

# ANNUAL REPORT

2019-2020





# About the group

Gateway Distriparks Limited (GDL) is a leading integrated inter-modal logistics facilitator in India. GDL is promoted by Mr. Prem Kishan Dass Gupta and his family personally and through his wholly owned company, Prism International Private Limited. Gateway Rail Freight Limited, a subsidiary of GDL, provides inter-modal logistics and operates rail-linked Inland Container Depots. Snowman Logistics Limited, an associate company of GDL, is the largest integrated temperature controlled logistics service provider in India.

Incorporated in 1994, Gateway Distriparks Limited is in the business of providing inter-modal logistics. It is the only logistics facilitator in the whole of India with three verticals which are synergetic and capable of being interlinked - Container Freight Stations (CFS), Inland Container Depots (ICD) with rail movement of containers to major maritime ports, and Cold Chain Storage and Logistics. Headquartered in Mumbai, India, Gateway Distriparks Ltd. operates two Container Freight Stations at Navi Mumbai, one at Chennai, one at Visakhapatanam, one at Kochi and one at Krishapatnam with a total capacity of 600,000 TEUs. The quality infrastructure created by the company is recognised by our customers, and GDL continues to expand its presence at new locations.

GatewayRail is the largest private container train operator of India. The Company provides inter-modal rail transportation service for EXIM containers between its rail-linked ICDs at Gurgaon, Ludhiana, Faridabad and Viramgam and maritime ports at Nhava Sheva, Mundra and Pipavav. It also provides logistics service from a domestic terminal at Navi Mumbai. The Company operates a fleet of 31 rakes (21 owned rakes and 10 rakes on long term lease) and 315 road trailers. It has plans to expand its reach by setting up new terminals at major manufacturing zones with export-import potential in the northern and the western part of India.

Snowman is the largest cold chain provider in India and provides integrated temperature controlled warehousing, transportation and distribution services, offering a Pan India network to its clients, covering all major cities and regions out of 15 locations in India. Snowman has a nationwide network connecting more than 300 cities and more than 4,400 outlets. Snowman has a pan-India presence that offers comprehensive temperature-controlled warehousing, transportation and distribution services. Its extensive infrastructure includes 15 ISO-22000 certified warehouses and 6 BRC certified warehouses with 1,05,228 pallet positions and 289 owned reefer vehicles and transport assets. With its premium customer service and intricate distribution network, it is the trusted market leader in supply chain management today for food, dairy products, pharmaceuticals and more and continues to grow at a good pace as the market demand develops further.

Going forward, the Gateway Distriparks Group plans to utilise its land banks to further extend capacities and use its network, ready infrastructure and alignment with the Western Dedicated Freight Corridor to capture the growth once there is an improvement in the macro economic factors.

# Chairman's note of thanks



Prem Kishan Dass Gupta Chairman & Managing Director



#### Dear Shareholders,

I am pleased to present the Annual Report 2020 to you, for the financial year ending 31st March 2020. Despite a difficult year for the global economy, our CFS and Rail businesses have sustained its numbers in the competitive market.

In FY 2019-20, the Revenue of the Group was Rs. 1,532 crores as against Rs. 1,527 crores in the previous year. EBITDA increased to Rs. 380 crores from Rs. 345 crores while Profit After Tax (before minority interest) for the group was Rs. 99 crores as against Rs. 150 crores during FY 2018-19. We have paid interim dividend of Rs. 4.5 per share for FY 2019-20 (FY 2018-19 Rs. 4.50 pershare).

The CFS business has faced some challenges over the past periods especially with the Direct Port Delivery facility. Despite this, the Company still managed to achieve throughput of 6.5 lakh TEUs in FY 2019-20. The CFS at Krishnapatnam continued to grow and added to the throughput and revenue of the Company.

GatewayRail continues to be the leader in Private Container Train Operators, providing intermodal rail transportation service for EXIM containers between its rail-linked ICDs at Gurgaon, Ludhiana,Faridabad and Viramgam and maritime ports at Nhava Sheva, Mundra and Pipavav. Snowman Logistics has a pan-India presence that offers comprehensive temperature-controlled warehousing, transportation and distribution services having warehousing capacity to 105,228 pallets on a pan India basis.

With our network, ready infrastructure and alignment with the Western Dedicated Freight Corridor, we are well positioned to capture the growth once there is an improvement in the macro economic factors.

#### Note of Thanks

I wish to thank all our stakeholders - shareholders, investors, bankers, customers, vendors and employees for their continued support.

Regards, Prem Kishan Dass Gupta Chairman & Managing Director

# **Corporate Information**

# **Board of Directors**



Mr. Prem Kishan Dass Gupta

Chairman & Managing Director



Mr. Ishaan Gupta

Joint Managing Director



Mrs. Mamta Gupta



Mr Samvid Gupta



Mr. Shabbir Hassanbhai



Mr. Bhaskar Avula Reddy



Mr. Arun Kumar Gupta



Mrs. Shukla Wassan

# Committees of the Board of Directors

### A) Audit Committee

- 1. Mr. Shabbir Hassanbhai, Chairman of the Committee
- 2. Mr. Prem Kishan Dass Gupta
- 3. Mr. Bhaskar Avula Reddy
- 4. Mr. Arun Kumar Gupta

# C) Nomination, Remuneration and ESOP Committee

- 1. Mr. Bhaskar Avula Reddy, Chairman of the Committee
- 2. Mr. Prem Kishan Dass Gupta
- 3. Mr. Shabbir Hassanbhai
- 4. Mr. Arun Kumar Gupta

# B) Stakeholders Relationship Committee

- 1. Mr. Bhaskar Avula Reddy, Chairman of the Committee
- 2. Mr. Prem Kishan Dass Gupta
- 3. Mr. Shabbir Hassanbhai
- 4. Mr. Arun Kumar Gupta

# D) Corporate Social Responsibility Committee

- 1. Mrs. Mamta Gupta, Chairman of the Committee
- 2. Mr. Prem Kishan Dass Gupta
- 3. Mr. Bhaskar Avula Reddy

# Board of Directors of Subsidiary Companies

#### Gateway Distriparks (Kerala) Limited

- 1. Mr. Prem Kishan Dass Gupta, Chairman
- 2. Mr. Shabbir Hassanbhai
- 3. Mr. Bhaskar Avula Reddy
- 4. Mr. P. Narayan
- 5. Mr. Raghu Jairam

### Gateway East India Private Limited

- 1. Mr. Prem Kishan Dass Gupta, Chairman
- 2. Mr. Ishaan Gupta
- 3. Mr. Shabbir Hassanbhai

### Gateway Rail Freight Limited

- 1. Mr. Prem Kishan Dass Gupta, Chairman & Managing Director
- 2. Mr. Samvid Gupta,
- Joint Managing Director 3. Mrs. Mamta Gupta
- 4. Mr. Sachin Surendra Bhanushali
- 5. Mr. Ishaan Gupta
- 6. Mr. Anil Aggarwal
- 7. Mr. Arun Kumar Gupta

# Board of Directors of Associate: SNOWMAN LOGISTICS LIMITED

- 1. Mr Prem Kishan Dass Gupta, Chairman
- 2. Mrs. Mamta Gupta
- 3. Mr. Shabbir Hassanbhai
- 4. Mr. Bhaskar Avula Reddy
- 5. Mr. Arun Kumar Gupta
- 6. Mr. Sunil Prabhakaran Nair
- 7. Mr. Anil Aggarwal
- 8. Mrs. Shukla Wassan
- 9. Mr. Ishaan Gupta
- 10. Mr. Samvid Gupta

# **Registered Office**

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707 CIN: L74899MH1994PLC164024 Tel. No.: +91 22 2724 6500 Fax No.: +91 22 2724 6538 Email: investor@gateway-distriparks.com Website: www.gateway-distriparks.com

### **Group Companies**

Gateway East India Private Limited, Visakhapatnam-530 012 Gateway Distriparks (Kerala) Ltd., Kochi - 682 504. Gateway Rail Freight Limited, New Delhi -110 017 Snowman Logistics Ltd., Navi Mumbai -410206.

### **Auditors**

S R Batliboi & Co. LLP, Chartered Accountants.

# **Registrar and Transfer Agents**

Link Intime India Private Limited

# Container Freight Station(CFS)

- a. Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707
- b. Punjab State Container & Warehousing Corpn. Ltd., Plot No. 2, Sector-2, Dronagiri Node, Uran, Navi Mumbai - 400 707
- c. No. 200, Ponneri High Road, New Manali, Chennai -600 103
- d. Krishnapatnam Port Road, Thatipartipalem Village, Nidiguntapalem Post, Nellore, Andhra Pradesh-524323

# Bankers

HDFC Bank Limited

# **Internal Auditors**

S P Chopra & Co., Chartered Accountants

# **Secretarial Auditors**

S N Ananthasubramanian & Co., Company Secretaries

### **Debenture Trustee**

Beacon Trusteeship Ltd. Corporate office: 4C, Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra (East), Mumbai 400 051 CIN:U74999MH2015PLC271288 Ph: 022-26558759 Email: contact@beacontrustee.co.in Website: www.beacontrustee.co.in

# **Director's Report**

Your Directors have pleasure in presenting their report for the year ended 31 st March 2020.

# A. Consolidated Financial Results

| S.No. | Particulars  | 2019-2020<br>(In Lakhs) | 2018-2019<br>(In Lakhs) |
|-------|--|-------------------------|-------------------------|
| 1.    | Income from Operations and Other Income                    | 130,956.43              | 44,339.23               |
| 2.    | Profit before Finance Cost, Depreciation and taxes         | 33,096.48               | 9,517.67                |
| 3.    | Finance cost   | 10,262.93               | 1,279.75                |
| 4.    | Depreciation & Amortisation                                | 13,328.56               | 3,256.24                |
| 5.    | Profit before Exceptional items & taxation                 | 9,504.99                | 4,981.68                |
| 6.    | Share of profit from Joint Venture using Equity method     | -                       | 6,091.50                |
| 7.    | Exceptional item   | 808.39                  | 28,047.98               |
| 8.    | Provision for taxes  | (627.00)                | 2,995.39                |
| 9.    | Profit for the year from continuing operations             | 10,940.38               | 36,125.77               |
| 10.   | Profit / (loss) from Discontinuing operations              | (548.39)                | 393.66                  |
| 11.   | Other Comprehensive Income                                 | (13.72)                 | (13.67)                 |
| 12.   | Total Comprehensive Income for the year                    | 10,378.27               | 36,505.76               |
| 13.   | Balance of profit/loss for earlier years                   | 80,969.36               | 49,768.35               |
|       | Add: Profit for the year                                   | 10,302.61               | 36,512.85               |
|       | Less: re-measurement of post-employment benefit obligation | (13.05)                 | (13.74)                 |
|       | Less : transfer to Debenture Redemption Reserve            | -                       | (55.00)                 |
|       | Less: Dividend paid on Equity shares                       | (9,785.52)              | (4,349.13)              |
|       | Less: Dividend distribution tax                            | (1,013.45)              | (893.97)                |
|       | Balance carried forward                                    | 80,459.95               | 80,969.36               |

The Financial Statements of your Company has been prepared in accordance with the provisions of the Companies Act, 2013 and Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. No amount has been transferred to reserves during the financial year 2019-20.

# B. Dividend

Your Company has declared one interim dividend totaling Rs. 4.50 per equity share amounting to Rs.4,892.76 Lakhs for the financial year 2019-20. No Dividend Distribution Tax is payable after netting off the dividend received from subsidiaries. The Interim dividend pay-out is in accordance with your Company's dividend distribution policy and is paid out of free reserves available for this purpose. Your Company does not recommend Final Dividend for the financial year 2019-20.

# C. Capital & Debt Structure

#### Share Capital

During the year under review, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of your Company. As at March 31, 2020, the Authorised Share Capital of your Company is Rs. 1250,000,000/- divided into 125,000,000 equity shares of Rs. 10/- each. The Issued and Paid up Capital of your Company is Rs, 1087,280,490 divided into 108,728,049, equity shares of Rs. 10/- each.

#### Debentures

In March 2019, your Company had issued rated 13 Series, Secured, Redeemable, Non-Convertible Debentures of face value Rs. 10 lakhs each aggregating to Rs. 550 crores at coupon rates of 11.25% and 11.50%. The debentures were issued on private placement basis through Electronic Book Mechanism using the BSE Bond platform. The Issue opened & closed on:27 Mar 2019 and the Allotment date was 28 March 2019. The debentures are listed at BSE Ltd.

India Ratings and Research Private Limited have placed your Company's Long-Term Issuer Rating of 'IND AA-' on Rating Watch Negative (RWN). The Outlook was Stable.

In January 2020, your company partly redeemed Series A1 debentures (ISIN: INE852F07079) aggregating to Rs. 5,000 lakhs, and as on 31 March 2020, the outstanding debentures was Rs.50,000 lakhs. In May 2020, your Company further redeemed A1 debentures (ISIN: INE852F07079) aggregating to Rs. 6,000 lakhs.

Beacon Trusteeship Ltd. is the Trustee for the Debenture issue. Their contact details are:

#### Beacon Trusteeship Ltd.

CIN:U74999MH2015PLC271288 4C, Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra (East), Mumbai 400 051 Ph: 022-26558759 Email: contact@beacontrustee.co.in Website: www.beacontrustee.co.in Details of the non-convertible debentures issued on 28 March 2019 and outstanding as on 31 March 2020:

| ISIN           | Series | Maturity<br>Date | Tenor<br>Yrs | Coupon rate | NCDs issues<br>20  | on 28 March<br>19 | Outstanding N<br>Mar | CDs as on 31st<br>2020 |
|----------------|--------|------------------|--------------|-------------|--------------------|-------------------|----------------------|------------------------|
|                |        |                  |              |             | Quantity<br>(Nos.) | Amount<br>(Rs.)   | Quantity<br>(Nos.)   | Amount<br>(Rs.)        |
| INE852F07012   | A3     | 7-Apr-21         | 2            | 11.25%      | 50                 | 5                 | 50                   | 5                      |
| INE852F07020   | B2     | 7-Apr-22         | 3            | 11.25%      | 100                | 10                | 100                  | 10                     |
| INE852F07038   | C2     | 7-Apr-23         | 4            | 11.25%      | 100                | 10                | 100                  | 10                     |
| INE852F07046   | D2     | 5-Apr-24         | 5            | 11.25%      | 100                | 10                | 100                  | 10                     |
| INE852F07053   | E2     | 7-Apr-25         | 6            | 11.25%      | 100                | 10                | 100                  | 10                     |
| INE852F07061   | F2     | 7-Apr-26         | 7            | 11.25%      | 100                | 10                | 100                  | 10                     |
| INE852F07079** | A1     | 7-Apr-21         | 2            | 11.50%      | 2,500              | 250               | 2,000                | 200                    |
| INE852F07087   | A2     | 7-Apr-21         | 2            | 11.50%      | 150                | 15                | 150                  | 15                     |
| INE852F07095   | B1     | 7-Apr-22         | 3            | 11.50%      | 400                | 40                | 400                  | 40                     |
| INE852F07103   | C1     | 7-Apr-23         | 4            | 11.50%      | 450                | 45                | 450                  | 45                     |
| INE852F07111   | D1     | 5-Apr-24         | 5            | 11.50%      | 450                | 45                | 450                  | 45                     |
| INE852F07129   | E1     | 7-Apr-25         | 6            | 11.50%      | 450                | 45                | 450                  | 45                     |
| INE852F07137   | F1     | 7-Apr-26         | 7            | 11.50%      | 500                | 50                | 500                  | 50                     |
|                |        |                  |              |             | 5500               | 550               | 5000                 | 500                    |

\*\*Under Series A1- INE852F07079, your Company had redeemed 500 debentures aggregating to Rs. 50 crores in January 2020. Post this redemption, the outstanding debentures under Series A1 is 2,000 debentures and under entire 13 series is 5,000 debentures, as on 31 March 2020. In May 2020, your Company has redeemed 600 Series A1 debentures aggregating to Rs. 60 crores. With this redemption, the outstanding Series A1 Debentures is 1,400 debentures aggregating to Rs. 140 crs. and aggregate outstanding debentures is Rs. 440 crs. as on 31 May 2020.

### D. Credit rating

India Ratings and Research Private Limited have placed your Company's Long-Term Issuer Rating of 'IND AA-' on Rating Watch Negative (RWN). The Outlook was Stable.

| Instrument Type       | Issue Size (million) | Rating/Outlook          |
|-----------------------|----------------------|-------------------------|
| Term Loans            | INR 456              | IND AA-/RWN             |
| Fund based limits     | INR 150              | IND AA-/RWN/IND A1+/RWN |
| Non fund based limits | INR 500              | IND AA-/RWN/IND A1+/RWN |
| NCDs                  | INR 4,400            | IND AA-/RWN             |

### E. Management Discussion & Analysis

#### a) Industry structure and developments

With the outbreak of coronavirus and its aggressive progress across the world, several countries have implemented unprecedented measures such as travel bans and lockdowns to mitigate further spread. According to the International Monetary Fund (IMF), the global economy is expected to contract in 2020.

In March 2020, the Government of India implemented complete lockdown. While the effects of COVID-19 on logistics and transportation cannot be ascertained, port and related activities are considered as essential services and therefore container segment is expected to remain intact. Going forward, growth in container traffic will offer multiple business opportunities to contractors, developers, freight forwarders and logistics service providers, technology and equipment suppliers, and container shipping lines.

Major ports in India recorded a marginal growth of 1.12% in cargo handling. Overcoming the impact of Covid-19 pandemic, India's largest container port JNPT maintained its performance and handled over 50 lakh TEUs in FY20. The country's second biggest container port at Chennai handled around 16 Lakh TEUs. The port at Cochin and Visakhapatanam handled over 5 lakh TEUs each.

#### b) Opportunities and threats

Logistics business, being one of the essential services allowed by the Ministry of Home affairs, all the facilities of your Company and its subsidiaries, as a group were operational 24/7 and without any disruption since the beginning of the lockdown. The Group had implemented several measures to secure the continuation of operations while caring for the health and well-being of its employees.

While the pandemic continues to progress and evolve, the full extent of the resulting operational and economic impact on your company cannot be predicted, at this juncture. The measures imposed to contain the pandemic viz. travel bans, lockdowns, restricting movement and non-functioning of many business units have impacted the Exim trade.

Port and related activities being one of the essential services, your company foresees opportunities for expansion and increase in profitability in the growing containerization in Export-Import trade and rail movement, increase in private sector participation in ports and movement of containers by rail, liberalization of Government policies and increase in the country's foreign trade. Your company operates Container Freight Stations at JNPT-Navi Mumbai, Chennai, Krishnapatnam, Visakhapatnam and Cochin. Your Company continues to prune costs through various measures and also augment its equipment for handling and transporting containers. There has been no change in the nature of business of your company during the year.

The subsidiary company, Gateway Rail Freight Limited (GRFL) has expanded its business relating to operating container trains on the Indian railways network. GRFL has put in place a fleet of railway rakes / trailers and ICDs to provide end-to-end solution to customers across the country. GRFL continues to be the leader in Private Container Train Operators. Your Company's cold chain logistics arm, Snowman Logistics Ltd. is a listed company since FY 2014-15. Snowman has expanded its capacity to become a premier player in this emerging business. Competition from existing and new entrants and managing the geographical / capacity expansion present your company with new challenges.

#### c) Segment-wise / Product-wise performance

Your Company's entire business is from inter-modal logistics. There are no other primary / secondary segments in your Company's business.

#### d) Outlook

While the pandemic continues to progress and evolve, the full extent of the resulting operational and economic impact on the company cannot be predicted, at this juncture. Normalization of Exim trade would boost your economy and over the long term, growth in port volumes, direct port delivery movement of containers & resulting increased throughput at our CFSs, increase in volume of rail movement of containers, and growth in the cold chain logistics business are expected to have positive impact on your Company's long term business and profitability.

#### e) Risks and concerns

While your company is taking a precautionary approach to safeguard the health and safety of employees, business partners and members of the public, the Covid-19 pandemic is a cause of major concern. The development of the pandemic and the Government directives to contain its spread could impact the volumes. Increase in fuel costs could result in increase in your Company's major costs of transport and handling of containers. Increase in container traffic vis-à-vis creation of infrastructure at the ports could lead to congestion at ports which would result in decline / delay in the throughput handled by your Company. The revenues of the Company are concentrated on the container volumes handled by major shipping lines and consolidators, who use its CFSs at various locations.

#### f) Internal Control systems and adequacy

Your Company makes use of IT enabled solutions in its operations, accounting and for communication within its facilities and with customers and vendors. Pursuant to Companies (Accounts) Rules, 2014, a control assurance program including internal financial controls (IFC) has been implemented and tested during the year. The control framework had integrated components including control environment, risk assessment, control activity, information and communication and monitoring. The controls were documented, assessed, tested and found satisfactory. The evaluation was carried out under guidance of Chief Financial Officer.

Your Company's accounts and operations are subject to internal audit and review by the Audit

#### Committee of the Board of Directors.

#### g) Financial / Operational Performance

#### **Operations:**

Total income of your company stand-alone from operations & other income during 2019-20 was Rs. 42,635.96 Lakhs (2018-19: Rs. 44,129.80 Lakhs). The Profit before tax and exceptional income for 2019-20 was Rs. 6,018.59 Lakhs (2018-19: Rs. 10,470.33 Lakhs). The Total comprehensive income for 2019-20 was Rs. 6,085.25 Lakhs (2018-19: Rs. 8,807.43 Lakhs). The retained earnings as on 31 March 2020, was Rs. 20,696.99 Lakhs (2018-19: Rs. 24,397.26 Lakhs).

#### Finance:

Your Company has outstanding Term loans of Rs. 4,524.34 Lakhs, loans for transport / handling equipment Rs. 1,265.10 Lakhs and cash credit outstanding Rs. 1,362.97 Lakhs with HDFC Bank Limited as on March 31, 2020. Your Company has been sanctioned cash credit / overdraft facilities / Buyers credit / Bank Guarantee of Rs. 6,500 Lakhs by HDFC Bank Limited. Your Company had raised Rs. 55,000 lakhs during the previous year by issue of non-convertible debentures. In January 2020, your company partly redeemed Series A1 debentures aggregating to Rs. 5,000 lakhs, and as on 31 March 2020, the outstanding debentures was Rs.50,000 lakhs.

#### h) Human Resources

Your Company continued to have cordial and harmonious relations with its employees. Human relations policies were reviewed and upgraded in line with your Company's plans for geographical expansion. Initiatives on training and development of human resources were undertaken. Your Company's staff strength on March 31, 2020 was 247 employees (March 31, 2019: 255 employees).

