundation.

- (a) Gross amount required to be spent by the Group during the year: ₹ 365 Lakhs (previous year: ₹ 364 Lakhs)
- (b) The areas of CSR activities and contributions made thereto are as follows:

Am	ount spent during the year on	31 March 2022	31 March 2021
1)	Construction / Acquisition of any assets	-	-
2)	For purposes other than (1) above:		
	- Promoting and preventive health care	147	120
	- Promoting education including special education and employment enhancing vocational fees	153	124
	- Others	151	281
Tot	al	451	525

- (c) Includes a sum of ₹ 200 Lakhs (previous year: ₹ 159 Lakhs) as contribution to a trust Avvashya Foundation, (where key managerial personnel and relatives are able to exercise significant influence) (refer note 33B)
- (d) As per the rules contained and notified under Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 as at March 31, 2022 the Group do not have any unspent Corporate Social Responsibility amount which needs to be transferred to a separate account maintained with scheduled bank within a period of 30 days from the end of financial year.

## 39 Segment Reporting

Segment reporting is based on the management approach with regard to segment identification, under which information regularly provided to the chief operating decision maker (CODM) for decision-making purposes is considered decisive. The executive directors are the chief operating decision maker of the company, who assess the financial position, performance and make strategic decisions. For management purpose, the Group is organised into business units based on the nature services rendered, the differing risks and returns and the internal business reporting system. The following are the five reportable segments::

- a) Multimodal transport operations, which involves nonvessel owing common carrier operations related to less than container load consolidation and full container load forwarding activities in India and across the globe.
- b) Container freight stations, which includes inland container depot, acts as a supplier of service related to import / export cargo stuffing, de-stuffing, custom clearance and other related ancillary services to both importers and exporters.

- c) Project and engineering solutions, which provides integrated end-to-end project, engineering and logistic services through a diverse fleet of owned / rented special equipments as well as project engineering solutions across various sector.
- d) Logistics Park, which provides state of the art strategically located logistics park across India.
- e) Express Distribution, which provides express distribution and supply chain solutions.

No other operating segments have been aggregated to form the above reportable operating segments.

Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable expenditure" and "Other income".

Segment results represent pure business profits excluding other income.

Segment Assets and Segment Liabilities represents amounts directly identifiable to each of the operating segments. Segment Assets does not include deferred tax assets and segment liabilities does not include deferred tax liabilities and borrowings. Unallocable assets mainly include investments, corporate loans and tax assets. Unallocable liabilities mainly represent corporate liabilities which are not directly identifiable to individual segments.

as at and for the year ended 31 March 2022

### Year ended 31 March 2022

Particulars	Multimodal transport operations	Container freight stations	Project and engineering solutions	Logistics Park	Express Distribution	Unallocable	Total
Revenue							
External revenue	17,59,654	54,955	34,658	9,008	1,48,778	154	20,07,207
Inter segment revenue	4,649	2,831	3,846	-	216	4,290	15,832
Gross segment revenue	17,64,303	57,786	38,504	9,008	1,48,994	4,444	20,23,039
Segment Results	1,14,889	13,074	(2,139)	3,763	(3,535)	-	1,26,052
Less: Unallocable expenditure							(8,817)
Less: Finance cost							(11,011)
Add: Other income							4,234
Profit before share of profit from associates, joint ventures & tax							1,10,458
Add: Share of profits from associates and joint ventures							8,120
Add: Exceptional Items							6,437
Less: Tax expense							(28,555)
Profit for the year							96,460
Non Cash Items							
Depreciation and amortisation expenses	15,602	2,468	5,967	2,144	1,176	6,979	34,336
Non cash expenses other than depreciation and amortisation	4,306	4	2,002	63	69	2,176	8,620
Segment assets	5,42,963	63,743	25,129	1,11,848	1,15,059	1,00,330	9,59,072
Segment Liabilities	3,22,652	16,267	8,487	5,189	43,978	24,278	4,20,849
Other disclosures							
Additions to non-current assets*	17,720	221	259	12,429	876	759	32,264

## Year ended 31 March 2021

Particulars	Multimodal transport operations	Container freight stations	Project and engineering solutions	Logistics Park	Express Distribution	Unallocable	Total
Revenue							
External revenue	8,40,114	43,774	28,521	5,760	131,420	221	10,49,810
Inter segment revenue	4,787	2,629	2,303	-	4	2,332	12,055
Gross segment revenue	8,44,900	46,403	30,823	5,760	131,424	2,553	10,61,865
Segment Results	33,942	15,667	(3,539)	1,939	(5,048)	-	42,961
Less: Unallocable expenditure							(10,193)
Less: Finance cost							(13,562)
Add: Other income							5,535



as at and for the year ended 31 March 2022

Particulars	Multimodal transport operations	Container freight stations	Project and engineering solutions	Logistics Park	Express Distribution	Unallocable	Total
Profit before share of profit from associates, joint ventures & tax							24,741
Add: Share of profits from associates and joint ventures							1,700
Add: Exceptional Items							(10,533)
Less: Tax expense							(6,397)
Profit for the year							9,511
Non Cash Items							
Depreciation and amortisation expenses	11,656	1,922	6,770	1,445	7,451	1,366	30,609
Non cash expenses other than depreciation and amortisation	1,572	236	867	-	1,549	103	4,327
Segment assets	3,53,490	51,733	28,454	97,022	1,17,731	78,375	7,26,805
Segment Liabilities	2,12,710	15,348	7,000	5,840	33,552	20,004	2,94,454
Other disclosures							
Additions to non-current assets*	2,155	130	123	29,874	41,214	296	73,792

Inter - segment revenues are eliminated upon consolidation. All other adjustments and eliminations are part of detailed reconciliations presented further below.

## Adjustments and eliminations

Finance income and costs, and fair value gains and losses on financial asset are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on group basis.

Capital Expenditure consists of addition of property, plant and equipment, intangible assets and investment properties including assets from the acquisition of subsidiaries.

Reconciliation of segment assets	31 March 2022	31 March 2021
Segment operating assets	9,59,072	7,26,805
Deferred tax assets	17,938	19,217
Total assets	9,77,010	7,46,022
Reconciliation of segment liabilities	31 March 2022	31 March 2021
Segment operating liabilities	4,20,849	2,94,454
Deferred tax liabilities	16,832	14,708
Borrowings (including current maturities of long-term borrowings)	1,84,788	1,75,368
Total Liabilities	6,22,469	4,84,530
Information about geographical areas based on location of assets		

as at and for the year ended 31 March 2022

Revenue from external customers	31 March 2022	31 March 2021
India	5,04,567	3,24,058
America	3,75,440	1,86,367
Far East	5,27,841	2,44,006
Europe	4,32,593	2,03,256
Others	1,66,766	92,123
Total revenue per Consolidated Statement of Profit or Loss	20,07,207	10,49,810
Non-current assets*	31 March 2022	31 March 2021
India	2,02,223	1,99,175
America	7,459	7,825
Far East	8,297	6,779
Europe	35,393	22,735
Others	6,635	6,746
Total	2,60,007	2,43,260

<sup>\*</sup> Non-current assets for this purpose consist of property, plant and equipment, investment properties, intangible assets and Right of use assets.

## **40 Other Statutory Information**

- i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii) The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- iii) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- iv) The Company has not entered any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- v) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vi) Balances Outstanding with nature of transactions with Struck Off Companies as per Section 248 of the Companies Act, 2013

Name of Struck Off Company	Nature of Transactions	Balance as at March 31, 2022	Transaction Value	Balance as at March 31, 2021
Khandelwal Associates Private Limited	Receivables	_	0	0
D S Creations Of Arts Private Limited	Receivables	_	0	1
Agrawal Trading Company Private Limited	Receivables	-	4	1
Globe Tools Private Limited	Receivables	-	-	0
Mahalaxmi Collections Private Limited	Receivables	-	_	1
Nova Enterprises Private Limited	Receivables	22	_	22
Synthiko Formulations And Chemicals Limited	Receivables	1	_	1
A.S. Enterprises Private Limited	Receivables	1	2	0



as at and for the year ended 31 March 2022

Name of Struck Off Company	Nature of Transactions	Balance as at March 31, 2022	Transaction Value	Balance as at March 31, 2021
Vinni Chemicals Pvt.Ltd.	Receivables	-	-	0
K S Infotech Private Limited	Receivables	-	5	1
Welcome Trademart Private Limited	Receivables	1	_	1
Indo American Vitamin Foods Private Limited	Receivables	1	0	1
Knitopia Fashions Limited	Receivables	_	2	13
Unique Foods Private Limited	Receivables	_	-	1
Total		26	13	44
DRS Enterprises Private Limited	Payables	4	101	5
Sangam Enterprises Private Limited	Payables	0	_	1
Prince Tyres Private Limited	Payables	_	2	-
Perfect Enterprises Private Limited	Payables	_	0	-
Rana Trading And Exports P.Ltd.	Payables	0	1	-
Patel Motors (Sanawad) Private Limited	Payables	_	0	-
Prem Transport Co Private Limited	Payables	_	_	0
Ashwavega Couriers & Amp; Cargos Private Limite	ed Payables	0	_	0
Shanti Transport Pvt Ltd	Payables	-	21	45
Classic Logistics Private Limited	Payables	-	3	_
Mangalam Automobiles Private Limited	Payables	0	2	-
D G Raj Commercial Private Limited	Payables	3	_	3
Total		7	130	54

41 In regard to the initial public announcement dated July 21, 2021 made by Inga Ventures Private Limited, manager to the offer, on behalf of Mr Shashi Kiran Shetty, Talentos Entertainment Private Limited and Avashya Holdings Private Limited, members of the Promoter and the Promoter group company, wherein, they have expressed their intention to: (a) acquire all Equity Shares that are held by Public Shareholders, either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges"), in accordance with Delisting Regulations ("Delisting Proposal")."

Subsequently, the board of directors of the Company in their meeting held on August 6, 2021, approved the Delisting Proposal. The Company also sought the approval of the shareholders of the Company for the Delisting Proposal by way of a special resolution through postal ballot by remote e-voting process vide a notice dated August 6, 2021.

The results of the postal ballot were announced on September 13, 2021, pursuant to Regulation 44(3) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As set out therein, the number of votes cast in favour of the Delisting Proposal is sufficient for passing the resolution as a Special Resolution in terms of Section 114 of the Companies Act, 2013. However, in terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it. The votes cast by the Public Shareholders in favour of the Delisting Proposal (i.e. 44,66,241 votes) is less than two times the votes cast by the Public Shareholders against the Delisting Proposal (i.e. 3,39,03,284 votes).

Accordingly, in terms of Regulation 11(4) of the Delisting Regulations, the Acquirers are not able to proceed with the Delisting Proposal, and the Equity Shares of the Company shall continue to be listed on the Stock Exchanges and continue to be "Permitted to Trade" on the Metropolitan Stock Exchange of India Limited.

as at and for the year ended 31 March 2022

42 Additional Information to be disclosed as required under Schedule III to the Companies Act 2013, of enterprises consolidated as subsidiaries / associates / jointly controlled entities (before elimination of inter group transactions):

	Net assets i. assets less liabiliti	total	Share in prof	it or loss	Share in ot comprehensive		Share in total comprehensive income		
Name of the entity	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount	
Parent									
Allcargo Logistics Limited	60.59%	191,584	39.59%	36,647	39.17%	648	39.58%	37,29	
Subsidiaries									
Indian:									
Contech Logistics Solutions Private Limited	0.72%	2,286	0.06%	60	0.09%	1	0.07%	6:	
Allcargo Inland Park Private Limited	0.72%	2,287	-0.11%	(103)	0.00%	-	-0.11%	(103	
AGL Warehousing Private Limited	1.23%	3,878	0.44%	403	0.00%	-	0.43%	40:	
Transindia Logistic Park Private Limited	1.09%	3,452	0.15%	143	0.00%	-	0.15%	14:	
ECU International (Asia) Private Limited	0.14%	430	0.11%	103	-2.28%	(38)	0.07%	65	
Comptech Solutions Private Limited	0.32%	1,027	0.07%	61	0.00%	_	0.06%	6	
South Asia Terminals Private Limited	-0.45%	(1,411)	-0.13%	(119)	0.00%	_	-0.13%	(119	
Allcargo Multimodal Private Limited	1.43%	4,534	0.81%	745	0.00%	_	0.79%	74!	
Malur Logistics and Industrial Parks Private Limited	0.55%	1,754	1.03%	951	0.00%	_	1.01%	95	
Jhajjar Warehousing Private Limited	0.00%	(3)	0.00%	(1)	0.00%	_	0.00%	(1	
Koproli Warehousing Private Limited	-0.01%	(45)	-0.05%	(44)	0.00%	_	-0.05%	(44	
Bhiwandi Multimodal Private Limited	-0.02%	(50)	-0.05%	(49)	0.00%	_	-0.05%	(49	
Allcargo Warehousing Management Private Limited	0.00%	(6)	0.00%	(1)	0.00%	_	0.00%	(1	
Marasandra Logistics and Industrial Parks Private Limited	0.00%	(2)	0.00%	(1)	0.00%	-	0.00%	(1	
Allcargo Terminals Limited	-0.05%	(143)	-0.15%	(142)	0.00%	_	-0.15%	(142	
Venkatapura Logistics and Industrial Parks Private Limited	0.00%	(14)	-0.08%	(75)	0.00%	-	-0.08%	(75	
Avashya Projects Private Limited	-0.01%	(17)	-0.02%	(15)	0.00%	-	-0.02%	(15	
Avvashya Inland Park Private Limited	-0.01%	(31)	-0.02%	(14)	0.00%	-	-0.01%	(14	
ALX Shipping Agencies India Private Limited	0.01%	37	0.04%	37	0.00%	-	0.04%	3	
Dankuni Industrial Parks Private Limited	0.00%	(5)	-0.01%	(5)	0.00%	-	-0.01%	(5	
Hoskote Warehousing Private Limited	-0.01%	(18)	-0.02%	(17)	0.00%	-	-0.02%	(17	
Panvel Industrial Parks Private Limited	0.00%	(1)	0.00%	(0)	0.00%	-	0.00%	(0	
Transindia Realty and Logistics Park Limited	0.00%	(1)	0.00%	(1)	0.00%	-	0.00%	(1	
Speedy Multimodes Limited	1.82%	5,758	0.83%	773	-1.14%	(19)	0.80%	75	
Gati Limited	19.99%	63,218	-2.18%	(2,014)	-0.42%	(7)	-2.14%	(2,021	
Gati-Kintetsu Express Pvt. Ltd.	8.10%	25,619	-4.33%	(4,007)	-18.93%	(313)	-4.59%	(4,320	
Gati Kausar India Ltd.	0.00%		6.03%	5,586	0.00%	-	5.93%	5,58	
Gati Import Export Trading Ltd.	0.02%	53	-0.06%	(57)	0.00%	-	-0.06%	(57	
Zen Cargo Movers Pvt. Ltd.	-0.01%	(41)	-0.01%	(5)	0.00%	-	0.00%	(5	
Gati Logistics Parks Pvt. Ltd.	-0.46%	(1,444)	-0.22%	(202)	0.00%	-	-0.21%	(202	
Gati Projects Pvt. Ltd.	0.00%	(2)	0.00%	(0)	0.00%	_	0.00%	(0	
Foreign:									
Allcargo Belgium N.V.	10.38%	32,809	-0.35%	(322)	-41.94%	(693)	-1.08%	(1,015	
AGL N.V.	10.20%	32,245	2.14%	1,984	0.00%	-	2.11%	1,984	
Asia Line Ltd	0.04%	140	-0.05%	(44)	0.17%	3	-0.04%	(41	