#### i) Key Financial ratios

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, is given below:

| Particulars                   |            | Standalone |           |            | Consolidated |           |
|-------------------------------|------------|------------|-----------|------------|--------------|-----------|
|                               | FY 2019-20 | FY 2018-19 | Variation | FY 2019-20 | FY 2018-19   | Variation |
| Debtors turnover ratio (days) | 30         | 37         | -17.7%    | 38         | 111          | -65.6%    |
| Interest coverage ratio       | 2.27       | 14.15      | -84.0%    | 3.28       | 12.49        | -73.7%    |
| Current ratio                 | 0.36       | 1.29       | -72.2%    | 0.75       | 1.07         | -30.4%    |
| Debt equity ratio             | 0.79       | 0.85       | -6.0%     | 0.58       | 0.62         | -7.3%     |
| Operating margin              | 0.33       | 0.18       | 78.8%     | 0.24       | 0.19         | 26.8%     |
| Net profit margin             | 0.16       | 0.29       | -43.0%    | 0.07       | 0.12         | -36.4%    |
| Return on net worth           | 0.09       | 0.12       | -27.3%    | 0.08       | 0.27         | -71.5%    |

Reason for variation (>25%):-

#### 1. Standalone

- Interest coverage ratio has reduced due to issue of debentures of Rs. 550 crs in March 2019.
- The current ratio has reduced due to reduction in current investments, cash & bank balances, accrued export incentives and increase in lease liabilities accounted under IND AS 116.
- Operating margin has increased due to increase in export incentive income.
- Net profit margin has reduced due to increase in interest cost on issue of debentures in March 2019.
- Return on net worth has reduced due to increase in interest cost on issue of debentures in March 2019.

#### 2. Consolidated

- Debtors turnover ratio has reduced due to consolidation of Gateway Rail Freight Ltd as subsidiary w.e.f 29 March 2019.
- Interest coverage ratio has reduced due to issue of debentures of Rs. 550 crs in March 2019.
- The current ratio has reduced due to reduction in cash & bank balances, accrued export incentives and increase in lease liabilities accounted under IND AS 116.
- Operating margin has increased due to increase in export incentive income and consolidation of Gateway Rail Freight Ltd as subsidiary w.e.f 29 March 2019.
- Net profit margin has reduced due to increase in interest cost on issue of debentures in March 2019.
- Return on net worth has reduced due to increase in interest cost on issue of debentures in March 2019 and decrease in exceptional items

#### j) Cautionary statement

Statements made in this report, particularly those which relate to Management Discussion and Analysis, describing your Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might vary materially from those either expressed or implied.

#### F. MANAGEMENT Directors Appointment /Re-appointment

(i) Based on the recommendation of the Nomination, Remuneration and ESOP Committee, the Board of Directors had appointed the following Directors as Additional Directors, who hold office till the Annual General Meeting. It is proposed to appoint them at the ensuing Annual General Meeting of your Company.

- Mrs Shukla Wassan (DIN : 02770898) has been appointed as Additional and Independent Director of your Company for a period of two years effective from 12 March 2020.

Mrs. Wassan is the Chairperson of Bottlers Nepal Limited and Bottlers Nepal Terai Limited, Nepal (listed entities). She is a Member of the Board of India Glycols Limited and Snowman Logistcs Limited. She is a member of FICCI Corporate Laws Committee, CII National Committee on Regulatory Affairs and the Secretarial Standards Board of the Institute of Company Secretaries of India. She is the Founder Member of Indian Corporate Counsel Association. Her area of work includes acquisition/sale of undertakings, setting up of new entities in India and Bangladesh, Acquisition & sale of undertaking, Joint Ventures, Strategic Alliances, Fund Structuring, Intellectual Property, Indirect Taxation, Arbitration, Competition Law, Strategic Litigation, Regulatory Affairs, Sustainability & Environment, Secretarial, Corporate Governance & CSR, Public Affairs and Sustainability. She has been a speaker/panelist in a number of National and International Seminar & Conferences. Mrs. Wassan was awarded Excellence in F&B Sector - by Indian Corporate Counsels Association and Legal Team for Initiative of Year by Jury of India Legal Awards. Mrs. Wassan is not related to any Promoter / Promoter Group and Promoter directors.

- Mr Samvid Gupta (DIN: 05320765) has been appointed as Additional Director of your Company.

Mr. Samvid Gupta has a degree in Bachelor of Science in Business Administration (BSBA) from the Boston University Questrom School of Business. He is also Joint Managing Director in Gateway Rail Freight Limited. His experience ranges from M&A, corporate strategy, business development and financial analysis. Mr. Samvid Gupta is related to the Promoter / Promoter Group and Promoter Directors.

(ii) In compliance with Section 152 of the Companies Act, 2013, Mrs. Mamta Gupta, (DIN: 00160916) retire by rotation at the ensuing Annual General Meeting and, being eligible, seeks reappointment as Director. She is the Chairperson of the CSR Committee of the Board and is involved in the CSR initiatives taken by your Company. Mrs. Mamta Gupta is related to the Promoter / Promoter Group and Promoter Directors.

#### **Declaration by Independent Directors**

The independent directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013 and have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) and (7) of the Act along with Rules framed thereunder and Regulation 16 and 25 of the SEBI (LODR) Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

#### Key Managerial Personnel

During the year, the following changes have taken place in the Key Managerial Personnel ("KMP") of your Company:

- Mr. Sachin Surendra Bhanushali, CEO & Whole Time Director of Gateway Rail Freight Ltd (subsidiary of Gateway Distriparks Ltd.) has been appointed as CEO of your Company with effect from 14 August 2019.
- Mr. Sandeep Kumar Shaw has been appointed as the Chief Financial Officer with effect from 14 August 2019.
- Mrs. Veena Nair has been appointed as your Company Secretary & Compliance Officer with effect from 14 August 2019.
- Mr. R. Kumar, Dy. CEO and CFO cum Company Secretary, retired from the services of your Company.

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

During FY 2019-2020, 7 meetings of the Board of Directors were held on 14 May 2019, 14 August 2019, 6 November 2019, 14 November 2019, 27 December 2019, 22 January 2020 and 12 March 2020

#### Committees

The details of the composition of the Committees, meetings held, attendance of Committee Members at such meetings and other relevant details are provided in "Annexure A -Corporate Governance Report".

#### Policy on Directors' Appointment & Remuneration

Your Company has an equal mix of Promoter Directors and Independent Directors on its Board. As at the year end, the Board has eight members consisting of two Executive Directors, one woman Director (Non-Independent) and four independent Directors (including a woman Independent Director).

The details of Nomination and Remuneration Policy, pursuant to Section 178 of the Companies Act, 2013 and applicable regulations of SEBI (LODR) Regulations, 2015 are available on your website and can be accessed by clicking on the web link: http://www.gateway-distriparks.com. No changes have been made in the policy during the year and the remuneration paid to the Directors are as per the terms laid out in the Nomination & Remuneration policy of our Company.

Details of Familiarization Program for Independent Directors, criteria for making payments to Non-Executive Directors and Board Diversity Policy can be accessed by clicking on the web link: http://www.gateway-distriparks.com

#### Annual Evaluation of Board performance

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 the Board has carried out its own performance evaluation. The Nomination and Remuneration Committee assessed and discussed the performance of the Board.

The Independent Directors of your Company at their meeting held on January 21, 2020 (without the presence of Non-Independent Directors and members of Management), reviewed the performance of the Board as a whole and the Board Committees and also evaluated the performance of Non Independent Directors and the Chairman of your Company taking into account the views of Executive Directors and Non-Executive Directors, attendance record, intensity of participation at meetings, Quality of interventions, Special contributions and Inter-personal relationships with other Directors and management.

The Nomination and Remuneration Committee evaluated the performance of the independent directors based on attendance record, intensity of participation at meetings, quality of interventions, special contributions and inter-personal relationships with other Directors and management.

#### Information under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Information under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure F** to this report.

#### Remuneration from Subsidiary company

During the year, Mr. Prem Kishan Dass Gupta, Chairman and Managing Director received Commission / sitting fees from subsidiary company: Gateway East India Private Limited Rs. 5 Lakhs (FY 2018-19 Rs. 3.40 Lakhs). Mr. Ishaan Gupta, Joint Managing Director received Commission / sitting fees from subsidiary company: Gateway East India Private Limited Rs. 5 Lakhs (FY 2018-19 Rs. 3.40 Lakhs).

During the year, Gateway Rail Freight Limited paid Commission / sitting fees to Mr. Prem Kishan Dass Gupta, Chairman and Managing Director Rs. 231 Lakhs (FY 2018-19 Rs. 485 Lakhs) and to Mr. Ishaan Gupta, Joint Managing Director Rs. 21 Lakhs (FY 2018-19 Rs. 40 Lakhs).

During the year, Gateway Distriparks (Kerala) Limited paid sitting fees to Mr. Prem Kishan Dass Gupta, Chairman and Managing Director Rs. 4 Lakhs (FY 2018-19 Rs. 2 lakhs)

#### **Directors Responsibility Statement**

Pursuant to the requirements of Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:-

- i. in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. such accounting policies as mentioned in Note 1 of the Annual Accounts have been applied consistently and judgments and estimates that are reasonable and prudent made, so as to give a true and fair view of the state of affairs of your Company for the financial year ended 31st March 2020 and of the profit of your Company for that period.
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- iv. the annual accounts for the year ended 31st March 2020 have been prepared on a going concern basis.

- v. your company has laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively.
- vi. proper systems to ensure compliance with the provisions of all applicable laws are devised and such systems are adequate and operating effectively.

#### G) CORPORATE GOVERNANCE

As a listed Company, necessary measures are taken to comply with the listing agreements with the Stock Exchanges. The various policies related to Prevention of insider trading, Code of Conduct, Determining material events for disclosure, Document preservation & archival of documents and other Corporate policies can be accessed by clicking on the web link: http://www.gateway-distriparks.com. A report on corporate governance and certificate of compliance from the Auditors are given as Annexure A of this Report.

#### H) BUSINESS RESPONSIBILITY REPORT

Business Responsibility report for the FY 2019-20 is attached as Annexure H

#### I) Listing of Equity Shares

Your Company's Equity shares are listed on the BSE Limited, Mumbai situated at Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001 and the National Stock Exchange of India Ltd. situated at Exchange Plaza, Bandra Kurla Complex, Mumbai - 400 051. Your Company has made up-to-date payment of the listing fees.

#### K) Auditors

At the 23rd AGM held on 2 August 2017 the Members approved appointment of S. R. Batliboi & Co. LLP, Firm Registration No.301003E / E300005, Chartered Accountants as Statutory Auditors of your Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 28th AGM in calendar year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

#### L) STATUTORY INFORMATION

#### Extracts of Annual Return under Section 92(3)

Particulars of the Annual report under Section 92 (3) of the Companies Act, 2013 are given in Form MGT-9, which is annexed to this Report as Annexure B.

#### Audit Reports

There are no qualifications, reservations or adverse remarks or disclaimers in the Auditors report or Secretarial Audit report. Secretarial Audit Report from M/s. S. N. Ananthasubramanian & Co., Practising Company Secretaries, is annexed to this Report as Annexure C.

#### Public Deposits

Your Company has not accepted any deposits from public and as such no amount on account of

principal or interest on public deposits was outstanding as on the date of the balance sheet.

#### Particulars of loans, guarantees or investments

| Particulars of loans, guarantees and investments under section 186 of Companies Act, 2013  | Rs. Lakhs<br>As at<br>31.03.2020 |
|--|----------------------------------|
| Investments  |                                  |
| 80,00,000 Equity Shares of Rs. 10 each in Gateway East India Private Limited (100% Subsidiary)   | 1,484.00                         |
| 1,38,30,000 Equity Shares of Rs. 10 each in Gateway Distriparks (Kerala)<br>Limited (Subsidiary) including equity component of Zero Coupon<br>Redeemable Preference Shares | 1,460.57                         |
| 1,66,72,199 Zero Coupon Redeemable Preference Shares of Rs. 10 each in Gateway Distriparks (Kerala) Limited (Subsidiary)   | 2,287.19                         |
| 20,11,99,798 Equity Shares of Rs. 10 each in Gateway Rail Freight Limited (Subsidiary)   | 20,511.32                        |
| 12,00,00,000 Compulsory Convertible Preference Shares of face value Rs.<br>24.65 each of Gateway Rail Freight Limited (Subsidiary)   | 70,565.69                        |
| 100 Equity Shares of Rs. 25 each in Gateway Rail Freight Limited (Subsidiary)  | 0.03                             |
| 6,72,54,119 Equity Shares of Rs. 10 each in Snowman Logistics Limited (Associate)  | 10,416.99                        |
|  |                                  |
| Guarantees for loans   |                                  |
| Guarantee given for loan from KSIDC to Gateway Distriparks (Kerala)<br>Limited (Subsidiary)  | 238.94                           |
| Guarantee given for Credit facility from HDFC Bank to Gateway East India<br>Private Limited (Subsidiary)   | 1,100.00                         |
| Guarantee given for loan from HDFC Bank Limited to Gateway Rail Freight<br>Limited (Subsidiary)  | 11,627.58                        |

#### Particulars of contracts or arrangements with related parties

Particulars of contracts or arrangements with related parties referred to in Section 188 (1) of the Companies Act, 2013 are given in Form AOC-2, which is annexed to this Report as Annexure D. Details of policy for determining material subsidiaries and the policy for dealing with related party transactions can be accessed by clicking on the web link: http://www.gateway-distriparks. com

#### Corporate Social Responsibility (CSR)

Particulars of Corporate Social Responsibility (CSR) activities are given in the Form, which is annexed to this Report as Annexure E.

#### **Disclosure requirements**

Your Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. There have been no material changes and commitments which affected the financial position of your Company which have occurred between the end of the financial year and the date of this report. 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 your Company and its future operations.

#### **Risk Management Policy**

The Board of Directors has put in place a Risk Management policy for your Company, which includes business risks, market risks, event risks and IT / financial/ interest rate / liquidity, risks and the structure, infrastructure, processes, awareness and risk assessment / minimization procedures. The elements of the risk, which in severe form can threaten Company's existence, have been identified by the Board of Directors. The risks have been prioritized based on risk analysis and process to identify emerging risks are in place. Your Company has in place measures for Business Continuity, Disaster recovery and Information security. A control assurance program covering internal financial controls (IFC) has been implemented and tested during the year. Details of the Risk Management Policy can be accessed by clicking on the web link: http://www.gateway-distriparks.com

#### Vigil Mechanism

Your Company has adopted a Whistle Blower Policy, details of which can be accessed by clicking on the web link: http://www.gateway-distriparks.com. Under this policy employees are encouraged to report financial irregularities, fraud, violation of laws and Company's Code of conduct. The policy provides for protection of the whistle blower for disclosures. No individual in your Company has been denied access to the Audit Committee or its Chairman. Audit Committee has periodically reviewed the functioning of Vigil Mechanism.

# Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

Your 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 & Redressal) Act, 2013. A committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Your Company did not receive any sexual harassment complaints during the year.

#### Subsidiaries / Associates

Information about subsidiaries / Associate / Joint Venture are given in Form AOC-1, which is annexed as Annexure G to this report. During the year, your Company sold its entire shareholding in wholly owned subsidiary Chandra CFS and Terminal Operators Private Limited (35,83,945 equity shares of face value Rs. 100 each) to Team Global Logistics Private Ltd for a total consideration of Rs 4,841.49 lakhs.

#### INVESTOR EDUCATION AND PROTECTION FUND:

During the year 2019-20, your Company has transferred Rs. 11.70 lakhs to the Investor Education and Protection Fund (IEPF). Your Company also transferred 4,221 equity shares of face value of Rs. 10/- each in respect of which dividend has not been paid or claimed for seven consecutive years or more to demat account of the IEPF Authority as required under Sections 124 and 125 of the Act read with Rules framed thereunder. During the period April - May 2020, your Company has transferred Rs. 5.18 lakhs to IEPF and transferred 1,754 equity shares to the demat account of the IEPF Authority.

Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, your Company has uploaded the details of unpaid/unclaimed amounts lying with your Company on your Company's website www.gateway-distriparks.com.

Transfer of Unpaid/Unclaimed Dividend/Shares to Investor Education and Protection Fund:

| Dividend Particulars   | Date of meeting | Due for transfer to IEPF |
|------------------------|-----------------|--------------------------|
| GDL II INT DIV 2012-13 | 08-Mar-13       | Apr-20                   |
| GDL INT DIV 2013-14    | 25-Oct-13       | Nov-20                   |
| GDL II INT DIV 2013-14 | 01-May-14       | Jun-21                   |
| GDL INT DIV 2014-15    | 05-Aug-14       | Sep-21                   |
| GDL II INT DIV 2014-15 | 29-Apr-15       | May-22                   |
| GDL I INT DIV 2015-16  | 03-Feb-16       | Mar-23                   |
| GDL II INT DIV 2015-16 | 27-Apr-16       | Jun-23                   |
| GDL I INT DIV 2016-17  | 10-Nov-16       | Dec-23                   |
| GDL II INT DIV 2016-17 | 18-May-17       | Jun-24                   |
| GDL I INT DIV 2017-18  | 09-Nov-17       | Dec-24                   |
| GDL II INT DIV 2017-18 | 16-May-18       | Jun-25                   |
| GDL I INT DIV 2018-19  | 14-May-19       | Jun-26                   |
| GDL I INT DIV 2019-20  | 12-Mar-20       | Apr-27                   |

#### Demat Suspense Account

|   | No. of shareholders | No. of Shares |
|---|---------------------|---------------|
| No. in Suspense Account at beginning of the year                        | 1                   | 112           |
| No. of shares transferred from Suspense Account during the year to IEPF | -                   | -             |
| No. in Suspense Account at end of the year**                            | 1                   | 112           |
| Voting rights on above shares are frozen till claimed by right          | tful owner          |               |

**\*\*** Documents awaited from the shareholders

#### Disclosure under Section 134 (3) (m) Conservation of Energy

Your Company continues to give highest priority for conservation of energy by using a mix of technology changes, process optimization methods and other conventional methods, on an on-going basis.

#### **Technology Absorption**

Your Company continues to lay emphasis on development and innovation of in-house technological and technical skills to meet the specific customer requirements. Efforts are also being made to upgrade the existing standards and to keep pace with the advances in technological innovations.

#### Foreign Exchange Earnings and Outgo

i) Expenditure in foreign currency: Rs. 39.26 Lakhs (2018-19: Rs. 93.10 Lakhs) (including Capital items)
ii) Earnings in foreign currency : Nil

Pursuant to Section 129 of the Companies Act, 2013, the attached Consolidated Financial Statements of your Company and all its Subsidiaries and Associate Company have been prepared in accordance with the applicable Ind AS provisions. The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders seeking such information at any point of time.

The annual accounts of the subsidiary companies are kept for inspection by any shareholders in the registered offices of your company and its subsidiary companies. A copy of the accounts of subsidiaries shall be made available to shareholders on request.

#### Acknowledgements

The Board of Directors thanks all the stakeholders of your Company including its customers, shareholders, bankers, vendors for their continued support and assistance and look forward to having the same support in future endeavors. The Directors also place on record, their sincere appreciation for significant contributions made by the employees towards the success and growth of your Company.

For and on behalf of the Board of Directors

Place: New Delhi Date: 5-June-2020 PREM KISHAN DASS GUPTA Chairman & Managing Director DIN: 00011670

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# Report On Corporate Governance

#### 1. Company's Philosophy of Corporate Governance

Gateway Distriparks Limited (hereinafter referred to as "Company" or "GDL") is committed to adopt best Corporate Governance practices and endeavour continuously to implement the code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance shareholders value without compromising in any way in compliance with laws and regulations. The Company has made Corporate Governance a practice and a process of development right across the Company.

#### 2. Board of Directors

#### i. Composition

The Company continues to have diversity in knowledge, experience, background, ethnicity and gender in its Directors on the Board. A diverse Board helps achieve corporate goals by improving Corporate Governance, decision making and bringing a broader perspective in all strategic and significant matters. As on March 31, 2020, the Board of Directors of the Company comprises of eight Directors. Apart from the Managing Director and Joint Managing Director, all the other six Directors are Non-Executive Directors. There are four Independent Directors on the Board.

#### ii. Changes during the year

During the year, two Directors, Mrs. Shukla Wassan and Mr. Samvid Gupta were appointed to the Board of Directors. Mrs. Shukla Wassan was appointed as Additional Director (Independent-Non-executive) for a term of two years. Mr. Samvid Gupta was appointed as Additional Director (Non- Executive).

#### iii. Role of Independent Directors

Independent Directors have an important role in the decision-making process of the Board and in strategic initiatives of the Company. The Independent Directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, administration, finance, infrastructure and logistics related matters. Their knowledge and experience helps the Board to take decisions with varied, unbiased and independent perspective. During the year under review, the Independent Directors met on 21 January 2020, without the presence of Non-Independent Directors or members of Management. At the meeting the Independent Directors: (a) evaluated the performance of Non-independent directors, Chairman of the Company, Board of Directors as a whole and the Board committees (b) evaluated the quality, quantity and flow of information between the management and the Board. All the Independent Directors were present at the meeting. Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act, the Listing Regulations and are independent of the Management. The Company has a familiarization program for its Independent Directors. The objective of the program is to familiarize the directors to the operations and business of the Company. Familiarization program can be accessed by clicking on the web link: http://www.gateway-distriparks.com.

#### iv. Inter-se relationships among Directors

Mr. Prem Kishan Dass Gupta, Chairman and Managing Director and Mrs. Mamta Gupta, Director, are the parents of Mr. Ishaan Gupta, Joint Managing Director and Mr, Samvid Gupta, Additional Director (Non-Executive). Except for this, none of the other Directors of the Company are inter-se related to each other.