		assets less total liabilities		Share in profit or loss		her income	Share in total comprehensive income		
Name of the entity	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount	
Allargo Logistics LLC	0.22%	698	0.56%	520	-1.15%	(19)	0.53%	501	
CELM Logistics SA de CV	-0.03%	(90)	0.23%	210	0.00%	-	0.22%	210	
China Consolidated Company Ltd.	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
CLD Compania Logistica de Distribucion SA.	0.00%	8	0.01%	6	0.00%		0.01%	6	
Consolidadora Ecu- Line C.A	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
ECI Customs Brokerage, Inc	0.39%	1,238	-0.02%	(15)	-0.13%	(2)	-0.02%	(18)	
Econocaribe Consolidators, Inc	8.65%	27,352	7.42%	6,870	0.00%	-	7.29%	6,870	
Econoline Storage Corp	0.51%	1,616	0.00%	(3)	0.00%	_	0.00%	(3)	
Ecu Global Services n.v.	7.00%	22,118	1.26%	1,170	0.00%	_	1.24%	1,170	
Ecu International Far East Ltd.	0.76%	2,414	0.32%	299	3.76%	62	0.38%	361	
Ecu International N.V.	0.76%	2,400	0.22%	201	-3.42%	(57)	0.15%	145	
Ecu Shipping Logistics (K) Ltd.	0.00%	5	0.00%	(1)	-0.01%	(0)	0.00%	(2)	
Ecuhold N.V.	25.12%	79,422	44.42%	41,123	-39.30%	(650)	42.95%	40,473	
Ecu-Line Algerie sarl	0.15%	469	0.59%	542	2.02%	33	0.61%	577	
Ecu-Line Doha W.L.L.	0.12%	370	0.23%	210	0.28%	5	0.23%	216	
Ecu-Line Paraguay SA	0.00%	3	-0.01%	(10)	0.00%	-	-0.01%	(10)	
Ecu-Line Peru SA	0.13%	406	0.00%	-	-1.33%	(22)	-0.02%	(22)	
Ecu-Line Spain S.L.	0.13%	410	0.43%	398	0.00%	_	0.42%	399	
Ecu-Line Switzerland GmbH	0.00%	-	0.00%	-	0.00%	_	0.00%	1	
Eculine Worldwide Logistics Co. Ltd.	0.05%	158	0.17%	156	0.00%	_	0.17%	156	
Ecu-Logistics N.V.	0.00%	-	0.00%	_	0.00%	_	0.00%	(1)	
ELWA Ghana Limited	0.01%	36	0.04%	34	-0.49%	(8)	0.03%	26	
Eurocentre Milan srl.	0.06%	181	0.13%	119	-0.20%	(3)	0.12%	115	
FCL Marine Agencies B.V.	0.76%	2,418	7.30%	6,754	-12.39%	(205)	6.95%	6,549	
Flamingo Line Chile S.A.	0.00%	10	0.00%	-	0.00%	-	0.00%	-	
Flamingo Line del Ecuador SA	0.01%	17	0.00%	(0)	-0.31%	(5)	-0.01%	(6)	
Flamingo Line Del Peru SA	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
FMA-LINE France S.A.S.	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
Guldary S.A.	-0.20%	(617)	-0.02%	(20)	-3.63%	(60)	-0.09%	(81)	
HCL Logistics N.V.	0.02%	79	0.04%	40	0.00%	-	0.04%	40	
Integrity Enterprises Pty Ltd	0.01%	23	0.00%	-	0.02%	0	0.00%	0	
Mediterranean Cargo Center S.L. (MCC)	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
OTI Cargo Inc	0.44%	1,381	-0.04%	(39)	0.00%	-	-0.04%	(39)	
PRISM Global Ltd.	0.94%	2,970	13.21%	12,227	-17.80%	(294)	12.66%	11,933	
PRISM Global, LLC	-5.41%	(17,111)	-2.14%	(1,985)	28.90%	478	-1.60%	(1,507)	
Rotterdam Freight Station BV	-0.04%	(116)	0.03%	28	0.00%		0.03%	29	
Société Ecu-Line Tunisie Sarl	0.15%	483	0.11%	102	0.00%		0.11%	102	
Ecu Worldwide (Uganda) Limited	-0.01%	(18)	0.00%	(2)	-0.05%	(1)	0.00%	(2)	
FMA-Line Holding N. V.	-0.05%	(148)	-0.01%	(7)	0.00%	-	-0.01%	(7)	
FMA-LINE Nigeria Ltd.	0.00%	10	0.00%	(1)	0.00%	-	0.00%	(1)	
Jordan Gulf for Freight Services Agencies Co. LLC	-0.09%	(277)	-0.27%	(254)	-0.45%	(8)	-0.28%	(261)	
Star Express Company Ltd	0.65%	2,062	0.08%	73	3.81%	63	0.14%	136	