# v. Attendance of each Director at the Board Meetings and the last Annual General Meeting AGM):

| Name of Director                                      | Category of<br>Directorship | No. of Board<br>Meetings<br>attended | Attendance at the last AGM |
|---|-----------------------------|--------------------------------------|----------------------------|
| Mr. Prem Kishan Dass Gupta                            | Chairman and MD             | 7                                    | YES                        |
| Mrs. Mamta Gupta                                      | NED                         | 7                                    | YES                        |
| Mr. Ishaan Gupta                                      | Joint Managing<br>Director  | 7                                    | YES                        |
| Mr. Samvid Gupta<br>(appointed w.e.f 12 March 2020)   | NED                         | 1                                    | N.A.                       |
| Mr. Shabbir Hassanbhai                                | NED (I)                     | 6                                    | YES                        |
| Mr. Bhaskar Avula Reddy                               | NED (I)                     | 6                                    | YES                        |
| Mr. Arun Kumar Gupta                                  | NED (I)                     | 7                                    | YES                        |
| Mrs. Shukla Wassan<br>(appointed w.e.f 12 March 2020) | NED (I)                     | -                                    | N.A.                       |

Note:

NED (I) - Non-Executive Director - Independent NED - Non-Executive Director MD - Managing Director vi) Number of other Boards of Directors or Board Committees where Directors of the Company are a Director/ Member/ Chairman as on 31 March 2020:

| Name of Director  | No. of Director-<br>ships in other<br>Boards * | Name of the other listed<br>Company where the person<br>is a Director & category of<br>directorship | No. of Mem-<br>berships in<br>other<br>Board Com-<br>mittees ** | No. of<br>Chairmanships<br>in other Board<br>Committees** |
|---|--|---|---|---|
| Mr. Prem Kishan Dass<br>Gupta                             | 4  | Snowman Logistics Limited.,<br>Chairman - Non-executive<br>Director                                 | 1   | 1   |
| Mrs. Mamta Gupta  | 2  | Snowman Logistics Limited.,<br>Non-executive Director   | -   | -   |
| Mr. Ishaan Gupta  | 2  | -   | -   | -   |
| Mr. Samvid Gupta<br>(appointed w.e.f. 12<br>March 2020)   | 1  | -   | 1   | -   |
| Mr. Shabbir Hassanbhai                                    | 3  | Snowman Logistics Limited.,<br>Independent Director   | -   | 2   |
| Mr. Bhaskar Avula Reddy                                   | 2  | Snowman Logistics Limited.,<br>Independent Director   | -   | 2   |
| Mr. Arun Kumar Gupta                                      | 2  | Snowman Logistics Limited.,<br>Independent Director   | 2   | -   |
| Mrs. Shukla Wassan<br>(appointed w.e.f. 12<br>March 2020) | -  | -   | -   | -   |

\* Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 25 of the Companies Act, 1956 / Section 8 of the Companies Act, 2013 are not included in the above table.

\*\* Includes only Audit Committee and Stakeholders Relationship Committee

#### vii) Board expertise / skill matrix

GDL Board comprises of qualified members having the skill and expertise required in the logistics sector. Their expertise and competence plays an active part in shaping the Company's vision, mission and strategies. GDL Board's combined skill has the following attributes

- Effective management and leadership skills
- Knowledge and experience in the logistics and service sector
- Experience in developing and implementing strategies to grow market share
- Experience in maintaining board and management accountability and observe good corporate governance.

GDL Directors collectively possess the above skills and expertise in various fields including the logistics sector enabling them to promote the Company's vision through well planned strategies. Mr. Prem Kishan Dass Gupta, Chairman and Managing Director, Mr. Ishaan Gupta, Joint Managing Director, Mrs. Mamta Gupta, and Mr. Samvid Gupta, jointly have the knowledge and expertise in the logistics and service sector and are actively involved in the business development, operations and strategies in the three verticals of the Group. The Independent Directors, Mr. Shabbir Hassanbhai, Mr. Bhaskar Avula Reddy, Mr. Arun Kumar Gupta and Mrs. Shukla Wassan, with their diverse domain knowledge, together brings in the expertise in the fields of finance, taxation, management and corporate governance.

viii) Details of Board Meetings held during the year April 1, 2019 to March 31, 2020:

| Sr. No. | Date      |
|---------|-----------|
| 1       | 14-May-19 |
| 2       | 14-Aug-19 |
| 3       | 06-Nov-19 |
| 4       | 14-Nov-19 |
| 5       | 27-Dec-19 |
| 6       | 22-Jan-20 |
| 7       | 12-Mar-20 |

ix) Details of Directors seeking appointment/re-appointment at the forthcoming AGM.

#### Mrs. Shukla Wassan

Based on the recommendation of the Nomination, Remuneration & ESOP committee, Mrs. Shukla Wassan was appointed as an Additional Director (Independent) with effect from 12 March 2020 for a term of two years.

Mrs. Shukla Wassan, aged 60 years, is a graduate in Commerce (Honors) & Law from Calcutta University, Fellow Member of Institute of Company Secretaries of India and Member of the Chartered Institute of Arbitrators, UK. Her expertise includes Joint Venture, Refranchising, Strategic Alliances, Fund Structuring, Intellectual Property, Indirect Taxation, Competition Law, Arbitration, Corporate Governance, POSH and Corporate Social Responsibilities.

#### Mr. Samvid Gupta

Based on the recommendation of the Nomination, Remuneration & ESOP committee, Mr. Samvid Gupta, was appointed as an Additional Director (Non-Executive) with effect from 12 March 2020.

Mr. Samvid Gupta, aged 27 years, has a degree in Bachelor of Science in Business Administration (BSBA) from the Boston University Questrom School of Business. He is also Joint Managing Director in Gateway Rail Freight Limited. His experience ranges from M&A, corporate strategy, business development and financial analysis. Mr. Samvid Gupta is related to Mr. Prem Kishan Dass Gupta, Chairman and Managing Director, Mr. Ishaan Gupta, Joint Managing Director and Mrs. Mamta Gupta, Director.

#### Mrs. Mamta Gupta

Mrs. Mamta Gupta, who retires by rotation, seeks re-appointment at the ensuing Annual General Meeting.

Mrs. Mamta Gupta, aged 53 years, holds a degree in Bachelor of Commerce. Mrs. Gupta has been a member of the Board since 2015. She is the Chairperson of the CSR Committee of the Board and is involved in the CSR initiatives taken by the company. Mrs. Gupta is related to Mr. Prem Kishan Dass Gupta, Chairman and Managing Director, Mr. Ishaan Gupta, Joint Managing Director and Mr. Samvid Gupta, Additional Director.

#### 3. Audit Committee

i) Composition, number of Meetings and Attendance

The Audit Committee comprises of four Directors, of which three are Independent Directors. Mr. Shabbir Hassanbhai (Independent director) is the Chairman of the Audit Committee. Mr. Prem Kishan Dass Gupta, Mr. Bhaskar Avula Reddy (Independent Director) and Mr. Arun Kumar Gupta (Independent director) are the other Members of the Committee.

During the year, four Audit Committee Meetings were held on 14 May 2019, 14 August 2019, 14 November 2019 and 22 January 2020. Attendance of each Audit Committee Member at the Audit Committee Meetings was as under:

| Sr. No. | Name of Directors who are/ were members of the Audit<br>Committee during FY 2019-20 | No. of Meetings<br>attended |
|---------|---|-----------------------------|
| 1       | Mr. Shabbir Hassanbhai, Chairman  | 4                           |
| 2       | Mr. Prem Kishan Dass Gupta  | 4                           |
| 3       | Mr. Bhaskar Avula Reddy   | 4                           |
| 4       | Mr. Arun Kumar Gupta  | 4                           |

All members of the Audit Committee, except Mr. Prem Kishan Dass Gupta, are Non-Executive Directors. The Internal Auditors and Statutory Auditors are invitees to the meeting. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

#### ii) Terms of Reference

Audit Committee is governed by terms of reference which is in accordance with the regulatory requirements mandated under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference are as follows:

- a. Oversee our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Discuss with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- c. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- d. Regular review of accounts, changes in accounting policies and reasons for the same etc.
- e. Review of the major accounting entries, based on exercise of judgment by management
- f. Review of significant adjustments arising out of audit.

- g. Review of qualifications in the draft audit report.
- h. Examination of the financial statements and auditors report thereon.
- i. Establishing and reviewing the scope of the independent audit including the observations of the auditors and review of the quarterly, half-yearly and annual financial statements before submission to the Board.
- j. Review 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.
- k. The Committee shall have post audit discussions with the Independent auditors to ascertain any area of concern.
- l. Establish the scope and frequency of internal audit, reviewing the findings of the internal auditors and ensuring the adequacy of internal control systems, evaluation of internal financial controls and risk management systems.
- m. 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 and reporting structure coverage.
- n. Look into the matters pertaining to the Director's Responsibility Statement with respect to compliance with Accounting Standards and accounting policies.
- o. Review, with the management, prior to submission to the board for approval, disclosure of any related party transactions, or any subsequent modification of transactions of our Company with related parties.
- p. Scrutiny of inter-corporate loans and investments.
- q. Valuation of undertakings or assets of our Company, wherever it is necessary.
- r. Compliance with Stock Exchange and other legal requirements concerning financial statements, to the extent applicable.
- s. Review, with the management, performance of statutory and internal auditors.
- t. Recommending to the Board the Appointment, terms of appointment, reappointment, replacement or removal and fixing of audit fees of statutory auditors and internal auditors.
- u. Approval of payment to the statutory auditors for any other services rendered by them.
- v. Look into the reasons for substantial defaults in the payment to the depositories, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- w. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- x. Look into the functioning of the Whistle Blower mechanism.
- y. Monitoring the end use of funds raised through public offers and related matters.
- z. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Audit Committee.

#### 4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of four Directors, of which three are Independent Directors. Mr. Bhaskar Avula Reddy, (Independent director) is the Chairman of the Nomination and Remuneration Committee. Mr. Prem Kishan Dass Gupta (Managing Director), Mr. Shabbir Hassanbhai (Independent Director) and Mr. Arun Kumar Gupta (Independent director) are the other Members of the Committee.

During the year, three meetings of the Nomination and Remuneration Committee were held on 14 May 2019, 14 Aug 2019 and 21 January 2020. Attendance of each Committee Member at the Nomination and Remuneration Committee Meetings was as under:

| Sr. No. | Name of Directors who are/ were members of the Committee during FY 2019-20 | No. of Meetings<br>attended |
|---------|--|-----------------------------|
| 1       | Mr. Bhaskar Avula Reddy, Chairman  | 3                           |
| 2       | Mr. Prem Kishan Dass Gupta   | 3                           |
| 3       | Mr. Bhaskar Avula Reddy  | 3                           |
| 4       | Mr. Arun Kumar Gupta   | 3                           |

Nomination and Remuneration Committee is governed by terms of reference which is in accordance with the regulatory requirements mandated under Companies Act, 2013. The terms of reference are as follows:

- a. Formulate criteria to determine and evaluate qualifications, positive attributes and independence of a Director and recommend to Board policy relating to remuneration to Directors, Key Managerial personnel and other employees. The policy should ensure that the remuneration is reasonable and sufficient to attract, retain and motivate directors of a quality required to run the company successfully, the remuneration and performance are suitably benchmarked and the remuneration is a balance of fixed pay and incentives required to achieve the periodic performance objectives.
- b. Identify persons qualified to be Directors / Senior Management as per the criteria and recommend their appointment / removal to Board and evaluate every Director's performance (including Independent Directors).
- c. Devising policy on Board diversification
- d. Remuneration / commission payable to directors
- e. Managerial remuneration
- f. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- g. Grant of stock options under the Employees Stock Option Scheme
- h. Frame policies to attract, motivate & retain personnel
- i. Other functions of a Nomination, Remuneration & ESOP Committee as required / recommended in the Listing Agreement

The criteria for performance evaluation of Non-Executive Directors can be accessed by clicking on the web link: http://www.gateway-distriparks.com The Nomination, Remuneration and Evaluation policy is uploaded on the website. Presently, the Company does not pay any remuneration to any Non-Executive Director other than commission and sitting fees for attending Board meeting. The actual amount of commission payable to each Director is decided by the Board, based on the recommendations of the Nomination and Remuneration Committee.

Details of remuneration paid to the executive and non-executive directors for the year April 1, 2019 to March 31, 2020

| Name of the Director          | Salary and<br>Benefits | Commission<br>(in Rs. Lakhs) | Sitting<br>fees (in Rs.<br>Lakhs) | Prerequi-<br>sites and<br>contribu-<br>tions to RE | Terms of Appointment  |
|-------------------------------|------------------------|------------------------------|-----------------------------------|--|---|
| Mr. Prem Kishan Dass<br>Gupta | NIL                    | 225.00                       | 7.00                              | NIL  | 5 years w.e.f July 20,2017  |
| Mrs. Mamta Gupta              | NIL                    | 12.00                        | 7.00                              | NIL  | N.A.  |
| Mr. Ishaan Gupta              | NIL                    | 300.00                       | 7.00                              | NIL  | 5 years w.e.f Feb 8, 2017   |
| Mr. Shabbir Hassanbhai        | NIL                    | 25.00                        | 6.00                              | NIL  | Appointed as Independent<br>Director for 5 years upto 22-<br>Sept 2021  |
| Mr. Bhaskar Avula Reddy       | NIL                    | 12.00                        | 6.00                              | NIL  | Appointed as Independent<br>Director for 5 years upto 30-<br>April 2021   |
| Mr. Arun Kumar Gupta          | NIL                    | 12.00                        | 7.00                              | NIL  | Appointed as Independent<br>Director for 5 years upto 26-<br>April 2021   |
| Mrs. Shukla Wassan            | NIL                    | -                            | -                                 | NIL  | Appointed as additional<br>Independent Director for 2<br>years w.e.f. 12- March 2020,<br>subject to confirmation at the<br>next General Meeting |
| Mr. Samvid Gupta              | NIL                    | -                            | 1.00                              | NIL  | Appointed as additional<br>Independent Director to hold<br>office till the next General<br>Meeting  |

#### 5. Stakeholders Relationship Committee

#### i) Composition

The Stakeholders Relationship Committee comprises of four Directors, of which three are Independent Directors. Mr. Bhaskar Avula Reddy (Independent director) is the Chairman of the Stakeholders Relationship Committee. Mr. Prem Kishan Dass Gupta, Mr. Shabbir Hassanbhai (Independent Director) and Mr. Arun Kumar Gupta (Independent director) are the other Members of the Committee. During the year, four Stakeholders Relations Committee Meetings were held on 14 May 2019, 14 August 2019, 14 November 2019 and 21 January 2020. Attendance of each Stakeholders Relationship Committee Member at the Stakeholders Relationship Committee Meetings was as under:

| Sr. No. | Name of Directors who are/ were members of the Stakeholders<br>Relationship Committee during FY 2019-20 | No. of Meetings<br>attended |
|---------|---|-----------------------------|
| 1       | Mr. Bhaskar Avula Reddy, Chairman   | 4                           |
| 2       | Mr. Prem Kishan Dass Gupta  | 4                           |
| 3       | Mr. Shabbir Hassanbhai  | 4                           |
| 4       | Mr. Arun Kumar Gupta  | 4                           |

#### ii) Terms of Reference

The terms of reference of this Committee cover matters specified under the SEBI (Listing and Other Disclosure Requirements) Regulations and the Companies Act, 2013, of India. The role of Stakeholders Relations Committee, inter alia, includes:

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

Mrs. Veena Nair, Company Secretary.

iv) Complaints

No complaints were received during the year under review. All the complaints have been resolved to the satisfaction of the shareholders. There is no complaint pending as on March 31, 2020. There were no Share Transfers pending as on March 31, 2020.

#### 6. Corporate Social Responsibility Committee

i) Composition

The Corporate Social Responsibility Committee comprises of three Directors. Mrs. Mamta Gupta is the Chairman of the Corporate Social Responsibility Committee. Mr. Prem Kishan Dass Gupta and Mr. Bhaskar Avula Reddy (Independent director) are the other Members of the Committee.

During the year, two meetings of the Corporate Social Responsibility Committee was held on 14 November 2019 and 22 January 2020. Attendance of each Corporate Social Responsibility Comittee Member at its meeting was as under:

| Sr.<br>No. | Name of Directors who are/ were members of the<br>Corporate Social Responsibility Committee during FY 2019-<br>20 | No. of Meetings<br>attended |
|------------|---|-----------------------------|
| 1          | Mrs. Mamta Gupta, Chairman  | 2                           |
| 2          | Mr. Prem Kishan Dass Gupta  | 2                           |
| 3          | Mr. Bhaskar Avula Reddy   | 2                           |

#### ii) Terms of Reference

The terms of reference of this Committee cover matters specified under the SEBI (Listing and Other Disclosure Requirements) Regulations and the Companies Act, 2013, of India. The role of Corporate Social Responsibility Committee, inter alia, includes:

- (a) Approve of Corporate Social Responsibility (CSR) strategies, recommend activities to be undertaken and the amount to be incurred, implementation of the CSR initiatives
- (b) Identify the areas of CSR activities and recommend the amount of expenditure to be incurred on such activities.
- (c) Coordinate with such agencies for implementing programs and executing initiatives as per CSR policy.

#### iii) Compliance Officer

Mrs. Veena Nair, Company Secretary.

#### 7. General Body Meetings

i) Location and time where last three Annual General Meetings were held:

| Financial Year | Date               | Time       | Venue  | Special<br>resolutions passed   |
|----------------|--------------------|------------|--|---|
| 2018-2019      | August 13,<br>2019 | 11.15 a.m. | Navi Mumbai Sports<br>Association, Near MGM<br>Hospital, Sector 1A, Vashi,<br>Navi Mumbai - 400 703  | 1 special resolution passed.<br>To approve payment of<br>remuneration to Executive<br>Directors who are promoters or<br>members of promoter group in<br>excess of the limits specified in<br>the SEBI (LODR) Regulations. |
| 2017-2018      | July 30, 2018      | 2.30 p.m.  | Silver Jubilee Hall, Second<br>floor, Navi Mumbai Sports<br>Association, Near MGM<br>Hospital, Sector 1A, Vashi,<br>Navi Mumbai - 400 703  | No special resolution passed  |
| 2016-2017      | August 2,<br>2017  | 2.30 p.m.  | -Silver Jubilee Hall, Second<br>floor, Navi Mumbai Sports<br>Association, Near MGM<br>Hospital, Sector 1A, Vashi,<br>Navi Mumbai - 400 703 | No special resolution passed  |

- ii. No Extraordinary General Meeting (EGM) was held during the last three financial year. i.e. 2019-20, 2018-19 and 2017-18.
- iii. A special resolution seeking the members consent to and ratify the pledge of securities held in the subsidiaries and associate companies, as security for the secured non-convertible debentures issued was put up, through Postal Ballot. Postal Ballot notice dated 4 April 2019 and the Postal Ballot form were dispatched through (a) electronic mail to the members whose email IDs are registered in the records of depository participants / Company and (b) physical mode, along with a postage prepaid self-addressed Business Reply envelope to the other members (whose email IDs are not registered). Approval of the shareholders of the Company were sought by Postal Ballot, including voting by electronic means. The Company had published a notice in the newspaper on 10 April 2019 in "Business Standard" and "Sakal" in compliance with the provisions of the Companies Act, 2013. The e-voting commenced from Thursday, 11 April 2019 (9.00 a.m. (IST) and ended on Saturday, 11 May 2019 5.00 p.m. (IST). The voting rights of members were reckoned on the paid-up value of shares registered in the name of the Members on Friday, 5 April 2019 (cut-off date). The Board of Directors had appointed Ms. Ashwini Vartak (Membership No. 29463) and failing her Ms. Alpana Pobi, (Membership No. 29905) of M/s. S N Ananthasubramanian & Co., Company Secretaries, as Scrutinizer for conducting Postal Ballot / e-voting process in a fair and transparent manner.

The Scrutinizer had submitted her report on voting by Postal Ballot on 11 May 2019. The results were displayed on the website of the Company (www.gateway-distriparks.com) and communicated to the Stock Exchanges. The resolution was considered as passed on 11 May 2019 being the last date for receipt of duly completed postal ballot forms or e-voting.

| The  | details | of the | voting | pattern | are | given | helow: |
|------|---------|--------|--------|---------|-----|-------|--------|
| ITTE | uctans  | UI UIC | voting | pattern | are | given | Delow. |

| Resolution   | Votes in favor of | Votes against |
|--|-------------------|---------------|
| To consent to and ratify the pledge of securities held<br>in subsidiaries and associate company of the Company<br>in accordance with Section 180(1)(a) of the Companies<br>Act, 2013 read with Regulation 24(5) and 24(6) of<br>the Securities and Exchange Board of India (Listing<br>Obligations And Disclosure Requirements) Regulations,<br>2015 | 61,026,121        | 7,253,314     |

#### 8. Disclosures

- i) The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/ strictures have been imposed against it in the last three years.
- ii) No employee including key managerial personnel or director or promoter of the Company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution:
- iii) The policy for determining 'material subsidiaries' can be accessed by clicking on the web link: http://www.gateway-distriparks.com
- iv) There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large. The register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Transactions with the related parties are disclosed in Note 27 to the standalone financial statements in the Annual Report. During the year, there were no transactions with any person or entity belonging to the promoter /promoter group, who holds 10% or more

shareholding in the company. The policy relating to related party transactions can be accessed by clicking on the web link: http://www.gateway-distriparks.com

- v) The Boad has formulated a Vigil mechanism for the Directors and employees of the Company. No personnel has been denied access to the Audit Committee. The Vigil Mechanism is displayed at the Company's website (www.gateway-distriparks.com). 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 & Redressal) Act, 2013. A committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaints during the year.
- vi) The Internal Auditors of the Company reports directly to the Audit Committee.
- vii) The Board of Directors have reviewed and confirmed that the Independent Directors on the board of the Company, fulfill the conditions specified in SEBI (Listing and Other Disclosure Requirements) Regulations and the Companies Act, 2013, of India. There has been no change in the circumstances affecting their status as independent directors of the Company
- viii) The Company had raised Rs. 55,000 lakhs by issue of 5,500 Rated, Listed, Secured and Redeemable Non-Convertible Debentures in March 2019. The proceeds of the issue were utilized to acquire Compulsory Convertible Preference Shares held by Blackstone in Gateway Rail Freight Limited (subsidiary) and for setting aside the debt service reserve amount. During the year, the Company redeemed 500 debentures and the outstanding as on 31 March 2020 is 5,000 Rated, Listed, Secured and Redeemable Non-Convertible Debentures. Quarterly Interest on the Non-Convertible debentures have been paid on time.
- ix) A certificate from the practicing company secretary that none of the directors on board of the company have been debarred or disqualified from being appointed or continuing as directors by SEBI / MCA or any such statutory authority is annexed to this report. (refer Schedule D)
- x) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

| Total fees paid to Statutory auditor for all services rendered to the Company and its subsidiaries on consolidated basis                                     | Amount<br>(Rs lakhs) |
|--|----------------------|
| Fees for audit and related services paid to S. R. Batliboi & Affil-<br>iate firms and to entities of the network of which the statutory<br>auditor is a part | 79.00                |
| Other fees paid to S. R. Batliboi & Affiliate firms and to entities of the network of which the statutory auditor is a part                                  | 1.50                 |

xi. The Company is in compliance with corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation46 of SEBI (LODR) Regulations, 2015

#### 9. Debentures

The Company had issued 5,500 rated, secured, redeemable, non-convertible debentures of face value Rs. 10 lakhs each aggregating to Rs. 550 crores, in March 2019. The debentures were issued on private placement basis through Electronic Book Mechanism using the BSE Bond platform. The Issue opened & closed on: 27 Mar 2019 and the Allotment date was 28 March 2019. The Debentures were issued in 13 series carrying coupon rates - 11.25% & 11.50%. The debentures are listed at BSE Limited. The credit rating agency - India Ratings has placed the Company's Long-Term Issuer Rating of 'IND AA-' on Rating Watch Negative (RWN). The Outlook was Stable.

The Company had appointed Beacon Trusteeship Limited as the Trustee for the Debenture issue.

Their contact details are: Beacon Trusteeship Limited. 4C, Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra (East), Mumbai 400 051 CIN:U74999MH2015PLC271288 Ph: 022-26558759 | Email: contact@beacontrustee.co.in | Website: www.beacontrustee.co.in

Details of the non-convertible debentures issued on 28 March 2019 and outstanding as on 31 March 2020:

| ISIN           | Series | Maturity<br>Date | Tenor<br>Yrs | Coupon rate | Allotment<br>Date | NCDs issues in March<br>2019 |                 | Outstanding NCDs as on<br>31st Mar 2020 |                 |
|----------------|--------|------------------|--------------|-------------|-------------------|------------------------------|-----------------|---|-----------------|
|                |        |                  |              |             |                   | Quantity<br>(Nos.)           | Amount<br>(Rs.) | Quantity<br>(Nos.)                      | Amount<br>(Rs.) |
| INE852F07012   | A3     | 7-Apr-21         | 2            | 11.25%      | 28-Mar-19         | 50                           | 500             | 50                                      | 500             |
| INE852F07020   | B2     | 7-Apr-22         | 3            | 11.25%      | 28-Mar-19         | 100                          | 1000            | 100                                     | 1000            |
| INE852F07038   | C2     | 7-Apr-23         | 4            | 11.25%      | 28-Mar-19         | 100                          | 1000            | 100                                     | 1000            |
| INE852F07046   | D2     | 5-Apr-24         | 5            | 11.25%      | 28-Mar-19         | 100                          | 1000            | 100                                     | 1000            |
| INE852F07053   | E2     | 7-Apr-25         | 6            | 11.25%      | 28-Mar-19         | 100                          | 1000            | 100                                     | 1000            |
| INE852F07061   | F2     | 7-Apr-26         | 7            | 11.25%      | 28-Mar-19         | 100                          | 1000            | 100                                     | 1000            |
| INE852F07079** | A1     | 7-Apr-21         | 2            | 11.50%      | 28-Mar-19         | 2,500                        | 25000           | 2,000                                   | 20000           |
| INE852F07087   | A2     | 7-Apr-21         | 2            | 11.50%      | 28-Mar-19         | 150                          | 1500            | 150                                     | 1500            |
| INE852F07095   | B1     | 7-Apr-22         | 3            | 11.50%      | 28-Mar-19         | 400                          | 4000            | 400                                     | 4000            |
| INE852F07103   | C1     | 7-Apr-23         | 4            | 11.50%      | 28-Mar-19         | 450                          | 4500            | 450                                     | 4500            |
| INE852F07111   | D1     | 5-Apr-24         | 5            | 11.50%      | 28-Mar-19         | 450                          | 4500            | 450                                     | 4500            |
| INE852F07129   | E1     | 7-Apr-25         | 6            | 11.50%      | 28-Mar-19         | 450                          | 4500            | 450                                     | 4500            |
| INE852F07137   | F1     | 7-Apr-26         | 7            | 11.50%      | 28-Mar-19         | 500                          | 5000            | 500                                     | 5000            |
|                |        |                  |              |             |                   | 5500                         | 55000           | 5000                                    | 50000           |

\*\*Under Series A1- INE852F07079, the Company had redeemed 500 debentures aggregating to Rs. 50 crores in January 2020. Post this redemption, the outstanding debentures under Series A1 is 2,000 debentures and under entire 13 series is 5,000 debentures, as on 31 March 2020. In May 2020, the Company has redeemed 600 Series A1 debentures aggregating to Rs. 60 crores. With this redemption, the outstanding Series A1 Debentures is 1,400 debentures aggregating to Rs. 140 crs. And aggregate outstanding debentures is Rs. 440 crs. as on 31 May 2020.

### 10. Compliance with corporate governance requirements

The Company is managed by the Board of Directors comprising of 1 CMD, 1 Joint Managing Director, 2 Non-executive Directors and 4 Independent Directors (including a woman Independent Director). The members of the Audit Committee are financially literate and have accounting / financial management expertise. The Company has in place its Risk Management policy, details of which can be accessed by clicking on the web link: http://www.gateway-distriparks.com

The Company has functional website: www.gateway-distriparks.com, containing the basic information of the company including the details of the business of the company, Composition of various committees, Code of conduct, Vigil mechanism, financial results, annual reports.

### 11. Means of Communication

Extract of Quarterly / Annual results are published in one English daily newspaper (Business Standard) circulating in the country and one Marathi newspaper (Sakal) published from Mumbai. During the financial year, the Company has not made any presentation to the institutional investors or analysts. The financial results are displayed on the Company's website www.gateway-distriparks. com. Since the quarterly/ half year results are displayed on the website, the same are not sent to the Shareholders of the Company. The Company has designated an email ID: investor@gateway-distriparks.com for the purpose of registering complaints by investors.

| Financial calendar   | <ul> <li>i) Financial Year - April 1 to March 31</li> <li>ii) First Quarter Results - First Week of August, 2020</li> <li>iii) Half Yearly Results - First Week of November, 2020</li> <li>iv) Third Quarter Results - First Week of February, 2021</li> <li>v) Audited Results for the year 2020-21 - Last Week of May, 2021</li> </ul> |   |  |  |
|--|--|---|--|--|
| Dividend Payment date  | Not Applicable   |   |  |  |
| Listing of Stock Exchange  | BSE Limited, Mumbai<br>Phiroze Jeejeebhoy Towers, Dalal<br>Street,<br>Mumbai - 400001<br>Code -532622  | National Stock Exchange of India<br>Limited.,<br>Exchange Plaza, C-1, Block G,<br>Bandra Kurla Complex,<br>Bandra (E), Mumbai - 400 051<br>Symbol - GDL |  |  |
| ISIN Number for equity shares  | INE852F01015 - equity shares   |   |  |  |
| Market Price Data High, Low during<br>each month in last<br>Financial Year | Please see Schedule A  |   |  |  |
| Stock Performance  | Please see Schedule B  |   |  |  |
| Registrar and Transfer Agents  | Link Intime India Private Limited.<br>247 Park, C-101, 1st Floor,<br>LBS Marg, Vikhroli (W),<br>Mumbai - 400083<br>Tel: (022) 4918 6270 Fax: (022) 4918<br>Email: rnt.helpdesk@linkintime.co.in  |   |  |  |

### 12. General Shareholder Information

| Share Transfer System  | The Company's shares being in the compulsory dematerialized list are transferable through the depository system. All the Shares are dematerialized except 4 folios.   |   |  |  |
|--|---|---|--|--|
| Distribution of shareholding and share-<br>holding pattern as on March 31, 2020                                      | Please see Schedule C   |   |  |  |
| Dematerialisation of shares and liquid-<br>ity   | 99.99% per cent of the paid-up Share<br>on March 31, 2020.  | e Capital has been dematerialized as  |  |  |
| Outstanding GDRs/ ADRs/ Warrants or<br>any convertible instruments, conver-<br>sion date and likely impact on equity | Nil   |   |  |  |
| Container Freight Location:  | <ol> <li>Sector 6, Dronagiri, Taluka:<br/>Uran, District: Raigad Navi Mumbai<br/>- 400 707</li> <li>Punjab State Container &amp; Ware-<br/>housing Corpn. Limited. Plot No. 2,<br/>Sector 2, Dronagiri, Uran-400707</li> </ol>                              | <ul> <li>3) No. 200 Ponneri High Road, New<br/>Manali, Chennai - 600103</li> <li>4)Krishnapatnam Port Road, Thati-<br/>parthipalem Village, Nellore,<br/>Andhra Pradesh-524323</li> </ul> |  |  |
| Address for correspondence   | Shareholders correspondence should be addressed to:<br>Link Intime India Private Limited.<br>247 Park, C-101, 1st Floor,<br>LBS Marg, Vikhroli (W),<br>Mumbai - 400083<br>Tel: (022) 4918 6270 Fax: (022) 4918 6060<br>Email: rnt.helpdesk@linkintime.co.in |   |  |  |
| Credit ratings   | IND AA- RWN ( Rating watch Negative   |   |  |  |

### Unclaimed Dividend:

Pursuant to Section 124 of the Companies Act, 2013 read with provisions of Investors Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more, already transferred by the Company to Investor Education and Protection Fund (IEPF). The unclaimed dividend for FY 2011-12 has been transferred to IEPF and no claim shall lie with the company in respect of the unclaimed dividend transferred to IEPF. The Company had communicated to all the concerned shareholders individually whose unclaimed dividend / shares were liable to be transferred to IEPF. The Company had advertised in the local newspapers and uploaded the details of such unclaimed dividend and shares transferred to IEPF on its website: www.gateway-distriparks.com

Shareholders, whose unclaimed dividend and corresponding shares have been transferred to IEPF, can claim them back after following the procedure (ie. an application in e-form -IEPF-5) prescribed in the Rules for refund of shares /dividend etc.

The dividend for the following years remaining unclaimed for seven years will be transferred to IEPF according to the schedule given below: Shareholders who have not encashed their dividends are requested to write to Link Intime India Private Limited (RTA) for issue of Demand draft.

| Name                   | Date of Declaration | Due for transfer to IEPF |
|------------------------|---------------------|--------------------------|
| GDL II INT DIV 2012-13 | 08-Mar-13           | 8-Apr-20                 |
| GDL INT DIV 2013-14    | 25-Oct-13           | 25-Nov-20                |
| GDL II INT DIV 2013-14 | 01-May-14           | 1-Jun-21                 |
| GDL INT DIV 2014-15    | 05-Aug-14           | 5-Sep-21                 |
| GDL II INT DIV 2014-15 | 29-Apr-15           | 31-May-22                |
| GDL I INT DIV 2015-16  | 03-Feb-16           | 9-Mar-23                 |
| GDL II INT DIV 2015-16 | 27-Apr-16           | 1-Jun-23                 |
| GDL I INT DIV 2016-17  | 10-Nov-16           | 14-Dec-23                |
| GDL II INT DIV 2016-17 | 18-May-17           | 18-Jun-24                |
| GDL I INT DIV 2017-18  | 09-Nov-17           | 12-Dec-24                |
| GDL II INT DIV 2017-18 | 16-May-18           | 17-Jun-25                |
| GDL I INT DIV 2018-19  | 14-May-19           | 16-Jun-26                |
| GDL I INT DIV 2019-20  | 12-Mar-20           | 10-Apr-27                |

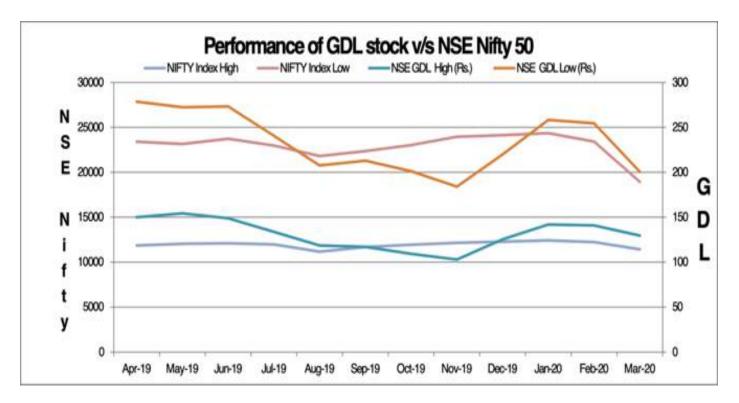
### Schedule A

Market price data- High/Low during each month of the last financial year at BSE Limited and National Stock Exchange of India Limited

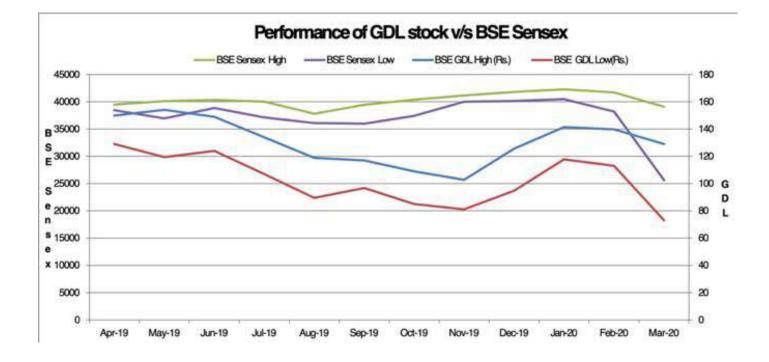
|        | BS                | SE              | BSE S    | ensex    | N                 | SE               | NIFTY    | Index    |
|--------|-------------------|-----------------|----------|----------|-------------------|------------------|----------|----------|
| Month  | GDL High<br>(Rs.) | GDL<br>Low(Rs.) | High     | Low      | GDL High<br>(Rs.) | GDL Low<br>(Rs.) | High     | Low      |
| Apr-19 | 149.85            | 129             | 39487.45 | 38460.25 | 150               | 128.65           | 11856.15 | 11549.1  |
| May-19 | 154.1             | 119.4           | 40124.96 | 36956.1  | 154.35            | 118              | 12041.15 | 11108.3  |
| Jun-19 | 149               | 124             | 40312.07 | 38870.96 | 148.85            | 124.35           | 12103.05 | 11625.1  |
| Jul-19 | 134               | 107             | 40032.41 | 37128.26 | 133.65            | 107              | 11981.75 | 10999.4  |
| Aug-19 | 118.85            | 89.45           | 37807.55 | 36102.35 | 118.55            | 89               | 11181.45 | 10637.15 |
| Sep-19 | 117               | 96.8            | 39441.12 | 35987.8  | 117               | 96               | 11694.85 | 10670.25 |
| Oct-19 | 108.95            | 85              | 40392.22 | 37415.83 | 109.4             | 91.8             | 11945    | 11090.15 |
| Nov-19 | 102.8             | 81.15           | 41163.79 | 40014.23 | 103               | 81               | 12158.8  | 11802.65 |
| Dec-19 | 125.65            | 94.75           | 41809.96 | 40135.37 | 125.55            | 94.5             | 12293.9  | 11832.3  |
| Jan-20 | 141.45            | 117.75          | 42273.87 | 40476.55 | 141.9             | 116.35           | 12430.5  | 11929.6  |
| Feb-20 | 139.85            | 113             | 41709.3  | 38219.97 | 141               | 113.5            | 12246.7  | 11175.05 |
| Mar-20 | 129               | 73              | 39083.17 | 25638.9  | 129.55            | 71               | 11433    | 7511.1   |

#### Schedule B

(i) Stock performance of the Company in comparison to NSE Index



### i. Stock performance of the Company in comparison to BSE Sensex



### Schedule C

### i) Distribution Schedule as on March 31, 2020

| Shares Held | No. of Holders | Percent | No. of Shares | Percent |
|-------------|----------------|---------|---------------|---------|
| 1-500       | 29108          | 87.07   | 3061354       | 2.82    |
| 501-1000    | 2554           | 7.64    | 1838244       | 1.69    |
| 1001-2000   | 958            | 2.87    | 1384648       | 1.27    |
| 2001-3000   | 292            | 0.87    | 742166        | 0.68    |
| 3001-4000   | 95             | 0.28    | 343339        | 0.32    |
| 4001-5000   | 83             | 0.25    | 384949        | 0.35    |
| 5001-10000  | 140            | 0.42    | 981663        | 0.90    |
| Above 10001 | 199            | 0.60    | 99991686      | 91.96   |
| Total       | 33429          | 100     | 108728049     | 100     |

### ii) Shareholding Pattern as on March 31, 2020

| Sr. No. | Category                                       | No. of Shares Held | % Sharehold-<br>ing |
|---------|--|--------------------|---------------------|
|         | Promoters & Promoter group                     |                    |                     |
| 1       | Prem Kishan Dass Gupta                         | 44,15,000          | 4.06                |
| 2       | Mamta Gupta#                                   | 5,09,998           | 0.47                |
| 3       | Ishaan Gupta#                                  | 3,30,000           | 0.30                |
| 4       | Samvid Gupta#                                  | 3,50,000           | 0.32                |
| 5       | Prism International Private Limited.           | 2,49,00,000        | 22.90               |
| 6       | Perfect Communications Private Limited.        | 23,00,000          | 2.12                |
|         | Public shareholding:                           |                    |                     |
| 7       | Mutual Funds                                   | 2,13,19,534        | 19.61               |
| 8       | Banks, Financial Institutions, Insurance Co.'s | 1,03,35,161        | 9.51                |
| 9       | Foreign Portfolio Investor (Corporate) & AIF   | 2,99,77,375        | 27.57               |
| 10      | Private Corporate Bodies                       | 9,20,554           | 0.85                |
| 11      | Indian Public                                  | 1,19,50,520        | 10.99               |
| 12      | NRI/ OCB's/Foreign national                    | 9,09,335           | 0.84                |
| 13      | Trusts   | 1,051              | 0.00                |
| 14      | Any other                                      |                    |                     |
|         | - HUF  | 4,61,563           | 0.42                |
|         | - Independent Directors##                      | 471                | 0.00                |
|         | - Government Company                           | 1,000              | 0.00                |
|         | - Investor Education And Protection Fund       | 13,474             | 0.01                |
|         | - Clearing members                             | 33,013             | 0.03                |
|         | TOTAL  | 10,87,28,049       | 100                 |

### # includes shares held by Non-Executive Directors, as per list given below:

| Sr. No. | Name of Director | Number of Shares held |
|---------|------------------|-----------------------|
| 1       | Mrs. Mamta Gupta | 509,998               |
| 2       | Mr. Ishaan Gupta | 330,000               |
| 3       | Mr. Samvid Gupta | 350,000               |

### ## includes shares held by Non-Executive Directors (Independent), as per list given below:

| Sr. No. | Name of Director     | Number of Shares held |
|---------|----------------------|-----------------------|
| 1       | Mr. Arun Kumar Gupta | 471                   |

Act'):

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of Gateway Distriparks Limited CIN: L74899MH1994PLC164024 Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai-400707 We have examined the following documents: i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the

ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents')

as submitted by the Directors of Gateway Distriparks Limited ('the Company') bearing **CIN**: **L74899MH1994PLC164024** and having its registered office at Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai-400707, to the Board of Directors of the Company ('the Board') for the Financial Year 2019-20 and Financial Year 2020-21 and relevant registers, records, forms and returns maintained by the Company and as made available to us for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. We have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

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 based on our verification.

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including Directors Identification Number (DIN) status at the portal www. mca.gov.in), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that, during the Financial Year ended 31st March 2020, none of the Directors on the Board of the Company, as listed hereunder have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

| Sr. No. | Name of Director                  | Director Identification<br>Number (DIN) | Date of<br>Appointment | Date of cessation |
|---------|-----------------------------------|---|------------------------|-------------------|
| 1       | Mr. Prem Kishan Dass Gupta        | 00011670                                | 06/04/1994             | NA                |
| 2       | Mr. Shabbir Hakimuddin Hassanbhai | 00268133                                | 15/06/1995             | NA                |
| 3       | Mr. Ishaan Gupta                  | 05298583                                | 26/05/2012             | NA                |
| 4       | Mr. Bhaskar Avula Reddy           | 06554896                                | 01/05/2014             | NA                |
| 5       | Mrs. Mamta Gupta                  | 00160916                                | 29/10/2015             | NA                |
| 6       | Mr. Arun Kumar Gupta              | 06571270                                | 27/04/2016             | NA                |
| 7       | Ms. Shukla Wassan                 | 02770898                                | 12/03/2020             | NA                |
| 8       | Mr. Samvid Gupta                  | 05320765                                | 12/03/2020             | NA                |

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.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2020.

For S. N. Ananthasubramanian & Co. Company Secretaries ICSI Unique Code P1991MH040400 Peer Review Cert. No. 606/2019

Malati Kumar Partner ACS : 15508 COP No. : 10980

ICSI UDIN : A015508B000317249

4th June, 2020 Thane Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of Gateway Distriparks Limited Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400707

1. The Corporate Governance Report prepared by **Gateway Distriparks Limited** (hereinafter the "**Company**"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2020 as required by the Company for annual submission to the Stock exchange.

### Management's Responsibility

- 2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
- 3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

- 4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
- 5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of Chartered Accountants of India.
- 6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

- 7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
- i) Read and understood the information prepared by the Company and included in its Corporate Governance Report;
- ii) Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
- iii) Obtained and read the Register of Directors as on 31 March 2020, and verified that at least one independent woman director was on the Board of Directors as on 31 March 2020;
- iv) Obtained and read the minutes of the following committee meetings / other meetings held from 01 April 2019 to 31 March 2020:
  - (a) Board of Directors;
  - (b) Audit Committee;
  - (c) Annual General Meeting (AGM);
  - (d) Nomination and Remuneration Committee;
  - (e) Stakeholders Relationship Committee;
- v) Verified the fee disclosures as required by Clause 10(k), Part C, Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi) Obtained necessary declarations from the directors of the Company.
- vii)Obtained and read the policy adopted by the Company for related party transactions.
- viii) Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
- ix) Performed necessary inquiries with the management and also obtained necessary specific representations from management.
- 8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 4 above.