	Net assets i. assets less liabiliti	s total	Share in prof	it or loss	Share in ot comprehensive		Share in to comprehensive	
Name of the entity	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Ecu - Worldwide - (Ecuador) S.A.	0.02%	66	0.06%	58	0.00%	-	0.06%	58
Ecu - Worldwide (Singapore) Pte. Ltd	0.77%	2,442	1.94%	1,799	0.00%	-	1.91%	1,799
Ecu World Wide Egypt Ltd	0.05%	167	0.77%	713	-2.87%	(47)	0.71%	666
Ecu Worldwide (Argentina) SA	0.10%	307	0.09%	85	-2.53%	(42)	0.05%	43
Ecu Worldwide (Belgium)	1.51%	4,768	4.87%	4,505	0.00%	-	4.78%	4,505
Ecu Worldwide (Chile) S.A.	0.18%	557	0.12%	108	-1.04%	(17)	0.10%	91
Ecu Worldwide (Colombia) S.A.S.	0.02%	54	-0.10%	(90)	0.06%	1	-0.10%	(90)
Ecu Worldwide (Cote d'Ivoire) sarl	0.03%	102	0.12%	111	0.00%	-	0.12%	110
Ecu Worldwide (CZ) s.r.o.	0.03%	90	0.07%	68	0.00%	-	0.07%	68
Ecu Worldwide (El Salvador) S.P. Z.o.o S.A. de CV	0.01%	20	0.17%	159	-0.34%	(6)	0.16%	153
Ecu Worldwide (Germany) GmbH	1.05%	3,334	2.29%	2,124	-6.08%	(101)	2.15%	2,023
Ecu Worldwide (Guangzhou) Ltd.	0.99%	3,132	5.87%	5,434	26.28%	435	6.23%	5,869
Ecu Worldwide (Guatemala) S.A.	0.07%	236	0.16%	153	0.89%	15	0.18%	167
Ecu Worldwide (Hong Kong) Ltd.	0.70%	2,220	10.81%	10,011	0.00%	-	10.62%	10,011
Ecu Worldwide (Malaysia) SDN. BHD.	0.19%	602	0.70%	648	-0.02%	(0)	0.69%	648
Ecu Worldwide (Mauritius) Ltd.	0.02%	64	0.01%	10	-0.27%	(4)	0.01%	6
Ecu Worldwide (Netherlands) B.V.	-0.09%	(288)	0.10%	97	0.00%	-	0.10%	98
Ecu Worldwide (Panama) SA	0.03%	80	0.06%	52	0.29%	5	0.06%	57
Ecu Worldwide (Philippines) Inc.	0.27%	844	0.09%	79	0.00%	-	0.08%	79
Ecu Worldwide (Poland) Sp zoo	0.18%	570	0.52%	485	0.00%	-	0.51%	485
Ecu Worldwide (South Africa) Pty Ltd	0.10%	306	0.30%	276	0.00%	-	0.29%	276
Ecu Worldwide (UK) Ltd	0.86%	2,732	7.50%	6,944	-18.13%	(300)	7.05%	6,644
Ecu Worldwide (Uruguay <b>) SA</b>	0.04%	114	0.11%	98	0.54%	9	0.11%	107
Ecu Worldwide Australia Pty Ltd	0.04%	130	-0.38%	(349)	-0.26%	(4)	-0.37%	(353)
Ecu Worldwide Canada Inc	0.12%	387	0.56%	523	0.67%	11	0.57%	534
Ecu Worldwide Costa Rica S.A.	0.00%	-	0.00%	3	0.00%	-	0.00%	3
Ecu Worldwide Italy S.r.l.	0.11%	340	0.73%	676	-1.03%	(17)	0.70%	659
ECU Worldwide Lanka (Private) Ltd.	0.12%	388	0.23%	216	-10.72%	(177)	0.04%	39
Ecu Worldwide Logistics do Brazil Ltda	0.06%	198	1.29%	1,196	0.00%	-	1.27%	1,196
Ecu Worldwide Mexico	0.62%	1,953	1.35%	1,247	-0.42%	(7)	1.32%	1,240
Ecu Worldwide Morocco	0.24%	755	0.55%	514	0.00%	-	0.55%	514
Ecu Worldwide New Zealand Ltd	-0.03%	(101)	-0.02%	(22)	-0.12%	(2)	-0.03%	(24)
Ecu Worldwide Romania SRL	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Ecu Worldwide Turkey Taşımacılık Limited Şirketi	0.07%	217	0.88%	818	-11.96%	(198)	0.66%	621
PT Ecu Worldwide Indonesia	1.01%	3,208	1.46%	1,349	6.62%	109	1.55%	1,459
FCL Marine Agencies Belgium bvba	0.20%	623	0.58%	539	-1.32%	(22)	0.55%	517
FMA Line Agencies Do Brasil Ltda.	0.00%	-	0.00%		0.00%	-	0.00%	
Oconca Container Line S.A. Ltd.	0.00%	10	0.00%	-	0.01%	0	0.00%	0
Allcargo Hongkong Limited	0.39%	1,239	2.43%	2,248	-7.86%	(130)	2.25%	2,118
Ecu-Line Middle East LLC	0.03%	108	0.20%	183	0.00%	-	0.19%	183
Eurocentre FZCO	0.17%	523	0.49%	454	0.00%	-	0.48%	454
Ecu Worldwide (Kenya) Ltd	0.01%	32	0.09%	81	0.10%	2	0.09%	81