### Other matters and Restriction on Use

- 10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- 11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership Number: 96766 UDIN: 20096766AAAABB6941 Place of Signature: Faridabad Date: 05 June 2020

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

### As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

### I. REGISTRATION & OTHER DETAILS:

| CIN   | L74899MH1994PLC164024  |
|---|--|
| Registration Date   | 06 APRIL 1994  |
| Name of the Company   | GATEWAY DISTRIPARKS LIMITED  |
| Category/Sub-category of the Company  | Container Freight Station  |
| Address of the Registered office & contact details                            | SECTOR 6, DRONAGIRI, TALUKA URAN, DISTRICT<br>RAIGAD, NAVI MUMBAI - 400707<br>PH: +91 22 27246500 FAX: +91 22 27246538   |
| Whether listed company  | LISTED AT BSE & NSE  |
| Name, Address & contact details of the<br>Registrar & Transfer Agent, if any. | Link Intime India Pvt. Ltd.<br>247 Park, C-101, 1st Floor,<br>LBS Marg, Vikhroli (W),<br>Mumbai -400083<br>Tel: (022) 4918 6270<br>Fax: (022) 4918 6060<br>Email id: rnt.helpdesk@linkintime.co.in |

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services   | NIC Code of the<br>Product/service | % to total<br>turnover of<br>the company |
|--------|--|------------------------------------|--|
| 1.     | Storage and warehousing<br>n.e.c.[Includes general merchandise<br>warehouses and warehousing of<br>furniture, automobiles, gas and oil,<br>chemicals, textiles etc. Also included is<br>storage of goods in foreign trade zones] | 52109                              | 100%                                     |

| Sr. No. | Name and address of the Company         | CIN                   | Holding/<br>Subsidiary/<br>Associate                   | % of shares held                                  | Applicable<br>section |
|---------|---|-----------------------|--|---|-----------------------|
| 1.      | Gateway Rail Freight<br>Limited         | U60231DL2005PLC138598 | Subsidiary   | 99.93%  | 2 (87)                |
| 2.      | Gateway Distriparks<br>(Kerala) Limited | U63090KL2006PLC019751 | Subsidiary   | 60%   | 2 (87)                |
| 3.      | Gateway East India<br>Private Limited   | U51909AP1994PTC017523 | Subsidiary   | 100%  | 2 (87)                |
| 4.      | Snowman Logistics<br>Limited            | L15122MH1993PLC285633 | Associate  | 40.25%  | 2 (6)                 |
| 5.      | Container Gateway<br>Limited            | U63030HR2007PLC036995 | Joint Venture<br>of Gateway<br>Rail Freight<br>Limited | 51% held by<br>Gateway<br>Rail Freight<br>Limited | 2 (6)                 |

### IV.SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

| Category of Share-<br>holders         | No. of Shares held at the beginning of the year [As<br>on 31-March-2019] |               |             |                      | No. of Shares held at the end of the year<br>[[As on 31-March-2020] |               |             |                      | %<br>Change<br>during<br>the year |
|---------------------------------------|--|---------------|-------------|----------------------|---|---------------|-------------|----------------------|-----------------------------------|
|                                       | Demat  | Physi-<br>cal | Total       | % of Total<br>Shares | Demat   | Physi-<br>cal | Total       | % of Total<br>Shares | _ the year                        |
| A. Promoters                          |  |               |             |                      |   |               |             |                      |                                   |
| (1) Indian                            |  |               |             |                      |   |               |             |                      |                                   |
| a) Individual/ HUF                    | 56,04,998  | -             | 56,04,998   | 5.16                 | 56,04,998   | -             | 56,04,998   | 5.16                 | -                                 |
| b) Central Govt                       |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| c) State Govt(s)                      |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| d) Bodies Corp.                       | 2,67,05,000  | -             | 2,67,05,000 | 24.56                | 2,72,00,000   | -             | 2,72,00,000 | 25.02                | 0.46                              |
| e) Banks / FI                         |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| f) Any other                          |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| Sub Total (A)(1)                      | 3,23,09,998  | -             | 3,23,09,998 | 29.72                | 3,28,04,998   | -             | 3,28,04,998 | 30.17                | 0.46                              |
| (1) Foreign                           |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| a) NRI Individuals                    |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| b) Other -Individuals                 |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| c) Bodies Corporate                   |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| a) Banks/Fl                           |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| b) Any other                          |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| Sub Total (A) (2)                     |  |               | -           | -                    |   | -             | -           | -                    | -                                 |
| Total shareholding<br>of Promoter (A) | 3,23,09,998  | -             | 3,23,09,998 | 29.72                | 3,28,04,998   | -             | 3,28,04,998 | 30.17                | 0.46                              |

| B. Public Share-<br>holding                      |             |   |             |       |             |   |             |       |        |
|--|-------------|---|-------------|-------|-------------|---|-------------|-------|--------|
| 1. Institutions                                  |             |   |             |       |             |   |             |       |        |
| a) Mutual Funds                                  | 1,95,04,996 | - | 1,95,04,996 | 17.94 | 2,13,19,534 | - | 2,13,19,534 | 19.61 | 1.67   |
| b) Banks / FI                                    | 79,64,780   |   | 79,64,780   | 7.33  | 77,72,161   | - | 77,72,161   | 7.15  | (0.18) |
| c) Alternate In-<br>vestment Funds               | 1,02,659    |   | 1,02,659    | 0.09  | 4,08,974    | - | 4,08,974    | 0.38  | 0.28   |
| d) Insurance Com-<br>panies                      | 13,20,000   | - | 13,20,000   | 1.21  | 25,63,000   | - | 25,63,000   | 2.36  | 1.14   |
| e) FIIs & Foreign<br>Protfolio Investor          | 3,40,68,799 |   | 3,40,68,799 | 31.33 | 2,95,68,401 | - | 2,95,68,401 | 27.19 | (4.14) |
| f) Others (specify)                              |             |   | -           | -     |             | - | -           | -     | -      |
| Sub-total (B)(1):-                               | 6,29,61,234 | - | 6,29,61,234 | 57.90 | 6,16,32,070 | - | 6,16,32,070 | 56.68 | (1.22) |
| 2. Central Gov-<br>ernment / State<br>Government | 1,000       |   | 1,000       | -     | 1,000       | - | 1,000       | -     | -      |
| Sub-total (B)(2):-                               | 1,000       |   | 1,000       | -     | 1,000       | - | 1,000       | -     | -      |

| 3. Non-Institutions   |           |     |           |      |           |     |           |      |        |
|---|-----------|-----|-----------|------|-----------|-----|-----------|------|--------|
| a) Bodies Corp.   |           |     |           |      |           |     |           |      |        |
| i) Indian   | 21,73,634 | 112 | 21,73,746 | 2.00 | 9,20,442  | 112 | 9,20,554  | 0.85 | (1.15) |
| ii) Overseas  | -         | -   | -         | -    | -         | -   | -         | -    | -      |
| b) Individuals  | -         | -   | -         | -    | -         | -   | -         | -    | -      |
| i) Individual share-<br>holders holding<br>nominal share<br>capital upto Rs.2<br>lakhs          | 74,75,763 | 132 | 74,75,895 | 6.88 | 80,80,426 | 5   | 80,80,431 | 7.43 | 0.56   |
| ii) Individual<br>shareholders hold-<br>ing nominal share<br>capital in excess<br>of Rs 2 lakhs | 18,83,474 | -   | 18,83,474 | 1.73 | 27,47,051 | -   | 27,47,051 | 2.53 | 0.79   |
| c) Others (specify)   | -         | -   | -         | -    | -         | -   | -         | -    | -      |
| Independent<br>Directors  | 471       | -   | 471       | -    | 471       | -   | 471       | -    | -      |
| NBFC  | 4,100     | -   | 4,100     | -    | -         | -   | -         | -    | -      |

| Non Resident<br>Indians                                      | 7,03,178     | -   | 7,03,178     | 0.65   | 9,09,335     | -   | 9,09,335     | 0.84   | 0.19   |
|--|--------------|-----|--------------|--------|--------------|-----|--------------|--------|--------|
| Foreign Nationals  | -            | -   | -            | -      | -            | -   | -            | -      | -      |
| Clearing Members   | 2,28,013     | -   | 2,28,013     | 0.21   | 33,013       | -   | 33,013       | 0.03   | (0.18) |
| IEPF   | 9,253        | -   | 9,253        | 0.01   | 13,474       | -   | 13,474       | 0.01   | -      |
| Employee   | 5,74,000     | -   | 5,74,000     | 0.53   | 11,23,038    | -   | 11,23,038    | 1.03   | 0.50   |
| Trusts   | 500          | -   | 500          | 0.00   | 1,051        | -   | 1,051        | -      | -      |
| Hindu Undivided<br>Family                                    | 4,03,187     | -   | 4,03,187     | 0.37   | 4,61,563     | -   | 4,61,563     | 0.42   | -      |
| Sub-total (B)(3):-   | 1,34,55,573  | 244 | 1,34,55,817  | 12.38  | 1,42,89,864  | 117 | 1,42,89,981  | 13.14  | 0.77   |
| Total Public<br>Shareholding<br>(B)=(B)(1)+ (B)(2)<br>+ B(3) | 7,64,17,807  | 244 | 7,64,18,051  | 70.28  | 7,59,22,934  | 117 | 7,59,23,051  | 69.82  | (0.46) |
| C. Shares held<br>by Custodian for<br>GDRs & ADRs            | -            | -   | -            | -      | -            | -   | -            | -      | -      |
| Grand Total<br>(A+B+C)                                       | 10,87,27,805 | 244 | 10,87,28,049 | 100.00 | 10,87,27,932 | 117 | 10,87,28,049 | 100.00 | -      |

### B) Shareholding of Promoter

| SN | Shareholder's<br>Name                 | Shareholdir<br>the year | Shareholding at the beginning of<br>the year |   |                  | ng at the end                               | d of the year  |  |
|----|---------------------------------------|-------------------------|--|---|------------------|---|--|--|
|    |                                       | No. of<br>Shares        | % of total<br>Shares of<br>the com-<br>pany  | %of Shares<br>Pledged /<br>encumbered<br>to total<br>shares | No. of<br>Shares | % of total<br>Shares of<br>the com-<br>pany | %of Shares<br>Pledged / en-<br>cumbered to<br>total shares | % change<br>in share-<br>holding<br>during the<br>year |
| 1  | Prem Kishan Dass<br>Gupta             | 44,15,000               | 4.06   | -   | 44,15,000        | 4.06  | -  | -  |
| 2  | Mamta Gupta                           | 5,09,998                | 0.47   | -   | 5,09,998         | 0.47  | -  | -  |
| 3  | Ishaan Gupta                          | 3,30,000                | 0.30   | -   | 3,30,000         | 0.30  | -  | -  |
| 4  | Samvid Gupta                          | 3,50,000                | 0.32   | -   | 3,50,000         | 0.32  | -  | -  |
| 5  | Prism International<br>Pvt. Ltd.      | 2,49,00,000             | 22.90  | 9.20  | 2,49,00,000      | 22.90                                       | 5.98   | -  |
| 6  | Perfect Communi-<br>cations Pvt. Ltd. | 18,05,000               | 1.66   | -   | 23,00,000        | 2.12  | -  | 0.46   |

| SN | Particulars                                    | Shareholding of the year | at the beginning                       | Cumulative Shareholding during the year No. of shares |  |  |
|----|--|--------------------------|--|---|--|--|
|    |  | No. of shares            | % of total<br>shares of the<br>company | No. of shares   | % of total<br>shares of the<br>company |  |
| 1  | Prem Kishan Dass Gupta                         |                          |  |   |  |  |
|    | At the beginning of the year                   | 44,15,000                | 4.06                                   | 44,15,000   | 4.06                                   |  |
|    | Transactions (purchase / sale) during the year | 0                        | 0.00                                   | 44,15,000   | 4.06                                   |  |
|    | At the end of the year                         |                          |  | 44,15,000   | 4.06                                   |  |
| 2  | Mamta Gupta                                    |                          |  |   |  |  |
|    | At the beginning of the year                   | 5,09,998                 | 0.47                                   | 5,09,998  | 0.47                                   |  |
|    | Transactions (purchase / sale) during the year | 0                        | 0.00                                   | 5,09,998  | 0.47                                   |  |
|    | At the end of the year                         |                          |  | 5,09,998  | 0.47                                   |  |
| 3  | Ishaan Gupta                                   |                          |  |   |  |  |
|    | At the beginning of the year                   | 3,30,000                 | 0.30                                   | 3,30,000  | 0.30                                   |  |
|    | Transactions (purchase / sale) during the year | 0                        | 0.00                                   | 3,30,000  | 0.30                                   |  |
|    | At the end of the year                         |                          |  | 3,30,000  | 0.30                                   |  |
| 4  | Samvid Gupta                                   |                          |  |   |  |  |
|    | At the beginning of the year                   | 3,50,000                 | 0.32                                   | 3,50,000  | 0.32                                   |  |
|    | Transactions (purchase / sale) during the year | 0                        | 0.00                                   | 3,50,000  | 0.32                                   |  |
|    | At the end of the year                         |                          |  | 3,50,000  | 0.32                                   |  |
| 5  | Prism International Private Limited            |                          |  |   |  |  |
|    | At the beginning of the year                   | 2,49,00,000              | 22.90                                  | 2,49,00,000   | 22.90                                  |  |
|    | Transactions (purchase / sale) during the year | 0                        | 0.00                                   | 2,49,00,000   | 22.90                                  |  |
|    | At the end of the year                         |                          |  | 2,49,00,000   | 22.90                                  |  |
| 6  | Perfect Communications Pvt. Ltd.               |                          |  |   |  |  |
|    | At the beginning of the year                   | 18,05,000                | 1.66                                   | 18,05,000   | 1.66                                   |  |
|    | Transactions (purchase / sale) during the year | 4,95,000                 | 0.46                                   | 23,00,000   | 2.12                                   |  |
|    | At the end of the year                         |                          |  | 23,00,000   | 2.12                                   |  |

### D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

|    | For Each of the Top 10   | Shareholdir<br>ning of the | ng at the begin-<br>year               |                  | Shareholding<br>year No. of shares |
|----|--|----------------------------|--|------------------|------------------------------------|
| SN | Shareholders   | No. of<br>shares           | % of total<br>shares of the<br>company | No. of<br>shares | % of total shares of the company   |
| 1  | AMANSA HOLDINGS PRIVATE LIMITED                                      |                            |  |                  |                                    |
|    | At the beginning of the year   | 94,33,238                  | 8.68                                   | 94,33,238        | 8.68                               |
|    | Transactions (purchase / sale) during the year                       | 3,45,397                   | 0.32                                   | 97,78,635        | 8.99                               |
|    | At the end of the year   |                            |  | 97,78,635        | 8.99                               |
| 2  | ICICI PRUDENTIAL FUND  |                            |  |                  |                                    |
|    | At the beginning of the year   | 83,92,751                  | 7.72                                   | 83,92,751        | 7.72                               |
|    | Transactions (purchase / sale) during the year                       | 12,49,409                  | 1.15                                   | 96,42,160        | 8.87                               |
|    | At the end of the year   |                            |  | 96,42,160        | 8.87                               |
| 3  | LIFE INSURANCE CORPORATION OF INDIA                                  |                            |  |                  |                                    |
|    | At the beginning of the year   | 77,01,279                  | 7.08                                   | 77,01,279        | 7.08                               |
|    | Transactions (purchase / sale) during the year                       | 0                          | 0.00                                   | 77,01,279        | 7.08                               |
|    | At the end of the year   |                            |  | 77,01,279        | 7.08                               |
| 4  | MIRAE ASSET EMERGING BLUECHIP FUND                                   |                            |  |                  |                                    |
|    | At the beginning of the year   | 54,25,348                  | 4.99                                   | 54,25,348        | 4.99                               |
|    | Transactions (purchase / sale) during the year                       | 19,54,151                  | 1.80                                   | 73,79,499        | 6.79                               |
|    | At the end of the year   |                            |  | 73,79,499        | 6.79                               |
| 5  | KUWAIT INVESTMENT AUTHORITY FUND 225                                 |                            |  |                  |                                    |
|    | At the beginning of the year   | 16,81,959                  | 1.55                                   | 16,81,959        | 1.55                               |
|    | Transactions (purchase / sale) during the year                       | 20,43,639                  | 1.88                                   | 37,25,598        | 3.43                               |
|    | At the end of the year   |                            |  | 37,25,598        | 3.43                               |
| 6  | EASTSPRING INVESTMENTS INDIA INFRASTRUCTURE EQUI-<br>TY OPEN LIMITED |                            |  |                  |                                    |
|    | At the beginning of the year   | 7,43,333                   | 0.68                                   | 7,43,333         | 0.68                               |
|    | Transactions (purchase / sale) during the year                       | 10,59,530                  | 0.97                                   | 18,02,863        | 1.66                               |
|    | At the end of the year   |                            |  | 18,02,863        | 1.66                               |
| 7  | SCHRODER INTERNATIONAL SELECTION FUND ASIAN<br>SMALLER COMPANIES     |                            |  |                  |                                    |
|    | At the beginning of the year   | 15,07,106                  | 1.39                                   | 15,07,106        | 1.39                               |
|    | Transactions (purchase / sale) during the year                       | 2,01,064                   | 0.18                                   | 17,08,170        | 1.57                               |
|    | At the end of the year   |                            |  | 17,08,170        | 1.57                               |

|    | For Each of the Top 10   | Shareholding a of the year | t the beginning                        | Cumulative Shareholding during the year No. of shares |  |  |
|----|--|----------------------------|--|---|--|--|
| SN | Shareholders   | No. of shares              | % of total<br>shares of the<br>company | No. of shares   | % of total<br>shares of the<br>company |  |
| 8  | FRANKLIN BUILD INDIA FUND  |                            |  |   |  |  |
|    | At the beginning of the year   | 2,20,269                   | 0.20                                   | 2,20,269  | 0.20                                   |  |
|    | Transactions (purchase / sale) during the year                         | 12,79,731                  | 1.18                                   | 15,00,000   | 1.38                                   |  |
|    | At the end of the year   |                            |  | 15,00,000   | 1.38                                   |  |
| 9  | MIRAE ASSET INDIA MID CAP EQUITY FUND                                  |                            |  |   |  |  |
|    | At the beginning of the year   | -                          | -                                      | 0   | 0.00                                   |  |
|    | Transactions (purchase / sale) during the year                         | 14,72,981                  | 1.35                                   | 14,72,981   | 1.35                                   |  |
|    | At the end of the year   |                            |  | 14,72,981   | 1.35                                   |  |
| 10 | TKP INVESTMENTS BV - AEGON CUSTODY B.V. RE<br>MM EQUITY SMALL CAP FUND |                            |  |   |  |  |
|    | At the beginning of the year   | 9,62,002                   | 0.88                                   | 9,62,002  | 0.88                                   |  |
|    | Transactions (purchase / sale) during the year                         | 4,00,040                   | 0.37                                   | 13,62,042   | 1.25                                   |  |
|    | At the end of the year   |                            |  | 13,62,042   | 1.25                                   |  |

### E) Shareholding of Directors and Key Managerial Personnel:

|    | Shareholding of each Directors and each Key Managerial Personnel | Shareholdir<br>ning of the | ng at the begin-<br>year               |                  | Shareholding<br>year No. of shares |
|----|--|----------------------------|--|------------------|------------------------------------|
| SN | Shareholders   | No. of<br>shares           | % of total<br>shares of the<br>company | No. of<br>shares | % of total shares of the company   |
| 1  | Prem Kishan Dass Gupta   |                            |  |                  |                                    |
|    | At the beginning of the year                                     | 44,15,000                  | 4.06                                   | 44,15,000        | 4.06                               |
|    | Transactions (purchase / sale) during the year                   | 0                          | 0.00                                   | 44,15,000        | 4.06                               |
|    | At the end of the year   |                            |  | 44,15,000        | 4.06                               |
| 2  | Mamta Gupta  |                            |  |                  |                                    |
|    | At the beginning of the year                                     | 5,09,998                   | 0.47                                   | 5,09,998         | 0.47                               |
|    | Transactions (purchase / sale) during the year                   | 0                          | 0.00                                   | 5,09,998         | 0.47                               |
|    | At the end of the year   |                            |  | 5,09,998         | 0.47                               |
| 3  | Ishaan Gupta   |                            |  |                  |                                    |
|    | At the beginning of the year                                     | 3,30,000                   | 0.30                                   | 3,30,000         | 0.30                               |
|    | Transactions (purchase / sale) during the year                   | 0                          | 0.00                                   | 3,30,000         | 0.30                               |
|    | At the end of the year   |                            |  | 3,30,000         | 0.30                               |
| 4  | Shabbir H Hassanbhai   |                            |  |                  |                                    |
|    | At the beginning of the year                                     | -                          | -                                      | -                | -                                  |
|    | Transactions (purchase / sale) during the year                   | -                          | -                                      | -                | -                                  |
|    | At the end of the year   | -                          | -                                      | -                | -                                  |
| 5  | Bhaskar Avula Reddy  |                            |  |                  |                                    |
|    | At the beginning of the year                                     | 0                          | 0.00                                   | 0                | 0.00                               |
|    | Transactions (purchase / sale) during the year                   | 0                          | 0.00                                   | 0                | 0.00                               |
|    | At the end of the year   | -                          | -                                      | 0                | 0.00                               |
| 6  | Arun Kumar Gupta   |                            |  |                  |                                    |
|    | At the beginning of the year                                     | 471                        | 0                                      | 471              | 0                                  |
|    | Transactions (purchase / sale) during the year                   | -                          | -                                      | 471              | 0                                  |
|    | At the end of the year   | -                          | -                                      | 471              | 0                                  |
| 7  | Shukla Wassan  |                            |  |                  |                                    |
|    | At the beginning of the year                                     | 0                          | -                                      | 0                | 0.00                               |
|    | Transactions (purchase / sale) during the year                   | -                          | -                                      | 0                | -                                  |
|    | At the end of the year   | -                          | -                                      | -                | -                                  |

|    | Shareholding of each Directors and each Key Managerial Personnel | Shareholdi<br>ning of the | ng at the begin-<br>e year             |                  | e Shareholding<br>year No. of shares |
|----|--|---------------------------|--|------------------|--------------------------------------|
| SN | Shareholders   | No. of<br>shares          | % of total<br>shares of the<br>company | No. of<br>shares | % of total shares of the company     |
| 8  | Samvid Gupta   |                           |  |                  |                                      |
|    | At the beginning of the year                                     | 3,50,000                  | 0.32                                   | 3,50,000         | 0.32                                 |
|    | Transactions (purchase / sale) during the year                   | -                         | -                                      | 3,50,000         | 0.32                                 |
|    | At the end of the year   | -                         | -                                      | 3,50,000         | 0.32                                 |
| 9  | R. Kumar ( for part of the year)                                 |                           |  |                  |                                      |
|    | At the beginning of the year                                     | 1,60,000                  | 0.15                                   | 1,60,000         | 0.15                                 |
|    | Transactions (purchase / sale) during the year                   | -                         | -                                      | 1,60,000         | 0.15                                 |
|    | At the end of the year   | -                         | -                                      | 1,60,000         | 0.15                                 |
| 10 | Sachin Surendra Bhanushali (for part of the year)                |                           |  |                  |                                      |
|    | At the beginning of the year                                     | 3,91,000                  | 0.36                                   | 3,91,000         | 0.36                                 |
|    | Transactions (purchase / sale) during the year                   | 5,24,000                  | 0.48                                   | 9,15,000         | 0.84                                 |
|    | At the end of the year   | -                         | -                                      | 9,15,000         | 0.84                                 |
| 11 | Sandeep Kumar Shaw (for part of the year)                        |                           |  |                  |                                      |
|    | At the beginning of the year                                     | -                         | -                                      | -                | -                                    |
|    | Transactions (purchase / sale) during the year                   | -                         | -                                      | -                | -                                    |
|    | At the end of the year   | -                         | -                                      | -                | -                                    |
| 12 | Veena Nair (for part of the year)                                |                           |  |                  |                                      |
|    | At the beginning of the year                                     | 5,000                     | 0.00                                   | 5,000            | 0.00                                 |
|    | Transactions (purchase / sale) during the year                   | -                         | -                                      | 5,000            | 0.00                                 |
|    | At the end of the year   | -                         | -                                      | 5,000            | 0.00                                 |
|    |  |                           |  |                  |                                      |
|    |  |                           |  |                  |                                      |

# V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

|                                     | Secured Loans excluding deposits | Unsecured<br>Loans | Deposits | Total Indebt<br>edness |
|-------------------------------------|----------------------------------|--------------------|----------|------------------------|
| Indebtedness at the beginning of th | e financial year                 |                    | 1        |                        |
|                                     |                                  |                    |          |                        |
| i) Principal Amount                 | 62,929.96                        | -                  | -        | 62,929.96              |
| ii) Interest due but not paid       | -                                | -                  | -        | 0.00                   |
| iii) Interest accrued but not due   | 125.79                           | -                  | -        | 125.79                 |
| Total (i+ii+iii)                    | 63,055.75                        | -                  | -        | 63,055.75              |
| Change in Indebtedness during the   | financial year                   |                    |          |                        |
|                                     |                                  |                    |          |                        |
| * Addition                          | -                                | -                  | -        | 0.00                   |
| * Reduction                         | 7,403.84                         | -                  | -        | 7,403.84               |
| Net Change                          | (7,403.84)                       | -                  | -        | (7,403.84)             |
| Indebtedness at the end of the fina | ncial year                       |                    |          |                        |
|                                     |                                  |                    |          |                        |
| i) Principal Amount                 | 55,526.12                        | -                  | -        | 55,526.12              |
| ii) Interest due but not paid       | -                                | -                  | -        | 0.00                   |
| iii) Interest accrued but not due   | 53.78                            | -                  | -        | 53.78                  |
| Total (i+ii+iii)                    | 55,579.90                        | -                  | -        | 55,579.90              |

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| SN | Particulars of Remuneration   | Name of MD                 | Name of MD       | Total Amount |
|----|---|----------------------------|------------------|--------------|
|    |   | Mr. Prem Kishan Dass Gupta | Mr. Ishaan Gupta |              |
|    | Gross salary  | -                          | -                | -            |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                          | -                | -            |
| 1  | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                          | -                | -            |
|    | (c) Profits in lieu of salary under section 17(3)<br>Income- tax Act, 1961          | -                          | -                | -            |
| 2  | Stock Option  | -                          | -                | -            |
| 3  | Sweat Equity  | -                          | -                | -            |
|    | Commission  | 225                        | 300              | 525          |
|    | - as % of profit  | 3.57%                      | 4.76%            | 8.33%        |
| 4  | - others, specify   |                            |                  |              |
| 5  | Others, please specify (Sitting Fees)   | 7                          | 7                | 14           |
|    | Total (A)   | 232                        | 307              | 539          |
|    | Ceiling as per the Act  |                            |                  | 630          |

### B. Remuneration to other directors

| SN | Particulars of Remuneration                     |                           |                                 |                            | (in <u>R</u> s        | . Lakhs)        |
|----|---|---------------------------|---------------------------------|----------------------------|-----------------------|-----------------|
| 1  | Independent Directors                           | Mr. Shabbir<br>Hassanbhai | Mr. Bhas-<br>kar Avula<br>Reddy | Mr. Arun<br>Kumar<br>Gupta | Mrs. Shukla<br>Wassan | Total<br>Amount |
|    | Fee for attending board com-<br>mittee meetings | 6                         | 6                               | 7                          | -                     | 19              |
|    | Commission                                      | 25                        | 12                              | 12                         | -                     | 49              |
|    | Others, please specify                          | -                         | -                               | -                          | -                     | -               |
|    | Total (1)                                       | 31                        | 81                              | 19                         | -                     | 68              |
| 2  | Other Non-Executive Directors                   | Mrs. Mamta<br>Gupta       | Mr. Samvid<br>Gupta             | -                          | -                     | -               |
|    | Fee for attending board com-<br>mittee meetings | 7                         | 1                               | -                          | -                     | 8               |
|    | Commission                                      | 12                        | -                               | -                          | -                     | 12              |
|    | Others, please specify                          | 7                         | 1                               | -                          | -                     | -               |
|    | Total (2)                                       | 19                        | 1                               | -                          | -                     | 20              |
|    | Total (B)=(1+2)                                 | -                         | -                               | -                          | -                     | 88              |
|    | Total Managerial Remuneration                   |                           |                                 |                            | -                     | 627             |
|    | Overall Ceiling as per the Act                  |                           |                                 |                            | -                     | 693.00          |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(in Rs. Lakhs)

|         |   |                          |                                      |                                 | (III KS. L           |        |
|---------|---|--------------------------|--------------------------------------|---------------------------------|----------------------|--------|
| SN      | Particulars of Remuneration   | Key Managerial Personnel |                                      |                                 |                      |        |
|         |   | Dy. CEO &<br>CFO cum CS  | CEO                                  | CFO                             | Company<br>Secretary | Total  |
|         |   | Mr. R.<br>Kumar          | Mr. Sachin<br>Surendra<br>Bhanushali | Mr.<br>Sandeep<br>Kumar<br>Shaw | Mrs. Veena<br>Nair   |        |
|         |   | ( for part o             | of the year)                         |                                 |                      | -      |
| 1       | Gross salary  |                          |                                      |                                 |                      |        |
|         | (a) Salary as per provisions<br>contained in section 17(1) of<br>the Income-tax Act, 1961 | 43.40                    | 42.96                                | 57.62                           | 19.46                | 163.44 |
|         | (b) Value of perquisites u/s<br>17(2) Income-tax Act, 1961                                | -                        | -                                    | -                               | -                    | -      |
|         | (c) Profits in lieu of salary<br>under section 17(3) Income-<br>tax Act, 1961             | -                        | -                                    | -                               | -                    | -      |
| 2       | Stock Option  | -                        | -                                    | -                               | -                    | -      |
| 3       | Sweat Equity  | -                        | -                                    | -                               | -                    | -      |
| 4       | Commission  | -                        | -                                    | -                               | -                    | -      |
| <u></u> | - as % of profit  | -                        | -                                    | -                               | -                    | -      |
|         | others, specify   | -                        | -                                    | -                               | -                    | -      |
| 5       | Others, please specify<br>(Contribution to<br>Provident Fund & Medical<br>reimbursement)  | 0                        | -                                    | -                               | -                    | 0      |
|         | Total   | 43.40                    | 42.96                                | 57.62                           | 19.46                | 163.44 |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Туре                             | Section of the<br>Companies Act | Brief<br>Description | Details of Penalty<br>/ Punishment/<br>Compounding<br>fees imposed | Authority<br>[RD / NCLT/<br>COURT] | Appeal made,<br>if any (give<br>Details) |  |
|----------------------------------|---------------------------------|----------------------|--|------------------------------------|--|--|
| A. COMPANY                       |                                 | NIL                  |  |                                    |  |  |
| Penalty                          |                                 |                      |  |                                    |  |  |
| Punishment                       |                                 |                      |  |                                    |  |  |
| Compounding                      |                                 |                      |  |                                    |  |  |
| B. DIRECTORS NIL                 |                                 |                      |  |                                    |  |  |
| Penalty                          |                                 |                      |  |                                    |  |  |
| Punishment                       |                                 |                      |  |                                    |  |  |
| Compounding                      |                                 |                      |  |                                    |  |  |
| C. OTHER OFFICERS IN DEFAULT NIL |                                 |                      |  |                                    |  |  |
| Penalty                          |                                 |                      |  |                                    |  |  |
| Punishment                       |                                 |                      |  |                                    |  |  |
| Compounding                      |                                 |                      |  |                                    |  |  |

For and on behalf of the Board of Directors

PREM KISHAN DASS GUPTA Chairman & Managing Director DIN: 00011670

### **Annexure-C**

### Form No. MR- 3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

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

To, **The Members, GATEWAY DISTRIPARKS LIMITED CIN L74899MH1994PLC164024** Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400707

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gateway Distriparks Limited** (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March**, **2020**, according to the provisions of:

- i. The Companies Act, 2013 (the Act) the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Applicable to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. 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; Not Applicable as there was no reportable event during the period under review;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable as the Company has not made any offer of its stock or shares to its employees during the period under review;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 Not applicable as the Company has not delisted/ did not propose to delist its equity shares from any Stock Exchange during the financial year under review;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 Not applicable as the Company has not bought back/ did not propose to buy- back any of its securities during the financial year under review; and
- i. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. The Company has identified and confirmed the following law as specifically applicable to the Company:

• Customs Act, 1962 and the Rules thereto as amended from time to time and all the relevant Circulars, Notifications and Regulations issued by Customs Authorities of India, from time to time.

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- ii. Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. Changes in the composition of Board of Directors that took place during the year under review, were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent atleast seven days in advance, except where consent of the directors was received for receipt of notice and circulation of Agenda and notes to Agenda at a shorter notice
- There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the Board and Committee thereof were carried with requisite majority.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:

- As informed, the Company has not received any material show cause notice under the Act/ SEBI Regulations and laws specifically applicable to the Company;
- The Company has responded appropriately to notices received from other statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary;

We further report that during the financial year ended 31st March, 2020, following events having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc., referred to in the Secretarial Audit Report, have occurred.

- a) with the sale of entire shareholding in Chandra CFS and Terminal Operators Private Limited (Chandra CFS) on December 19, 2019, Chandra CFS ceased to be Company's subsidiary with effect from that date.. The proceeds from the sale was utilised to prematurely redeem 500 debentures of Series A1 amounting to Rs. 50 crore, on 20 January 2020.
- b) the company entered into a Share Purchase Agreement on December 27, 2019 for sale of its entire stake of 40.25% in SLL to an Acquirer. The transaction was to be completed on or before 31 March 2020. However, the condition for completion of transaction by 31 March 2020 was not met by the Acquirer despite attempts to resolve the matter and the Agreement is not in force due to repudiation thereof by the Acquirer. The Company has now initiated arbitration proceedings against the Acquirer in terms of the provisions in the Agreement.

This Report is to be read with our letter of even date which is annexed as Annexure A hereto and forms an integral part of this report.

For S. N. ANANTHASUBRAMANIAN & Co. Company Secretaries ICSI Unique Code P1991MH040400 Peer Review Cert. No.: 606/2019

Malati Kumar Partner ACS : 15508 COP No. : 10980 ICSI UDIN : A015508B000317359 4th June, 2020 Thane

### Annexure-A

The Members, GATEWAY DISTRIPARKS LIMITED CIN L74899MH1994PLC164024 Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400707

### Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc. **Disclaimer** 

5. Our Secretarial Audit Report for the Financial Year ended 31st March, 2019, 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.

6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For S. N. ANANTHASUBRAMANIAN & Co. Company Secretaries ICSI Unique Code P1991MH040400 Peer Review Cert. No.: 606/201

Malati Kumar Partner ACS : 15508 COP No. : 10980 ICSI UDIN : A015508B000317359

4th June, 2020 Thane

### Form No. MR-3 SECRETARIAL AUDIT REPORT

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

TO THE MEMBERS **GATEWAY RAIL FREIGHT LIMITED** SF-7, SECOND FLOOR, D-2 'SOUTHERN PARK' SAKET DISTRICT CENTRE, SAKET NEW DELHI,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S GATEWAY RAIL FREIGHT 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 my opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2020 ("audit period")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:

I 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 2020 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External commercial Borrowings; (Not applicable to the Company during the Audit Period)
- v) The Following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992.
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011 (Not applicable to the Company during the Audit Period)
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading ) Regulations,1992 (Not applicable to the Company during the Audit Period)

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ,2009 (Not applicable to the Company during the Audit Period);
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (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; (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 Companies 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 (Not applicable to the Company during the Audit Period);and
- h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Stock Exchanges. (Not applicable to the Company during the Audit Period)

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

I 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.

#### I 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 is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are 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.

I further report that based on review of compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Company Secretary and taken on record by

the Board of Directors at their meeting(s), we are of the opinion that the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines For SGS ASSOCIATES Firm Regn No. S2002DE058200 Company Secretaries

D.P. Gupta M N FCS 2411 CP No. 1509 Date: 5th June 2020 Place: - New Delhi

Note; This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of the Report.

Annexure-A TO THE MEMBERS GATEWAY RAIL FREIGHT LIMITED SF-7, SECOND FLOOR, D-2 'SOUTHERN PARK' SAKET DISTRICT CENTRE, SAKET NEW DELHI,

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

- 1. It is the responsibility of the management of the company to maintain secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the system are adequate and operate effectively. Auditor's Responsibility
- 2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances
- 3. We believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
- 4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc. Disclaimer
- 5. 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 SGS ASSOCIATES Firm Regn No. S2002DE058200 Company Secretaries

D.P. Gupta M N FCS 2411 CP No. 1509 Date: 5th June 2020 Place: New Delhi

### Annexure-D

#### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3)of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

| 1. Details of contracts or arrangements or transactions not at arm's length basis                                      | Nil |
|--|-----|
| (a) Name(s) of the related party and nature of relationship  |     |
| (b) Nature of contracts/arrangements/transactions  |     |
| (c) Duration of the contracts / arrangements/transactions  |     |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any                         |     |
| (e) Justification for entering into such contracts or arrangements or transactions                                     |     |
| (f) date(s) of approval by the Board   |     |
| (g) Amount paid as advances, if any:   |     |
| (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: |     |
|  |     |
| 2. Details of material contracts or arrangement or transactions at arm's length basis                                  | Nil |
| (a) Name(s) of the related party and nature of relationship  |     |
| (b) Nature of contracts/arrangements/transactions  |     |
| (c) Duration of the contracts / arrangements/transactions  |     |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any:                        |     |
| (e) Date(s) of approval by the Board, if any:  |     |
| (f) Amount paid as advances, if any:   | Nil |

### For and on behalf of the Board of Directors

Prem Kishan Dass Gupta Chairman & Managing Director DIN: 00011670

Place: New Delhi Date: 05 JUNE 2020

### **Annexure-E**

#### CORPORATE SOCIAL RESPONSIBILITY

#### 1. Brief Outline of CSR Policy:

Your Company believes being part of the community where it operates its businesses and making a significant and sustainable contribution which makes a meaningful difference to the community. The vision is to contribute to the social and economic development of the community where we operate. The CSR activities are guided by the provisions and rules under the Companies Act 2013. The Company will undertake projects / activities that are approved under Schedule VII of the Companies Act 2013, as amended from time to time. All projects will be identified in a participatory manner, in consultation with the community by constantly engaging with them. Social organizations which have invested effort, time and dedication in identifying projects, will be consulted. To optimize the results which can be achieved from limited resources, a time frame, budget and action plan will be set, with which significant results can be achieved in a time bound manner. Collaborating with like minded people, organizations and various business associations which run programs for the benefit of the community through CSR activities will also be done to optimize results. Details of the Corporate Social Responsibility Policy can be accessed by clicking on the web link: http:// www.gateway-distriparks.com

- 2. The CSR Committee of the Board consists of Mrs. Mamta Gupta (Chairman), Mr. Prem Kishan Dass Gupta (Managing Director) and Mr. Bhaskar Avula Reddy (Independent Director).
- 3. Average Net Profit of the Company for the last three years is Rs. 3,728.24 Lakhs
- 4. Prescribed CSR Expenditure (2% of amount in item 3 above) is Rs. 77 Lakhs
- 5. Details of CSR to be spent for the financial year 2019-20:
  - (a) Total Amount to be spent for the financial year 2019-20: Rs. 77 Lakhs
  - (b) Amount unspent: Nil
  - (c) Manner in which the amount was spent during FY 2019-20 is detailed below:

| Sr.<br>No. | CSR project<br>or activity<br>identified                                   | Sector in<br>which the<br>project is<br>covered                          | Projects or programs  | Amount<br>outlay (bud-<br>get) project<br>or pro-<br>grams-wise | Amount<br>spent on<br>the proj-<br>ects or<br>programs | Cumulative<br>expenditure<br>upto the<br>reporting<br>period FY<br>2018-19 | Amount<br>spent Direct<br>or through<br>implementing<br>agency             |
|------------|--|--|---|---|--|--|--|
| 1          | Promoting<br>education   | Promoting<br>Education<br>Sch VII-(ii)                                   | An initiative by Ekal Gramothan Foun-<br>dation to spread Digital awareness and<br>computer knowledge by providing mobile<br>computer labs, inside a vehicle. The<br>vehicles visits remote villages and provide<br>computer education to the children.   | Rs. 14 lakhs  | Rs. 14<br>lakhs  | Rs. 14 lakhs   | Amount spent<br>direct   |
| 2          | Rural<br>development<br>projects at<br>Krishnapata-<br>nam                 | Rural<br>Development<br>Sch VII-(x)                                      | Drainage works at Thatiparthipalem<br>village,<br>Krishanapatnam  | Rs. 22.77<br>lakhs  | Rs. 22.77<br>lakhs                                     | Rs. 22.77<br>lakhs   | Amount spent<br>direct   |
| 3          | Providing<br>ration packets<br>to serve 1<br>lakh families<br>in 40 cities | Disaster<br>management,<br>providing<br>Relief<br>Sch VII-(xii)          | Bhaskar Foundation  | Rs. 25 lakhs  | Rs. 25<br>lakhs  | Rs. 25 lakhs   | Amount spent<br>direct   |
| 4          | Providing food<br>packets  | Disaster<br>management<br>, providing<br>relief<br>Sch VII-(xii)         | International Association for Human<br>values   | Rs. 5 lakhs   | Rs. 5<br>lakhs   | Rs. 5 lakhs  | Amount spent<br>direct   |
| 5          | Contribution<br>to PM CARES<br>Fund clause 1<br>(xii)                      | Contribution<br>to Prime Min-<br>ister's CARES<br>Fund<br>Sch VII-(viii) | Prime Minister's Citizen Assistance and<br>Relief in Emergency Situations Fund (PM<br>CARES Fund) was created on 28 March<br>2020, following the COVID-19 pandemic in<br>India. The fund will be used for combat-<br>ing, containment and relief efforts against<br>the coronavirus outbreak and similar<br>pandemic like situations in the future. | Rs. 10.25<br>Lakhs  | Rs. 10.25<br>Lakhs                                     | Rs 10.25<br>Lakhs  | Contribution<br>to Prime<br>Minister's<br>CARES Fund<br>Rs. 10.25<br>lakhs |

6. The Company has spent 2% of the average net profit for the last financial 3 years on CSR activities during financial year 2019-20.

7. Responsibility statement of CSR Committee:

We, the CSR Committee of the Board of Directors of Gateway Distriparks Limited confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Mr. Prem Kishan Dass GuptaMrs. Mamta GuptaMr. Sandeep Kumar ShawChairman & Managing DirectorChairman of CSR CommitteeCFODIN: 00011670DIN: 00160916CFO

# **Annexure-F**

# Information under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

|   | Non-Executive Directors  | Ratio to median employee remuneration  | % Increase in remuneration |  |  |  |  |
|---|--|--|----------------------------|--|--|--|--|
| 1 | Mr. Bhaskar Avula Reddy  | 5:1  | -38%                       |  |  |  |  |
| 2 | Mr. Arun Kumar Gupta   | 6:1  | -39%                       |  |  |  |  |
| 3 | Mr. Shabbir Hassanbhai   | 9:1  | -31%                       |  |  |  |  |
| 4 | Mrs. Mamta Gupta   | 6:1  | -39%                       |  |  |  |  |
|   | Key Managerial Personnel   |  |                            |  |  |  |  |
| 1 | Mr. Prem Kishan Dass Gupta, Chairman & Managing Director   | 67:1   | -11%                       |  |  |  |  |
| 2 | Mr. Ishaan Gupta, Joint Managing Director  | 89:1   | 18%                        |  |  |  |  |
| 3 | Mr R. Kumar, Deputy Chief Executive Officer and Chief<br>Finance Officer cum Company Secretary                                     | 13:1   | -18%                       |  |  |  |  |
| 4 | Mrs Veena Nair, Company Secretary  | 6:1  | Not Applicable             |  |  |  |  |
| 5 | Mr Sandeep Kumar shaw, Chief Financial Officer   | 20:1   | Not Applicable             |  |  |  |  |
|   | Total  | 1  |                            |  |  |  |  |
|   | % Increase in median remuneration of employees   | 7%   |                            |  |  |  |  |
|   | Number of permanent employees on the rolls of the Com-<br>pany   | 247  |                            |  |  |  |  |
|   | Relationship between average increase in remuneration & company performance  | The Profit before Exceptional item and Tax decreased by 43%, while average remuneration increased by 7%.   |                            |  |  |  |  |
|   | Comparison of Remuneration of Key Management Personnel<br>against performance of the Company                                       | The Profit before Exceptional item and Tax decreased by 43%. The reumneration of Mr. Prem Kishan Dass Gupta decreased by 11%, Mr R. Kumar by 18% and Mr. Ishaan Gupta's remuneration increased by 18%. The remuneration of Mr. Prem Kishan Dass Gupta, Mr. Ishaan Gupta and Mr. R. Kumar, Mrs Veena Nair and Mr. Sandeep Kumar Shaw were respectively 3.9%, 5.1%, 0.8%, 0.3% and 1.2% of Profit before exceptional item and tax. |                            |  |  |  |  |
|   | Increase / (Decrease) as on March 31, 2020:  | 1  |                            |  |  |  |  |
|   | -Market Capitalisation (compared to on March 31, 2019)   | Decreased by 29%   |                            |  |  |  |  |
|   | -Price Earnings Ratio (compared to on March 31, 2019)  | Decreased by 31%   |                            |  |  |  |  |
|   | - Market Quotation (compared to issue of Global Depository Receipts in December 2005)  | Decreased by 49%   |                            |  |  |  |  |
|   | Average % increase in salaries of employees other than<br>Managerial personnel   | Increased by 7%  |                            |  |  |  |  |
|   | Comparison of Average % increase in salaries of employees other than Managerial personnel with increase in managerial remuneration | Average % increase in salaries of employees other than Managerial per-<br>sonnel is 7%. Managerial remuneration has increased by 13%.  |                            |  |  |  |  |
|   | Key parameters for variable component in Directors remuneration  | Total Non-Executive Directors remuneration and Executive Directors<br>remuneration are restricted respectively to 1% and 10% of Net Profit<br>calculated under Section 198 of Companies Act, 2013 and under SEBI<br>(LODR) Regulations.  |                            |  |  |  |  |
|   | Ratio of remuneration highest paid Director to highest paid non director employee  | 4.4 : 1  |                            |  |  |  |  |

For and on behalf of the Board of Directors

PREM KISHAN DASS GUPTA Chairman & Managing Director DIN: 00011670 Information pursuant to Clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| Sr.<br>No. | Name   | Designation                        | Remunera-<br>tion received<br>Rs.Lakhs | Qualifications  | Expe-<br>rience<br>(Years) | Date of com-<br>mencement of<br>employment | Age<br>(years) | Last employ-<br>ment before<br>joining the<br>Company | Percentage<br>of Equity<br>Sharehold-<br>ing in the<br>Company |
|------------|--|------------------------------------|--|---|----------------------------|--|----------------|---|--|
| 1          | Mr. Prem Kishan<br>Dass Gupta                    | Chairman<br>& Managing<br>Director | 232.00                                 | B.Sc  | 39                         | 20-Jul-96                                  | 62             |   | 4.06%  |
| 2          | Mr. Ishaan Gupta                                 | Joint<br>Managing<br>Director      | 307.00                                 | Bachelor of<br>Science in<br>Business Ad-<br>ministration | 6                          | 26-May-12                                  | 31             |   | 0.30%  |
| 3          | Captain Kapil Anand<br>(for part of the<br>year) | Director -<br>CFS                  | 60.83                                  | Master<br>Mariner   | 50                         | 1-Sep-16                                   | 68             | Vaishno<br>Logistics<br>Limited<br>President          | 0.01%  |

## Notes

Remuneration comprises basic salary, allowances, contribution to Provident Fund and taxable value of perquisites

Commission & sitting fees to Chairman & Managing Director and Joint Managing Director is considered as remuneration

Except Mr. Prem Kishan Dass Gupta, Mr. Ishaan Gupta and Mr. Samvid Gupta, none of the employees is related to any director of the company.