	Net assets i assets less liabiliti	s total	Share in prof	it or loss		Share in other comprehensive income		otal e income
Name of the entity	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Ecu-Line Abu Dhabi LLC	0.01%	23	-0.01%	(11)	0.00%	-	-0.01%	(11)
CCS Shipping Ltd.	0.20%	643	0.00%	_	0.00%	-	0.00%	-
China Consolidation Services Shipping Ltd	0.41%	1,307	-0.75%	(690)	3.91%	65	-0.66%	(625)
Ecu Worldwide China (Shanghai) Ltd	0.53%	1,671	0.37%	342	0.00%	-	0.36%	342
Ecu-Line Saudi Arabia LLC	0.59%	1,868	0.97%	897	1.14%	19	0.97%	914
Ecu-Line Zimbabwe (Pvt) Ltd.	0.00%	-	0.00%	-	0.00%	-	0.00%	-
European Customs Broker N.V.	0.03%	94	0.02%	15	0.00%	-	0.01%	14
Ecu Worldwide (Japan) Ltd.	0.19%	598	-0.36%	(334)	-2.98%	(49)	-0.41%	(384)
Ecu Worldwide (Thailand) Co. Ltd.	0.17%	536	1.26%	1,164	-2.32%	(38)	1.19%	1,126
Ecu Worldwide (Cyprus) Ltd.	0.01%	18	0.04%	37	0.00%	-	0.04%	36
Ocean House Ltd.	0.10%	325	0.03%	31	0.00%	-	0.03%	31
Ecu Worldwide Vietnam Co., Ltd.	0.61%	1,919	1.90%	1,758	-0.68%	(11)	1.85%	1,747
ECU Worldwide Servicios SA de CV	0.01%	19	0.15%	135	0.19%	3	0.15%	138
General Export srl.	0.00%	-	0.00%	_	0.00%	-	0.00%	-
Almacen y Maniobras LCL SA de CV	0.06%	174	0.35%	320	-0.84%	(14)	0.33%	306
Ecu Trucking, Inc.	0.60%	1,882	0.67%	616	0.00%	-	0.65%	616
Ecu Worldwide (Bahrain) Co. W.L.L.	0.03%	105	0.24%	226	-0.35%	(6)	0.23%	220
Ecu Worldwide Baltics	-0.05%	(174)	0.01%	9	0.26%	4	0.01%	13
Ecu Worldwide CEE SRL	-0.06%	(179)	0.00%	(2)	0.30%	5	0.00%	3
Spechem Supply Chain Management (Asia) Pte. Ltd	0.00%	6	0.00%	_	0.00%	(0)	0.00%	(0)
Pak Da (HK)	0.08%	246	0.95%	876	-1.48%	(25)	0.90%	851
Allcargo WH- FZE	0.17%	524	0.22%	201	2.54%	42	0.26%	243
East Total Logistics B.V	0.27%	851	0.57%	523	-1.14%	(19)	0.54%	504
Asiapack Mexico	0.28%	874	1.14%	1,055	1.10%	18	1.14%	1,073
Ecu Worldwide (BD) Limited	0.11%	335	0.26%	239	-0.05%	(1)	0.25%	239
Ecu Worldwide Tianjin	0.94%	2,984	1.34%	1,240	6.14%	102	1.42%	1,341
Allcargo China Ltd	1.66%	5,253	3.13%	2,893	0.66%	11	3.08%	2,904
Gati Cargo Express (Shanghai) Co Ltd	0.04%	140	0.14%	128	0.26%	4	0.14%	132
Gati Hong Kong Ltd	0.00%	(9)	0.00%	2	-0.01%	(0)	0.00%	2
AGLBangladesh Private Limited	-0.01%	(21)	-0.01%	(13)	0.00%	-	-0.01%	(13)
Nordicon AB	3.14%	9,925	8.53%	7,896	-40.20%	(665)	7.67%	7,231
RailGate Nordic AB	0.00%	11		_	0.00%	_	0.00%	
Ecu Worldwide (Nordicon) AB	9.61%	30,383	0.00%	(0)	0.00%	_	0.00%	(0)
Nordicon Terminals AB	0.02%	62	-0.02%	(19)	0.07%	1	-0.02%	(18)
NORDICON A/S	0.25%	791	0.59%	542	0.00%	_	0.58%	542
PFC Nordic AB	0.07%	228	0.13%	118	0.00%	-	0.13%	118
ALX Shipping Agency LC	0.02%	63	0.00%	2	0.08%	1	0.00%	4
Less: Eliminations / consolidation adjustments	-82.12%	, ,	-87.44%	-80,943	218.14%	3,607	-82.07%	(77,336)
Non-controlling interest in all subsidiaries:		, , ,						. , , ,
Indian:								
Comptech Solutions Private Limited	-0.02%	(75)	0.00%	_	0.00%	-	0.00%	_
Speedy Multimodes Limited	-0.27%	(864)	-0.09%	(79)	0.00%	_	-0.08%	(79)
-11	5.2.70	(001)	0.0070	(, 0)	0.0070		5.5570	(, 5)

	Net assets i assets less liabiliti	s total	Share in prof	it or loss	Share in ot comprehensive		Share in to comprehensive	
Name of the entity	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
GATI Limited	-9.46%	(29,902)	0.00%	-	0.00%	-	0.00%	-
Gati Kausar India Ltd.	0.00%	-	-0.14%	(128)	0.00%	-	-0.14%	(128)
Gati Kintetsu Express Pvt Ltd.	-3.83%	(12,118)	-1.30%	(1,202)	0.00%		-1.28%	(1,202)
Gati Import Export Trading Limited	-0.01%	(25)	0.00%	-	0.00%	-	0.00%	-
Gati Logistics park Pvt Ltd.	0.22%	683	0.00%	-	0.00%	-	0.00%	-
Gati Projects Pvt Ltd	0.00%	1	0.00%	-	0.00%	-	0.00%	-
Zen Cargo Movers Pvt Ltd	0.01%	19	0.00%	-	0.00%	-	0.00%	_
Foreign:								
Ecu Worldwide (Cyprus) Ltd.	0.00%	(8)	-0.02%	(16)	0.06%	1	-0.02%	(15)
Ecu-Line Middle East LLC	-0.08%	(257)	-0.03%	(26)	0.05%	1	-0.03%	(25)
Ecu-Line Abu Dhabi LLC	0.00%	(6)	0.00%	3	0.00%	-	0.00%	3
Ecu Worldwide (Thailand) Co. Ltd.	-0.16%	(495)	-0.54%	(500)	1.07%	18	-0.51%	(483)
Ecu Worldwide (Japan) Ltd.	-0.10%	(321)	0.13%	117	-0.25%	(4)	0.12%	113
Eurocentre FZCO	-0.02%	(77)	-0.07%	(64)	0.14%	2	-0.07%	(61)
Ecu Worldwide Vietnam Co., Ltd.	0.00%	-	0.02%	21	-0.04%	(1)	0.02%	20
China Consolidation Services Shipping Ltd	-0.10%	(327)	0.19%	173	-0.37%	(6)	0.18%	166
CCS Shipping Ltd.	-0.05%	(161)	0.00%	-	0.00%	_	0.00%	_
Ecu Worldwide China (Shanghai) Ltd	-0.13%	(419)	-0.09%	(86)	0.18%	3	-0.09%	(83)
Ocean House Ltd.	-0.05%	(159)	-0.02%	(15)	0.03%	1	-0.02%	(15)
Ecu-Line Saudi Arabia LLC	-0.18%	(565)	-0.29%	(269)	0.58%	10	-0.28%	(259)
General Export srl.	0.00%	_	0.00%	_	0.00%	_	0.00%	(1)
Ecu Worldwide Baltics	0.03%	84	0.00%	(5)	0.00%	-	0.00%	(5)
European Customs Broker N.V.	-0.01%	(28)	0.00%	(4)	0.00%	-	0.00%	(4)
Spechem Supply Chain Management (Asia) Pte. Ltd	0.00%	(3)	0.00%	-	0.00%	_	0.00%	_
Pak Da (HK)	-0.02%	(61)	-0.24%	(219)	0.47%	8	-0.22%	(211)
Ecu Worldwide (BD) Limited	-0.03%	(80)	-0.06%	(57)	0.00%	-	-0.06%	(57)
Ecu Worldwide Tianjin	-0.26%	(826)	-0.33%	(310)	0.00%	_	-0.33%	(310)
Allcargo China Ltd	-0.98%	(3,100)	-1.84%	(1,700)	0.00%	-	-1.80%	(1,700)
Gati Cargo Express (Shanghai) Co Ltd	-0.01%	(37)	-0.03%	(32)	0.00%	-	-0.03%	(32)
Gati Hong Kong Ltd	0.00%	2	0.00%	(1)	0.00%	-	0.00%	(1)
Gati Asiapacific PTE Ltd	0.00%	0	0.00%	-	0.00%	-	0.00%	_
Nordicon AB	-1.14%	(3,607)	-2.99%	(2,764)	0.00%	_	-2.93%	(2,764)
RailGate Nordic AB	0.00%	(4)	0.00%	_	0.00%	-	0.00%	-
Ecu Worldwide (Nordicon) AB	0.00%	_	0.00%	0	0.00%	_	0.00%	0
Nordicon Terminals AB	-0.01%	(44)	0.01%	7	5.92%	98	0.11%	105
NORDICON A/S	-0.09%	(287)	-0.21%	(190)	0.41%	7	-0.19%	(183)
PFC Nordic AB	-0.03%	(109)	-0.06%	(57)	0.00%	-	-0.06%	(57)
FCL Marine Agencies Belgium bvba					3.64%	60	0.06%	60
Associates								
Foreign:								
FCL Marine Agencies GMHB (Bermen)	0.78%	2,462	0.44%	410	0.00%	-	0.43%	410
RailGate Europe B.V	0.03%	103	0.11%	105	0.00%	_	0.11%	105



as at and for the year ended 31 March 2022

	assets les	let assets i.e. total assets less total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
Name of the entity	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount	
Trade Xcelerators LLC	0.05%	148	0.00%	(2)	0.00%	-	0.00%	(2)	
Trade Xcelerators LLC	0.05%	148	0.00%	(2)	0.00%	-	0.00%	(2)	
Indian:									
Haryana Orbital Rail Corporation Limited	0.00%	-	0.00%	(1)	0.00%	-	0.00%	(1)	
Joint ventures									
Indian:									
Avvashya CCI Logistics Private Limited	5.61%	17,736	0.97%	898	0.00%	_	0.95%	898	
Allcargo Logistics Park Private Limited	0.56%	1,766	0.71%	653	0.00%	_	0.69%	653	
Foreign:									
Fasder S.A.	0.15%	484	1.43%	1,321	0.00%	-	1.40%	1,321	
Ecu Worldwide Peru S.A.C.	0.17%	548	0.37%	341	0.00%	-	0.36%	341	
Allcargo Logistics Korea Co., Ltd.	0.58%	1,824	0.42%	389	0.00%	-	0.41%	389	
Ecu Worldwide Korea Co., Ltd.	1.52%	4,803	3.25%	3,009	0.00%	-	3.19%	3,009	
Transnepal Freight Services Private Limited	0.33%	1,048	0.05%	48	0.00%	-	0.05%	48	
Aladin Group Holdings Limited	1.21%	3,814	1.03%	949	0.00%	-	1.01%	949	
Total	100%	316,176	100%	92,573	100%	1,654	100%	94,227	

## 43 Employee share-based payment:

Details of grants given in Gati Limited, one of the subsidiary of the Group , under various series are summarised below

## A) Details of ESAR grants are summarised below -

S.No.	Description	Year ended March 31, 2022	Year ended March 31, 2021
1	Date of shareholders' approval	January 27, 2022	-
2	Total number of options approved under ESARs scheme	42,00,000	-
3	Vesting requirements	vesting period of one year but not later than 4 years from the date of grant	
4	Exercise price or pricing formula	At a discount of =~39% of the closing price of Company's Equity Share quoted on the National Stock Exchange of India Limited preceding the date of grant of ESARs	-
5	Maximum term of options granted	9 years from the date of Grant	-
6	Source of shares (primary, secondary or combination)	Primary	-
7	Variation of terms of options	No Variations	-
8	Method used to account for ESOS - Intrinsic or fair value	Fair Value Method	-

## as at and for the year ended 31 March 2022

S. No.	Description	Year ended March 31, 2022	Year ended March 31, 2021
1	Number of options outstanding at the beginning of the year	-	-
2	Number of options granted during the year	31,05,000	-
3	Number of options forfeited/lapsed during the year	-	-
4	Number of options vested during the year	-	-
5	Number of options exercised during the year	-	-
6	Number of shares arising as a result of exercise of options	NA	-
7	Amount realized by exercise of options (₹)	-	-
8	Loan repaid by the Trust during the year from exercise price received	NA	
9	Number of options outstanding at the end of the year (out of total number of options approved under scheme)	31,05,000	-
10	Number of options exercisable at the end of the year (out of total number of options approved under scheme)	31,05,000	-

## 11 Employee wise details of ESARs granted to

### A. Senior Management

Na	me of Senior Management Personnel	Designation	Number of ESARs granted during the year	Exercise Price
i)	Pirojshaw Sarkari	CEO	2,00,000	85
ii)	Anish T Mathew	CFO	1,00,000	85
iii)	T S Maharani	CS	50,000	85

## B. Any other employee who receive a grant in any one year of amounting to 5% or more of ESARs granted during the year

Naı	me of the employee	Designation	Number of ESARs granted during the year	Exercise Price
i)	Pirojshaw Sarkari	CEO	2,00,000	85

C. Identified employees who were granted ESARs, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of grant - Nil

12 Description of the method and significant assumptions used during the year to estimate the fair value of the options, including the following weighted average information The Black Scholes option-pricing model was developed for estimating fair value of traded options that have no vesting restrictions and are fully transferable. Since option-pricing models require use of substantive assumptions, changes therein can materially affect fair value of options. The option pricing models do not necessarily provide a reliable measure of fair value of options.



as at and for the year ended 31 March 2022

### 13 The fair value has been calculated using the Black Scholes Option Pricing model. The assumptions used in the model are as follows:

Stock Options granted on	March 17, 2022
Weighted average exercise price (in ₹)	85.00
Weighted average Fair value (in ₹)	88.82
Volatility (%)	54.02%
Dividend yield (%)	0.57%
Life of Options granted (Years)	5.01
Risk free interest rate (%)	6.12%

<sup>14</sup> The volatility used in the Black-Scholes option-pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the options and is based on the daily volatility of the Company's stock price on NSE.

## B) Details of grants related to ESOS under various series are summarised below

S. No.	Description	Year ended Ma	rch 31, 2022	Year ended March 31, 2021		
	Scheme No.	ESOS-2006	ESOS-2007	ESOS-2006	ESOS-2007	
1	Date of shareholders' approval	-		October 11, 2006	October 13, 2007	
2	Total number of options approved under ESOS	-		17,82,500	17,55,720	
3	Vesting requirements	-		Commences at two years from grant.	1 /	
4	Exercise price or pricing formula	-	-		of 25% on the eekly high and ing prices for Equity Shares Bombay Stock / or National during the four g the date of ons.	
5	Maximum term of options granted	-		4 yea	ırs	
6	Source of shares (primary, secondary or combination)	-		Primo	ary	
7	Variation of terms of options	-		Nil		
8	Method used to account for ESOS - Intrinsic or fair value	-		The company he the employee cost using the forstock options.	compensation	

<sup>15</sup> There are no market conditions attached to the grant and vest.