The nature of employment is contractual in all the above cases.

For and on behalf of the Board of Directors

PREM KISHAN DASS GUPTA Chairman & Managing Director DIN: 00011670

# Annexure-G

## Form AOC-I

(Pursuant to first proviso to section 129(3) and Rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the Financial Statement of Subsidiaries / Associate Companies/Joint Ventures

## Part A: Subsidiaries

|    | Name of the Subsidiary   | Gateway Rail<br>Freight Limited | Gateway East<br>India Private Lim-<br>ited | <b>Rs. Lakhs</b><br>Gateway Distriparks (Kerala)<br>Limited |  |  |  |  |
|----|--|---------------------------------|--|---|--|--|--|--|
| 1  | Reporting period   | Same as Holding Com             | pany - April 1, 2019 to A                  | March 31, 2020  |  |  |  |  |
| 2  | Reporting Currency   | Indian Rupees (Indiar           | n Subsidiaries)                            |   |  |  |  |  |
| 3  | Equity Share Capital   | 20,150.03                       | 800.00                                     | 2,305.00  |  |  |  |  |
| 1  | Reserves & Surplus   | 50,091.40                       | 3,422.73                                   | 119.25  |  |  |  |  |
| 5  | Total Assets (including Investments)   | 109,108.13                      | 7,198.61                                   | 7,709.17  |  |  |  |  |
| 5  | Total Liabilities  | 38,866.70                       | 2,975.88                                   | 5,284.92  |  |  |  |  |
| 7  | Investments  | 5,973.39                        | •  | -   |  |  |  |  |
| 3  | Turnover   | 87,971.91                       | 3,326.22                                   | 1,422.30  |  |  |  |  |
| )  | Profit before Taxation   | 8,661.88                        | 290.40                                     | 2.23  |  |  |  |  |
| 10 | Provision for Taxation   | (463.93)                        | 42.68                                      | (204.18)  |  |  |  |  |
| 1  | Profit after Taxation  | 9,125.81                        | 247.72                                     | 206.41  |  |  |  |  |
| 2  | Total Comprehensive Income   | 9,134.70                        | 245.52                                     | 204.78  |  |  |  |  |
| 3  | Proposed Dividend  | 6,034.53                        | -  | -   |  |  |  |  |
| 4  | % of Shareholding  | 99.93%                          | 100%                                       | 60%   |  |  |  |  |
|    | Note: Chandra CFS and Terminal Operators Private Limited is not a subsidiary as on 31 March 2020<br>as 100 % equity shares have been sold during the year. |                                 |  |   |  |  |  |  |

## Part B: Associates and Joint Ventures

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

|   | Name of Associate / Joint Ven-<br>ture                                     | Snowman Logistics Limited (Associate)  | Container Gateway<br>Limited<br>( Joint Venture)  |
|---|--|--|---|
| 1 | Latest audited Balance Sheet Date  | March 31, 2020   | March 31, 2020  |
| 2 | Shares of Associate / Joint Venture<br>held by the Company at the year end |  |   |
|   | No. of Equity Shares   | 67,254,119   | 51,000  |
|   | Amount of Investment   | 10,416.99  | 5.10  |
|   | Extent of holding %  | 40.25%   | 51%   |
| 3 | Description of how there is significant influence                          | The Company is represented on<br>the Board of Directors of Snowman<br>Logistics Limited  | Subsidiay Company,<br>Gateway Rail Freight<br>Limited is represented<br>on the Board of Directors<br>of Contianer Gateway<br>Limited  |
| 4 | Reason why the associate is not consolidated                               | The Company owns less than 50%<br>of the Shareholding and does not<br>control the composition of the Board<br>of Directors of Snowman Logistics<br>Limited.<br>The Associate is included in<br>consolidated Accounts as per Equity<br>method during the current Financial<br>year 2019-20. | Gateway Rail Freight<br>Limited holds 51% of the<br>Shareholding of Container<br>Gateway Limited.<br>The Joint Venture is<br>included in consolidated<br>Accounts as per Equity<br>method during the current<br>Financial year 2019-20. |
| 5 | Net worth attributable to Shareholding as per latest audited Balance Sheet | 14,097.31  | 0.96  |
| 6 | Profit / (Loss) for the year   |  |   |
|   | i. Considered in Consolidation   | (548.39)   | (0.37)  |
|   | ii. Not considered in consolidation  | -  | -   |
|   |  |  |   |

For and on behalf of the Board of Directors

**Mr. Prem Kishan Dass Gupta** Chairman & Managing Director DIN: 00011670 Arun Kumar Gupta Director DIN: 06571270

# Business Responsibility Report

The Company aims to be a responsible Corporate citizen. In pursuit of this objective, the Company has taken several initiatives on the environmental, social and governance perspective.

## Section A: General information about the company

| 1  | Corporate Identity Number (CIN) of the Company  | L74899MH1994PLC164024  |
|----|---|--|
| 2  | Name of the Company   | GATEWAY DISTRIPARKS LIMITED  |
| 3  | Registered Office Address   | Sector 6, Dronagiri,<br>Taluka Uran, District Raigad,<br>Navi Mumbai - 400707  |
| 4  | Website   | www.gateway-distriparks.com  |
| 5  | E-mail Id   | investor@gateway-distriparks.com   |
| 6  | Financial Year reported   | 2019-20  |
| 7  | Sector(s) that the Company is engaged   | 52109 -Storage and warehousing   |
| 8  | List three key products/services that the<br>Company manufactures/provides (as in<br>balance sheet) | Handling EXIM containers, General &<br>Bonded warehousing, Customs handling<br>facilities, Cargo stuffing/destuffing<br>&value added services like palletisation,<br>sheet wrapping etc. |
| 9  | Total number of locations where business activity is undertaken by the Company:                     | 4  |
| 10 | Markets served by the Company - Local/<br>State/National/International:                             | National. The Business of the Company is spread across the Country   |
|    |   |  |

# SECTION B: FINANCIAL DETAILS OF THE COMPANY

| 1 | Paid up Capital (INR)   | Rs. 10,872.80 Lakhs   |
|---|---|---|
| 2 | Total Turnover (INR)  | Rs.36,968.82 lakhs  |
| 3 | Total Profit After Taxes (INR)  | Rs.6,103.12 lakhs   |
| 4 | Total spending on Corporate Social<br>Responsibility (CSR) as percentage of<br>profit after tax (%) | Rs.77 lakhs   |
| 5 | List of activities in which expenditure in 4<br>above has been incurred:                            | <ul> <li>a) Donation made to Prime Minister's CARE<br/>Fund -Rs.10.25 Lakhs</li> <li>b) Rural development - Rs.22.77 Lakhs</li> <li>c) Promoting education- Rs.14.00 Lakhs</li> <li>d) Disaster management and providing<br/>relief - Rs. 30 lakhs</li> </ul> |

# SECTION C: OTHER DETAILS

| 1 | Does the Company have any Subsidiary Compa-<br>ny/ Companies?  | The Company has 3 subsidiaries, 1 Asso-<br>ciate and 1 Joint Venture company. |
|---|--|---|
| 2 | Do the Subsidiary Company/Companies<br>participate in the BR Initiatives of the parent<br>Company? If yes, then indicate the number of<br>such Subsidiary Company(s) | No  |
| 3 | Do any other entity/entities (e.g. suppliers,<br>distributors etc.) that the Company does<br>business with participate in the BR initiatives<br>of the Company       | Νο  |

# SECTION D: BR INFORMATION

1.Details of Director/Directors responsible for BR

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

| Sr.No | Particulars | Details                      |
|-------|-------------|------------------------------|
| 1     | DIN         | 00011670                     |
| 2     | Name        | Prem Kishan Dass Gupta       |
| 3     | Designation | Chairman & Managing Director |

## b) Details of BR Head

| Sr.No | Particulars      | Details                          |
|-------|------------------|----------------------------------|
| 1     | DIN              | 00011670                         |
| 2     | Name             | Prem Kishan Dass Gupta           |
| 3     | Designation      | Chairman & Managing Director     |
| 4     | Telephone number | 022-27246500                     |
| 5     | E-mail Id        | investor@gateway-distriparks.com |

## SECTION D: BR INFORMATION

## 2.Principle-wise (as per NVGs) BR Policy/Policies -(a)Details of compliance - Reply in Yes (Y)/ No (N)

| Sr.No  | Questions  |   | iples (a | as defi | ned ur  | ider Se | ection I | E) |    |    |
|--------|--|---|----------|---------|---------|---------|----------|----|----|----|
| 51.110 |  |   | P2       | P3      | P4      | P5      | P6       | P7 | P8 | P9 |
| 1      | Do you have a policy/ policies for the Principles  | Yes   |          | 1       |         |         |          |    |    |    |
| 2      | Has the policy been formulated in consultation with the relevant stakeholders?   | Yes   |          |         |         |         |          |    |    |    |
| 3      | Does the policy conform to any National/<br>International standards?   | Yes<br>Policies conforms with the standards prescribed in t<br>ISO 9001:2008, ISO 14001:2004, OSHAS 18001:2007<br>Quality Controls) |          |         |         |         |          |    |    |    |
| 4      | Has the policy been approved by the Board?<br>If yes has it been signed by MD/ owner/ CEO/<br>appropriate Board Director?  | Yes   |          |         |         |         |          |    |    |    |
| 5      | Does the Company have a specified committee<br>of the Board/ Director/ Official to oversee the<br>implementation of the policy?                                    | Yes<br>CEO oversees the implementation of the policy and<br>reports to the Audit Committee.   |          |         |         | nd      |          |    |    |    |
| 6      | Indicate the link for the policy to be viewed online?  | http:   | //wwv    | v.gate  | way-di  | stripar | ks.con   | ו  |    |    |
| 7      | Has the policy been formally communicated to all relevant internal and external stakeholders?  |   |          |         |         |         |          |    |    |    |
| 8      | Does the Company have in-house structure to implement the policy/policies.   | Yes   |          |         |         |         |          |    |    |    |
| 9      | Does the Company have a grievance Redressal<br>mechanism related to the policy/ policies to<br>address stakeholders' grievances related to the<br>policy/policies? | Yes,  | wherev   | er neo  | cessary | /       |          |    |    |    |
| 10     | Has the Company carried out independent<br>audit/ evaluation of the working of this policy<br>by an internal or external agency?                                   | Yes,  | wherev   | er neo  | cessary | 1       |          |    |    |    |

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

| (a) Indicate the frequency with which<br>the Board of Directors, Committee of the<br>Board or CEO assess the BR performance<br>of the Company. Within 3 months, 3-6<br>months, Annually, More than 1 year: | The BR performance of the Company under various principles is assessed annually. |
|--|--|
| (b) Does the Company publish a BR or a<br>Sustainability Report? What is the hyperlink<br>for viewing this report? How frequently it<br>is published?  | The Business responsibility report is published annually.                        |

## SECTION E: PRINCIPLE-WISE PERFORMANCE

## 2.Principle-wise (as per NVGs) BR Policy/Policies -(a)Details of compliance - Reply in Yes (Y)/ No (N)

| Principle 1: Businesses should conduct and gover<br>Transparency and Accountability   | n themselves with Ethics,   |
|---|---|
| 1. Does the policy relating to ethics, bribery<br>and corruption cover only the Company?<br>Yes/ No. Does it extend to the Group/Joint<br>Ventures/ Suppliers/Contractors/NGOs/Others?  | The policy relating to ethics, bribery & corruption covers the Group.   |
| ventures/ suppliers/contractors/1003/others:  | The Company has a Code of Conduct for its<br>Directors and Employees that cover issues<br>inter alia related to ethics, workplace<br>responsibilities and conflict of interest.   |
|   | Further, the Company has adopted a<br>Whistle Blower Policy to provide a<br>mechanism for employees and Directors of<br>the Company to approach the Chairman of<br>the Audit Committee of the Company for<br>reporting unethical behaviour, actual or<br>suspected, fraud or violation of the<br>Company's code of conduct and SEBI<br>Insider Trading Regulations. |
| 2. How many stakeholder complaints have<br>been received in the past financial year and<br>what percentage was satisfactorily resolved<br>by the management?  | No complaints have been received in the past financial year.  |
| Principle 2: Businesses should provide goods and their life cycle   | services that are safe and contribute to sustainability throughout  |
| List up to 3 of your products or services whose<br>design has incorporated social or<br>environmental concerns, risks and/ or<br>opportunities:   | <ol> <li>Container handling</li> <li>Palletization</li> </ol>   |
| For each such product, provide the following<br>details in respect of resource use (energy,<br>water, raw material etc.) per unit of product<br>(optional):<br>a) Reduction during sourcing/production/<br>distribution achieved since the previous year<br>throughout the value chain? | Rs. 3 Lakhs   |
| b) Reduction during usage by consumers<br>(energy, water) has been achieved since the<br>previous year?   | Rs. 257 Lakhs   |
| Does the Company have procedures in place<br>for sustainable sourcing (including<br>transportation)?<br>a) If yes, what percentage of your inputs was<br>sourced sustainably? Also, provide details<br>thereof, in about 50 words or so.  | <ul> <li>Yes</li> <li>100% of the sourcing is sustainable.</li> <li>Equipment are on Operations and Maintenance Contract for<br/>ensuring 100% availability.</li> <li>Industrial Relations are maintained to ensure continuous<br/>availability of Outsourced Labour.</li> </ul>  |
| Has the Company taken any steps to procure<br>goods and services from local & amp; small<br>producers, including communities surrounding<br>their place of work?<br>(a)If yes, what steps have been taken to<br>improve their capacity and capability of local<br>and small vendors?    | Services of Local vendors are availed.<br>The Local Vendors are provided<br>assistance with advances to ensure<br>business sustainability   |

| ewage treatment plant, installed solar<br>D lighting at its CFS at Navi Mumbai. |
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| ve been employed.   |
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| ved during the past   |
| e environment   |
| npany.  |
|   |

| 2. Does the Company have strategies/<br>initiatives to address global<br>environmental issues such as climate<br>change, global warming, etc? Y/N. If yes,<br>please give hyperlink for webpage etc.                  | No  |
|---|---|
| 3. Does the Company identify and assess potential environmental risks?  | Yes   |
| 4. Does the company have any project related<br>to Clean Development Mechanism? If so,<br>provide details thereof, in about 50 words or<br>so. Also, if Yes, whether any environmental<br>compliance report is filed? | Yes. Company files compliance report with the Pollution Control Board.  |
| 5. Has the Company undertaken any<br>other initiatives on clean technology,<br>energy efficiency, renewable energy, etc.<br>Y/N. If yes, please give hyperlink for web<br>page etc                                    | Yes<br>The company has taken initiative to use Solar<br>energy wherever possible  |
| 6. Are the Emissions/Waste generated by<br>the Company within the permissible limits<br>given by CPCB/ SPCB for the financial<br>year being reported?   | Yes. All the units file periodic statutory declarations<br>with the pollution control boards on the emissions<br>and waste generated and they are within<br>permissible limits granted by the pollution control<br>board.   |
| 7. Number of show cause/ legal notices<br>received from CPCB/ SPCB which are<br>pending (i.e. not resolved to satisfaction)<br>as on end of Financial Year.   | No show cause notices were received during the past financial year.   |
| Principle 7: Businesses, when engaged in influen manner   | cing public and regulatory policy, should do so in a responsible  |
| 1. Is your Company a member of any trade and chamber or association?  | <ul> <li>(a) Container Freight Stations Association of India</li> <li>(CFSAI)</li> <li>(b) Federation of Indian Export Organisations (FIEO)</li> </ul>  |
| 2. Have you advocated/lobbied through<br>above associations for the advancement or<br>improvement of public good? Yes/No  | As a member of the CFSAI, the Company, continues to put in efforts to develop roads and infrastructure in and around Dronagiri.   |
| Principle 8: Businesses should support inclusive  | growth and equitable development  |
| <ol> <li>Does the Company have specified<br/>programmes/ initiatives/ projects in<br/>pursuit of the policy related to Principle</li> <li>If yes details thereof.</li> </ol>  | The Company has been contributing to projects for promoting<br>education. During the year, the company was also involved in<br>the disaster management and providing relief to the pandemic<br>affected persons. The company has also contributed to the PM<br>CARES FUND.  |
| 2. Are the programmes/projects undertaken<br>through in-house team/own foundation/<br>external NGO/ government structures/ any<br>other organization?   | During the FY 2020, the company had undertaken<br>rural development projects at Krishnapatanam. The<br>Company contributed towards project for promoting<br>computer education. The company also contributed to<br>the PM CARES Fund.   |
| 3. Have you done any impact assessment of your initiative?  | The Company had undertaken rural development<br>project ( by building drainage systems) for the benefit<br>and use of villagers at Krishnapatnam. The<br>Company's supports the initiative of providing<br>computer education and spreading digital awareness<br>through Ekal Gramothan Foundation. The Company<br>had contributed towards PM CARES fund, which<br>would be utilized to render immediate relief to<br>families affected by the COVID 19 pandemic. The<br>Company, through Bhaskar Foundation and<br>International Association for Human valuescontributed<br>towards disaster management by providing food<br>packets to serve families affected by the pandemic. |

| 4. What is your Company's direct contribution<br>to community development projects Amount in<br>INR and the details of the projects undertaken   | During the year, the Company had contributed Rs.<br>22.77 lakhs in the rural development program at<br>Krishnapatnam, Rs.14 lakhs donated to Ekal<br>Gramothan Foundation, Rs. 30 lakhs towards disaster<br>management and providing reliefand Rs. 10.25 Lakhs |
|--|--|
| 5. Have you taken steps to ensure that<br>this community development initiative is<br>successfully adopted by the community? Please<br>explain in 50 words, or so.   | to PM's CARES Fund.<br>Through our CSR initiatives, we are committed to<br>promote education and making available various<br>facilities in rural areas. Through our partners, we are<br>implementing projects to provide better facilities.                    |
|  | rovide value to their customers and consumers in a responsible   |
| 1. What percentage of customer complaints/<br>consumer cases are pending as on the end of<br>financial year.   | No complaints were received during the past financial year.  |
| 2. Does the Company display product<br>information on the product label, over and<br>above what is mandated as per local laws?<br>Yes/ No / N.A. / Remarks (additional<br>information)   | N.A.   |
| 3. Is there any case filed by any stakeholder<br>against the Company regarding unfair trade<br>practices, irresponsible advertising and/or anti<br>-competitive behaviour during the last five<br>years and pending as on end of financial year. | No complaints were received during the past financial year.  |
| Did your Company carry out any consumer survey/ consumer satisfaction trends?  | No complaints were received during the past financial year.  |

For and on behalf of the Board of Directors

## PREM KISHAN DASS GUPTA

Chairman & Managing Director DIN: 00011670

# Independent Auditor's Report

To the Members of Gateway Distriparks Limited

Report on the Audit of the Standalone Ind AS Financial Statements

## Opinion

We have audited the accompanying standalone Ind AS financial statements of Gateway Distriparks Limited ("the Company"), which comprise the Balance sheet as at March 31 2020, 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 Ind AS 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 Ind AS 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, 2020, 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 Ind AS 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 Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 Ind AS financial statements.

### Emphasis of Matter - Impact of outbreak of Coronavirus (Covid-19)

We draw your attention to Note 34 to the accompanying standalone Ind AS financial statements, which describes the management's assessment of the impact of the uncertainties related to outbreak of COVID-19 on the business operations of the Company.