S. No.	Description		Year ende	ed March	31, 2022	Yed	ar ended Ma	ırch 31, 2021
	Scheme No.		ESOS-20	006	ESOS-200	7 ES	SOS-2006	ESOS-2007
1	Number of options outstanding at the beginning or year (un-granted)	f the		-		-	8,02,988	9,65,200
2	Number of options granted during the year			-		-	Nil	Nil
3	Number of options forfeited/lapsed during the year	ır		-		-	94,905	16,095
4	Number of options vested during the year			-		-	94,905	16,095
5	Number of options exercised during the year			-		-	0	0
6	Number of shares arising as a result of exercis options	e of		-		-	0	0
7	Amount realized by exercise of options (₹)			-		-	0	0
8	Loan repaid by the Trust during the year from exer price received	rcise		-		-	NA	NA
9	Number of options outstanding at the end of the out of total number of options approved under ES			-		-	8,97,893	9,81,295
10	Number of options exercisable at the end of the out of total number of options approved under ES			-		-	0	0
11	Stock Options granted on exercise price (in	e e	Weighted average Fair value (in ₹)	Expecte Volatili (%)	ty Divi	ected dend %)	Life of Options granted (Years)	Risk free interest rate (%)
	February 6, 2014 45	.60	69.50	9.9	93%	1.69%	4	4 8%
	August 6, 2014 85	5.42	113.79	12.5	59%	1.73%	4	4 8%
	April 26, 2016 87	7.13	116.18	-6.9	92%	0.81%	4	4 8%
	November 11, 2016 103	3.40	137.94	0.7	72%	0.81%		4 8%
12	Employee wise details of options granted to							
	a. Key managerial personnel				Nil	Nil	N	il Nil
	<ul> <li>Any other employee who receive a grant of op- year of option amounting to 5% or more of during the year</li> </ul>				Nil	Nil	N	il Nil
	c. Identified employees who were granted option year, equal to or exceeding 1% of the issued coutstanding warrants & conversions) of the time of grant	apita	l (excluding		Nil	Nil	N	il Nil
13	Description of the method and significant assumpt the year to estimate the fair value of the optior following weighted average information			develop options fully tre require therein The op	that have ansferable use of su can mate tion prici	stimatire no ve e. Since obstantiverially af	ng fair val sting restrice option-pr ve assumpt fect fair val dels do no	model was ue of traded stions and are ricing models tions, changes lue of options of necessarily ue of options.



14	The main assumptions used in the Black Scholes option-prior model during the year were as follows:	sing
	(i) Weighted average values of share price	Refer point no. 11
	(ii) exercise price	Refer point no.11
	(iii) Risk free interest rate	8%
	(iv) Expected Life of Options	3 years
	(v) Expected volatility	26-04-2016 (-6.92%), 04-11-2016 (0.72%)
	(vi) Dividend yield	0.81%
15	The method used and the assumptions made to incorporate the effects of expected early exercise	NA
16	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	We have considered the historical price of the company at the stock exchange, where the trading volume is high. The average closing price on weekly basis was taken to calculate the volatility of the shares.
17	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	No

- 44 (a) During the year ended March 31, 2020 the Board of Directors of the Company in their meeting held on November 8, 2019 has approved the restructuring involving transfer of warehouses and other assets of Logistics Park Business ('Business Undertaking') of the Company to its wholly owned subsidiaries ('WOS'). The Company thereafter transferred the Business Undertakings under slump sale arrangement to four of its WOS namely Malur Logistics and Industrial Parks Private Limited, Allcargo Logistics & Industrial Park Private Limited, Madanahatti Logistics and Industrial Parks Private Limited and Venkatapura Logistics and Industrial Parks Private Limited under a Business Transfer Agreement (BTA). Thereafter the Company executed agreements with Malur Logistics and Industrial Parks Private Limited, Allcargo Logistics & Industrial Park Private Limited, Madanahatti Logistics and Industrial Parks Private Limited, Venkatapura Logistics and Industrial Parks Private Limited, Kalina Warehousing Private Limited, Panvel Warehousing Private Limited (together referred to as "Specified WOS") and BRE Asia Urban Holdings Ltd ("the Investor") for carrying out the business of warehousing. Pursuant to the agreements, the Investor made an initial investment of ₹ 22,839 Lakhs through debentures as well as ₹ 893 Lakhs through equity acquisition in these Specified WOS except Venkatapura Logistics and Industrial Parks Private Limited. Accordingly from February 13, 2020, the Company divested its control in Madanahatti Logistics
- and Industrial Park Private Limited, Allcargo Logistics & Industrial Park Private Limited, Kalina Warehousing Private Limited and Panvel Warehousing Private Limited on a fully diluted basis and now retains a minority stake in these companies.
- (b) As per the original understanding and as per the terms and conditions mentioned in the definitive transaction documents the transaction was expected to conclude in a phase wise manner within a period of 12 months, subject to the satisfaction of customary closing conditions and achievement of certain milestones (together the 'conditions precedent') as prescribed in the agreements. But due to outbreak of Coronavirus (COVID-19) pandemic globally and in India the time limits earlier defined in the agreements have been further extended between the Parent Company and the Investor by mutual agreement and consent. Hence as at March 31, 2022, the Parent Company still holds controlling stake over Malur Logistics and Industrial Parks Private Limited and Venkatapura Logistics and Industrial Parks Private Limited.
- (c) The aforesaid agreements with the Specified WOS states that if condition precedent specified therein are not satisfied within the period stipulated (including extensions obtained from Investor), the Company together with the Specified WOS shall acquire the debentures and equity held by the Investor in the specified WOS together with 16% interest in accordance

as at and for the year ended 31 March 2022

with the terms and conditions of the agreements and in the event of failure of which the Investor will be entitled to exercise the Investor's Put Option as set out therein. During the previous year management has performed the investors put option valuation from an independent valuer and has assigned the appropriate probability to it as per its best estimate and has arrived at its value of ₹ 364 Lakhs. Initial recognition has been accounted for as investment in the Specified WOS with corresponding creation of financial liability. During the current year the management has re-assessed the investors put option valuation from independent valuer and it has been valued at ₹ 391 Lakhs, the difference between initial recognition and the value arrived at the end of current year has been routed through as FVTPL in the statement of profit and loss.

(d) The aforesaid agreements also states that if certain condition precedent as specified therein are not satisfied within the period stipulated (including extensions obtained from Investor) the Investor has a call option to buy stake in certain WOS of the Company as per the terms mentioned therein. Management believes that there has been substantial progress on the accomplishment of the conditions precedent and they will be able to achieve the completion of the same within the agreed timelines.

# 45 The following events relates to one of the subsidiary of the Group Gati Limited and its step down subsidiaries

- a) Gati Limited has sold its 69.79% stake in its subsidiary Gati Kausar India Limited ("Gati Kausar") by way of entering into Share Purchase Agreement ("SPA") among the Contracting Parties i.e. (i) Gati Limited as a Promoter, (ii) Mandala Capital AG Limited as an Investor, and (iii) Gati Kausar India Limited as a Company. Accordingly Gati Kausar has ceased to be the Gati's Subsidiary with effect from July 14, 2021.
- b) Pursuant to the direction of the Hon'ble High Court of New Delhi, in an appeal filed by Air India against the arbitral award of ₹ 22 Crores, which was made over to the company i.e. Gati Limited, in the financial year 2015-16, the company has offered its property in Hyderabad as an interim collateral. Application filed for release of above mentioned collateral in lieu of Bank Guarantee of equivalent amount is allowed by the court on April 18, 2022. The Company is in the process of submitting the Bank Guarantee (with 100% margin) for the release of the said property.
- 46 The Board of directors of the Company in its meeting held on June 11, 2021 has approved and given its consent to the scheme of demerger under Sections 230 to 232 and

other applicable provisions of the Companies Act, 2013 whereby the contract logistics business of its joint venture entity namely Avvashya CCI Logistics Private Limited will get transferred to Avvashya Supply Chain Private Limited (formerly known as South Asia Terminals Private Limited) a wholly owned subsidiary of the Company, on the going concern basis with mirror shareholding, subject to the approval of the National Company Law Tribunal and other requisite approvals. The requisite approvals are awaited as at date.

- 47 In accordance with approval of the Board of Directors of the Company in its meeting held on June 11, 2021, the Company has subscribed and its subsidiary Gati Limited has allotted 10,23,020 Equity Shares of face value of ₹ 2 each ("Equity Shares") at a price of ₹ 97.75/- per Equity Share at a premium of ₹ 95.75/- per Equity Share, aggregating up to ₹ 1,000 Lakhs and issued 71,61,120 Equity Warrants at a Price of ₹ 97.75/- per Equity Warrants with the Company having the right to apply for and be allotted 1 (One) Equity Share of the face value of ₹2/- each of Gati Limited at a premium of ₹ 95.75/- per equity share for each Equity warrant within a period of 18 (Eighteen) months from the date of allotment of the warrants, aggregating up to ₹ 7,000 Lakhs, being the Promoter of Gati Limited on Preferential issue basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended, and in compliance with applicable laws and regulations. Consequently, the shareholding of the Company in Gati Limited increased to 47.30% of the enhanced paid up equity share capital of the Gati Limited and on fully diluted basis it is 50.20% (after the conversion of the Equity Warrants). Further, the Company has paid the 25% of the Equity Warrants amount on upfront basis and remaining 75% will be paid on the exercise of the option of conversion of the warrants.
- 48 The Board of Directors of the Company at its meeting dated December 23, 2021 has considered and approved to restructuring of the business of the Company by way of a scheme of arrangements and demerger (""Scheme"") whereby (1) Container Freight Station/Inland Container Depots businesses of the Company ("Demerged Undertaking 1") will be demerged into Allcargo Terminals Limited (The members of Allcargo Terminals Private Limited had approved its conversion from private limited into public limited vide special resolution passed at its Extraordinary General Meeting dated December 10, 2021 for which necessary forms has been filed with Registrar of Companies, Mumbai and approval for the same was received on January 10, 2022) (the "Resulting Company 1" or "ATL"), Wholly Owned Subsidiary ("WOS") of the Company; and (2) Construction & leasing of Logistics Parks, leasing of land & commercial properties, Engineering Solutions (hiring

as at and for the year ended 31 March 2022

and leasing of equipment's) businesses of the Company (""Demerged Undertaking 2") will be demerged TransIndia Realty & Logistics Parks Limited (the "Resulting Company 2" or "TRLPL"), Wholly Owned Subsidiary ('WOS') of the Company, on a going concern basis. As per the scheme, the demerger will be given effect from the Appointed Date of April 01, 2022.

The transaction is proposed through a Scheme of Arrangement and Demerger under Section 230 - 232 read with applicable provisions of the Companies Act, 2013 (the "Act"). The said Scheme would be subject to requisite approvals of the National Company Law Tribunal, BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Securities and Exchange Board of India and other statutory / regulatory authorities, including those from the shareholders and creditors of the Company, Resulting Company 1 and Resulting Company 2, as may be applicable. The transaction is to be effected pursuant to the Scheme and is subject to receipt of regulatory and other approvals inter-alia approval from shareholders, creditors, NCLT etc as may be applicable, Resulting Company 1 and Resulting Company 2, Shall have mirror shareholding of the Company and shares of the Resulting Company 1 and Resulting Company 2 will be listed on BSE and NSE.

49 A Scheme of Arrangement was approved between two of the subsidiaries, Allcargo Inland Park Private Limited (Demerged company) and Allcargo Multimodal Private Limited (Resulting company), and their respective shareholders to demerge their warehousing business (the demerged undertaking.) The Application was filed with NCLT on February 2, 2021. Subsequent to that NCLT passed the interim order on 08<sup>th</sup> April, 2021 mentioning the further course of action to be followed by the applicant companies. The NCLT vide its final order dated 01<sup>st</sup> March 2022 approved the Scheme of Arrangement and the entire "Demerged Undertaking" of Allcargo Inland Park Private Limited has been merged with Allcargo Multimodal Private Limited, on a going concern basis along with all its rights, privileges and obligations. The said order stated that the appointed date for the said Arrangement to be April 01, 2021.

## 50 Estimation of uncertainties relating to Covid-19

(a) The Group as at the date of approval of these financial statements has made assessment of possible impacts that may result from the COVID -19 pandemic on the carrying value of current and non-current assets considering the internal and external information available as at the said date and to the extent possible. The Group, based on the above analysis and assumptions used, believes that the carrying value of these assets are recoverable and sufficient liquidity is available. The impact of COVID -19 pandemic may be different from the estimated as at the date of approval of these financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

## 51 Previous year figures

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

## As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI firm registration No: 101049W/E300004 Chartered Accountants

### per Govind Ahuja

Partner Membership No: 048966

Mumbai Date: May 26, 2022 For and on behalf of Board of directors of Allcargo Logistics Limited

CIN No:L63010MH2004PLC073508

Shashi Kiran Shetty

Chairman & Managing Director DIN: 00012754

Deepal Shah

Deputy Group Chief Financial Officer M.N.: 101639

Mangalore/Mumbai Date: May 26, 2022 Mohinder Pal Bansal Independent Director DIN:01626343

**Capt. Sandeep Anand**Chief Executive Officer- Marketing

**Suresh Kumar Ramiah** Chief Executive Officer

**Devanand Mojidra** 

Company Secretary & Compliance Officer M.N.: A14644