Our opinion is not modified in respect of this matter.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

| Key audit matters   | How our audit addressed the key audit matter  |
|---|---|
| Litigation, arbitrations, claims and other contingencies (as described in n   | ote 25 of the standalone Ind AS financial statements)   |
| As of March 31, 2020, the Company has disclosed contingent liabilities of Rs.12,577.30 lakhs relating to tax and legal claims.<br>Taxation, arbitration and litigation exposures have been identified as a key audit matter due to the large number of complex tax and legal claims across the Company.<br>Due to complexity of cases, timescales for resolution and need to negotiate with various authorities, there is significant judgement required by management in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed in the standalone Ind AS financial statements.<br>Accordingly, claims, litigations, arbitrations and contingent liabilities was determined to be a key audit matter in our audit of the standalone Ind AS financial statements. | <ul> <li>Our audit procedures included the following:</li> <li>Gained an understanding of the process of identification of claims, litigations, arbitrations and contingent liabilities, and evaluated the design and tested the operating effectiveness of key controls.</li> <li>Obtained legal and tax cases summary and critically assessed management's position through discussions with the legal head, tax head and management, on both the probability of success in significant cases, and the magnitude of any potential loss.</li> <li>Obtained confirmation, where appropriate, from relevant third-party legal counsel and conducted discussions with them regarding material cases. Evaluated the objectivity, independence, competence and relevant experience of third-party legal counsel.</li> <li>Inspected external legal opinions, where appropriate and other evidence to corroborate management's assessment of the risk profile in respect of legal claims.</li> <li>Engaged 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 disputes with tax authorities.</li> <li>Checked the adequacy of the disclosures with regard to facts and circumstances of the legal and litigation matters.</li> </ul> |

# Revenue recognition (as described in note 1(f) and note 14 of the standalone Ind AS financial statements)

| Key audit matters   | How our audit addressed the key audit matter  |  |  |  |  |
|---|---|--|--|--|--|
| Revenue recognition (as described in note 1(f) and note 14 of the standalone Ind AS financial statements)   |   |  |  |  |  |
| For the year ended 31 March 2020, the Company has recognized revenue<br>rom operations of Rs.36,968.82 lakhs.<br>Revenue from rendering of container handling services is recognized<br>based on the container handled and accrued with reference to the<br>hroughput handled and the terms of agreements for such service where<br>he recovery of consideration is probable. The tariff applied is the rate<br>agreed with customers or estimated by management based on the latest<br>erms of the agreement or latest negotiation with customers and other<br>ndustry considerations as appropriate.<br>Due to the large variety and complexity of contractual terms, as well<br>as ongoing negotiations with customers, significant judgements are<br>equired to estimate the tariff rates applied. If the actual rate differs<br>rom the estimated rate applied, this will have an impact on the<br>accuracy of revenue recognized in the current year and accrued as at<br>tear end.<br>Revenue is also an important element of how the Company measures<br>ts performance, upon which the management is incentivized. The<br>company focuses on revenue as a key performance measure, which<br>could create an incentive for revenue to be recognized before meeting<br>he requirement of revenue recognition under Ind AS 115.<br>Accordingly, due to significant risk associated with revenue recognition,<br>t was determined to be a key audit matter in our audit of the<br>itandalone Ind AS financial statement. | <ul> <li>Our audit procedures included the following:</li> <li>Assessed the Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'</li> <li>Understood, evaluated and tested the operating effectiveness of key controls related to revenue recognition.</li> <li>Performed sample tests of individual sales transaction and traced to sales invoices and other related documents to assess that the revenue has been recognized as per the tariff agreed/latest correspondence with the customer.</li> <li>Selected sample of sales transactions made pre and post-year end and compared the period of revenue recognition to supporting documentation to ensure that sales and corresponding trade receivables are properly recorded in the correct period.</li> <li>Checked the bank advices and credit notes on a sample basis for the net settlement and reviewed aged items for any disputed amounts.</li> <li>We assessed the Company's revenue recognition accounting policies including those related to discounts and rebates and ensured that same are in compliance with Ind AS.</li> <li>We inspected underlying documentation for any journal entries which were considered to be material related to revenue recognition.</li> </ul> |  |  |  |  |

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 Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone Ind AS 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 Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS 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, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS 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 Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to 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 Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of 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 Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS 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, 2020 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 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements Refer Note 25 to the standalone Ind AS financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Co. LLP** Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership Number: 96766 UDIN: 20096766AAAAAT7318 Place of Signature: Faridabad Date: June 05, 2020 Annexure 1 referred to in paragraph 1 under the heading 'Report on other legal and regulatory requirements' of our report of even date

Re: Gateway Distriparks Limited ('the Company')

i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

c. According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company except for the following which are not held in name of the Company.

| Particular                       | Freehold Land (In Lakhs) | Building (In Lakhs) |
|----------------------------------|--------------------------|---------------------|
| Gross Block as at March 31, 2020 | 110.17                   | 2,259.40            |
| Net Block as at March 31, 2020   | 110.17                   | 1,088.84            |

Further, title deeds in respect of one freehold land having gross and net book value of Rs. 1,574.38 lakhs and building having gross book value of Rs. 7,847.96 lakhs and net book value of Rs. 7,186.56 lakhs included in plant, property and equipment are pledged with HDFC and Beacon Trusteeship Limited and are not available with the Company.

- ii. The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the investments made and guarantees provided by it. The Company has not granted any loan or provided any security to the parties covered under Section 185 and 186.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

- vi. To the best of our knowledge and as explained, 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. Undisputed statutory dues including provident fund, employees' state insurance, incometax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to duty of excise are not applicable to the Company.

b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to duty of excise are not applicable to the Company.

c. According to the records of the Company, the dues of service tax and income tax on account of any dispute, are as follows:

| Name of the statute   | Nature of the dues    | Nature of the dues | Period to which<br>the amount<br>relates  | Forum where the dispute is pending                            |
|-----------------------|-----------------------|--------------------|---|---|
| The Finance Act, 1994 | Service Tax           | 90.42              | April 1, 2008 to<br>September 30,<br>2008 | Commissioner of Central<br>Excise, Customs and<br>Service Tax |
| The Finance Act, 1994 | Service Tax           | 382.32             | 2005-2006 to<br>2011-2012                 | Custom, Excise and<br>Service Tax Appellate<br>Tribunal       |
| Income Tax Act, 1961  | Income Tax Income Tax | 2,697.20           | 2007-08                                   | High Court, Bombay  |
| Income Tax Act, 1961  | Income Tax            | 3,109.75           | 2008-09                                   | High Court, Bombay  |
| Income Tax Act, 1961  | Income Tax            | 1,929.51           | 2010-11                                   | Income Tax Appellate<br>Tribunal                              |
| Income Tax Act, 1961  | Income Tax            | 42.87              | 2015-16                                   | Commissioner of Income<br>Tax (Appeals)                       |
| Income Tax Act, 1961  | Income Tax            | 2,203.88           | 2016-17                                   | Deputy Commissioner of<br>Income Tax                          |
|                       |                       |                    |   |   |

According to information and explanation given to us, there are no dues of sales-tax, value added tax, duty of customs, goods and service tax and cess which have not been deposited on account of any dispute. The provisions relating to duty of excise are not applicable to the Company.

Further, based on the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer.

viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, n

- ix. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- x. According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xi. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 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.
- xiii. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- xiv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- xv. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership Number: 96766 UDIN: 20096766AAAAAT7318 Place of Signature: Faridabad Date: June 05, 2020

# ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GATEWAY DISTRIPARKS 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 over financial reporting of Gateway Distriparks Limited ("the Company") as of March 31, 2020 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. 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 over financial reporting 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these 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 over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these 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 internal financial controls over financial reporting with reference to these standalone financial statements.

# Meaning of Internal Financial Controls Over Financial Reporting with reference to these financial statements

A company's internal financial control over financial reporting with reference to these standalone financial statements 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 over financial reporting with reference to these 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

# Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these standalone financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these 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 over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone over financial reporting with reference to these standalone financial reporting with reference to these standalone financial reporting with reference to these 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 over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2020, 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.

For S.R. BATLIBOI & CO. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership Number: 96766 UDIN: 20096766AAAAAT7318 Place of Signature: Faridabad Date: June 05, 2020

# Gateway Distriparks Limited Standalone Balance sheet as at 31 March 2020

# (All amounts in INR lakhs, unless otherwise stated)

|  | Notes   | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--|---------|------------------------|------------------------|
| ASSETS   |         |                        |                        |
| Non-current assets                                   |         |                        |                        |
| Property, plant and equipment                        | 3       | 17,779.40              | 20,165.77              |
| Right-of-use assets                                  | 30      | 5,030.90               | -                      |
| Equity Investments in Subsidiaries and Associates    | 5(a)    | 23,455.92              | 38,381.35              |
| Financial assets                                     |         |                        |                        |
| i. Investments                                       | 5(b)    | 72,852.88              | 72,713.43              |
| ii. Other financial assets                           | 5(d)    | 1,989.05               | 253.84                 |
| Income tax assets (net)                              | 13(f)   | 1,698.10               | 292.23                 |
| Other non current assets                             | 6(a)    | 419.71                 | 2,715.92               |
| Total non-current assets                             |         | 123,225.96             | 134,522.54             |
| Current assets                                       |         |                        |                        |
| Contract assets                                      | 5(e),14 | 662.72                 | 457.95                 |
| Financial assets                                     |         |                        |                        |
| i. Investments                                       | 5(c)    | -                      | 1,754.15               |
| ii. Trade receivables                                | 5(e)    | 2,621.85               | 3,582.68               |
| iii. Cash and cash equivalents                       | 5(f)    | 100.85                 | 2,206.65               |
| iv. Bank balances other than (iii) above             | 5(g)    | 72.55                  | 65.63                  |
| v. Other financial assets                            | 5(d)    | -                      | 1,281.38               |
| Other current assets                                 | 6(a)    | 203.79                 | 567.10                 |
| Total current assets                                 |         | 3,661.76               | 9,915.54               |
| Non current assets classified as Asset held for sale | 6(b)    | 10,416.99              | -                      |
| Total assets   |         | 137,304.71             | 144,438.08             |
| EQUITY AND LIABILITIES                               |         |                        |                        |
| Equity   |         |                        |                        |
| Equity share capital                                 | 7(a)    | 10,872.80              | 10,872.80              |
| Other equity   |         |                        |                        |
| Reserves and Surplus                                 | 7(b)    | 60,689.71              | 64,389.98              |
| Total equity   |         | 71,562.51              | 75,262.78              |

# Gateway Distriparks Limited Standalone Balance sheet as at 31 March 2020

# (All amounts in INR lakhs, unless otherwise stated)

| LIABILITIES  |       |            |            |
|--|-------|------------|------------|
| Non-current liabilities  |       |            |            |
| Financial liabilities  |       |            |            |
| i. Borrowings  | 8(a)  | 53,426.62  | 60,367.92  |
| ii. Lease Liabilities  | 30    | 1,521.95   | -          |
| Provisions   | 9     | 132.65     | 156.05     |
| Employee benefit obligations                                   | 11    | 374.00     | 310.84     |
| Government Grants (EPCG)                                       | 12    | 88.03      | 139.85     |
| Deferred tax liabilities (net)                                 | 13(d) | -          | 523.36     |
| Total non-current liabilities                                  |       | 55,543.25  | 61,498.02  |
| Current liabilities  |       |            |            |
| Contract liabilities   | 8(e)  | 81.04      | 111.70     |
| Financial liabilities  |       |            |            |
| i. Borrowings  | 8(b)  | 1,362.97   | 728.02     |
| ii. Lease Liabilities  | 30    | 1,588.71   | -          |
| iii. Trade payables  |       |            |            |
| -total outstanding dues of micro and small enterprises         | 8(c)  | 46.61      | -          |
| -total outstanding dues other than micro and small enterprises | 8(c)  | 3,955.48   | 2,756.04   |
| iv. Other financial liabilities                                | 8(d)  | 2,318.83   | 2,845.35   |
| Employee Benefit Obligations                                   | 11    | 612.53     | 636.02     |
| Government Grants (EPCG)                                       | 12    | 51.82      | 51.82      |
| Other current liabilities                                      | 10    | 180.96     | 279.44     |
| Income Tax Liabilities (net)                                   | 13(f) | -          | 268.89     |
| Total current liabilities                                      |       | 10,198.95  | 7,677.28   |
| Total liabilities  |       | 65,742.20  | 69,175.30  |
| Total equities and liabilities                                 |       | 137,304.71 | 144,438.08 |

The above balance sheet should be read in conjunction with the accompanying notes. In terms of our report of even date.

For S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership No.: 96766 Place: Faridabad Date: 05 June 2020 For and on behalf of the Board of Directors Gateway Distriparks Limited

Prem Kishan Dass Gupta Chairman and Managing Director DIN: 00011670 Place: New Delhi Date: 05 June 2020

Sandeep Kumar Shaw Chief Financial Officer Place: Ghaziabad Date: 05 June 2020 Arun Kumar Gupta Director DIN: 06571270 Place: New Delhi Date: 05 June 2020

Veena Nair Company Secretary Place: Mumbai Date: 05 June 2020

# Gateway Distriparks Limited Standalone Profit and Loss as at 31 March 2020

## (All amounts in INR lakhs, unless otherwise stated)

|   | Notes | Year ended<br>31 March, 2020 | Year ended<br>31 March, 2019 |
|---|-------|------------------------------|------------------------------|
| Revenue from Operations   | 14    | 36,968.82                    | 36,670.76                    |
| Other income  | 15    | 5,667.14                     | 7,459.04                     |
| Total Income  |       | 42,635.96                    | 44,129.80                    |
| Expenses  |       |                              |                              |
| Operating expenses  | 16    | 18,983.90                    | 23,540.24                    |
| Employee benefits expense                                       | 17    | 2,212.23                     | 2,058.83                     |
| Depreciation and amortisation expense                           | 18    | 4,247.08                     | 2,660.24                     |
| Other expenses  | 19    | 3,749.46                     | 4,402.42                     |
| Finance costs   | 20    | 7,424.70                     | 997.74                       |
| Total expenses  |       | 36,617.37                    | 33,659.47                    |
| Profit before exceptional items and tax                         |       | 6,018.59                     | 10,470.33                    |
| Exceptional items   | 29(a) | 217.18                       | -                            |
| Profit before tax   |       | 6,235.77                     | 10,470.33                    |
| Income tax expense  |       |                              |                              |
| -Current tax  | 13(a) | 650.00                       | 1,849.84                     |
| -Deferred tax   | 13(a) | (517.35)                     | (195.98)                     |
| Total tax expense   |       | 132.65                       | 1,653.86                     |
| Profit for the year   |       | 6,103.12                     | 8,816.47                     |
| Other comprehensive income                                      |       |                              |                              |
| Items that will not be reclassified to profit or loss           |       |                              |                              |
| Remeasurement of post-employment benefit obligations            | 11    | (23.88)                      | (13.90)                      |
| Income tax relating to the above                                | 13(a) | 6.01                         | 4.86                         |
| Other comprehensive income for the year, net of tax             |       | (17.87)                      | (9.04)                       |
| Total comprehensive income for the year                         |       | 6,085.25                     | 8,807.43                     |
| Earnings per equity share                                       |       |                              |                              |
| [Face Value Rs. 10 per Share (31 March 2019: Rs. 10 per Share)] | 24    | F //                         | 0.44                         |
| Basic/ Diluted earnings per share                               | 31    | 5.61                         | 8.11                         |

The above statement of profit and loss should be read in conjunction with the accompanying notes. In terms of our report of even date.

For S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership No.: 96766 Place: Faridabad Date: 05 June 2020 For and on behalf of the Board of Directors Gateway Distriparks Limited

Prem Kishan Dass Gupta Chairman and Managing Director DIN: 00011670 Place: New Delhi Date: 05 June 2020 Arun Kumar Gupta Director DIN: 06571270 Place: New Delhi Date: 05 June 2020

Sandeep Kumar Shaw Chief Financial Officer Place: Ghaziabad Date: 05 June 2020 Veena Nair Company Secretary Place: Mumbai Date: 05 June 2020

# Gateway Distriparks Limited Standalone statement of cash flow for the year ended 31 March 2020

# (All amounts in INR lakhs, unless otherwise stated)

|  | Notes   | Year ended<br>31 March 2020 | Year ended<br>31 March 2019 |
|--|---------|-----------------------------|-----------------------------|
| A. Cash flow from operating activities   |         |                             |                             |
| Profit before tax  |         | 6,235.77                    | 10,470.33                   |
| Adjustments to reconcile profit before tax to net cash flows:  |         |                             |                             |
| Add:   |         |                             |                             |
| Depreciation of property, plant and equipment and right-of-use assets                                | 18      | 4,247.08                    | 2,638.54                    |
| Amortisation of intangible assets  | 18      | -                           | 21.70                       |
| Finance costs  | 20      | 7,424.70                    | 997.74                      |
| Loss on sale/ disposal of property, plant and equipment's  | 19      | 36.39                       | 6.67                        |
| Increase/(Decrease) in provision for doubtful debts  | 19 & 15 | (19.26)                     | 278.51                      |
| Interest income on fixed deposits with banks & others  | 15      | (157.64)                    | (116.54)                    |
| Exceptional item   | 29(a)   | (217.18)                    | -                           |
| Dividend received from subsidiary company/ Joint Venture   | 15      | (4,909.95)                  | (6,017.57)                  |
| Liabilities/ provisions no longer required written back  | 15      | (116.73)                    | (300.69)                    |
| Provision for doubtful ground rent (net)   | 15      |                             | (4.77)                      |
| Net gain on redemption of Investments  | 15      | (295.53)                    | (1,075.46)                  |
| Net loss on financial asset measured at FVPL   | 15      | 137.00                      | 505.49                      |
| Gain on sale of assets (net)   | 15      |                             | (177.46)                    |
| Government Grant (EPCG) amortisation   | 15      | (51.82)                     | (51.82)                     |
| Premium receivable on redemption and unwinding of discount on investments measured at amortized cost | 15      | (139.46)                    | (130.94)                    |
| Working capital adjustments  |         |                             |                             |
| (Increase)/decrease in contract assets   |         | (204.77)                    | (34.47)                     |
| (Increase)/decrease in trade receivables   |         | 980.09                      | (80.29)                     |
| (Increase)/decrease in other financial assets  |         | (341.60)                    | (1,285.55)                  |
| (Increase)/decrease in other non-current assets  |         | (130.83)                    | 232.27                      |
| (Increase)/decrease in other current assets  |         | 363.31                      | 1.94                        |
| (Increase)/decrease in contract liabilities  |         | (30.66)                     | (62.89)                     |
| Increase/(decrease) in trade payables  |         | 1,362.78                    | 401.85                      |
| Increase/(decrease) in other financial liabilities   |         | 10.26                       | 41.88                       |
| Increase/(decrease) in employee benefit obligations  |         | 15.79                       | 138.45                      |
| Increase/(decrease) in other current liabilities   |         | (98.48)                     | (33.57)                     |
| Increase/(decrease) in provisions  |         | (23.40)                     | -                           |
| Cash generated from operations   |         | 14,075.86                   | 6,363.35                    |
| Income taxes paid  | 13(f)   | (2,324.76)                  | (881.40)                    |
| Net cash flow from operating activities [A]  |         | 11,751.10                   | 5,481.95                    |
| B. Cash flow from investing activities   |         |                             |                             |
| Purchase of property, plant and equipment/ intangible assets   |         | (46.17)                     | (1,030.22)                  |
| Proceeds from sale of property, plant and equipment  |         | 0.20                        | 267.46                      |
| Acquisition of a subsidiary, net of cash acquired  |         | -                           | (70,601.04)                 |
| Proceeds from sale of Equity Investments in subsidiary company                                       |         | 4,725.63                    | -                           |
| Proceeds from sale of current investments  |         | 8,332.68                    | 13,225.99                   |
| Purchase of current investments  |         | (6,420.00)                  | 1,945.01                    |
| Interest received  |         | 45.43                       | 114.02                      |
| Dividend received from subsidiary company/ Joint Venture   | 15      | 4,909.95                    | 6,017.57                    |
| Net cash flow from/(used in) investing activities [B]  |         | 11,547.72                   | (50,061.21)                 |

# Gateway Distriparks Limited Standalone statement of cash flow for the year ended 31 March 2020

# (All amounts in INR lakhs, unless otherwise stated)

| C. Cash flow from financing activities                           |             |             |            |
|--|-------------|-------------|------------|
| Repayment of borrowings  |             | (7,562.04)  | (3,432.72) |
| Proceeds from borrowings   |             | -           | 55,389.66  |
| Repayment of lease liabilities                                   | 30          | (1,753.04)  | -          |
| Dividend paid to equity holders                                  | 7(b)(v)     | (9,785.52)  | (4,349.12) |
| Dividend distribution tax  | 7(b)(v)     | -           | (729.53)   |
| Interest paid  |             | (6,938.97)  | (942.70)   |
| Net cash from/(used in) financing activities [C]                 |             | (26,039.57) | 45,935.59  |
| Net increase in cash and cash equivalents [A+B+C]                |             | (2,740.75)  | 1,356.33   |
| Cash and cash equivalents at the beginning of the financial year | 5(f) & 8(b) | 1,478.63    | 122.30     |
| Cash and cash equivalents at the end of the year                 | 5(f) & 8(b) | (1,262.12)  | 1,478.63   |

| Reconciliation of Cash and Cash Equivalents as per Statement of Cash Flow |      | Year ended<br>31 March 2020 | Year ended<br>31 March 2019 |
|---|------|-----------------------------|-----------------------------|
| Cash Flow statement as per above comprises of the following               |      |                             |                             |
| Cash and cash equivalents   | 5(f) | 100.85                      | 2,206.65                    |
| Bank overdrafts   | 8(b) | (1,362.97)                  | (728.02)                    |
| Balances as per statement of cash flows                                   |      | (1,262.12)                  | 1,478.63                    |

The above statement of cash flows should be read in conjunction with the accompanying notes.

In terms of our report of even date.

For S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership No.: 96766 Place: Faridabad Date: 05 June 2020 For and on behalf of the Board of Directors Gateway Distriparks Limited

Prem Kishan Dass Gupta Chairman and Managing Director DIN: 00011670 Place: New Delhi Date: 05 June 2020

Sandeep Kumar Shaw Chief Financial Officer Place: Ghaziabad Date: 05 June 2020 Arun Kumar Gupta Director DIN: 06571270 Place: New Delhi Date: 05 June 2020

Veena Nair Company Secretary Place: Mumbai Date: 05 June 2020

(A) Equity share capital

|                                 | Motes | Number of shares | Amerant   |
|---------------------------------|-------|------------------|-----------|
| As at 1 April 2018              | 7(a)  | 1,087.28         | 10,872.80 |
| hanges in equity share capital  |       | P.               |           |
| As at 31 March 2019             | 7(a)  | 1,087,28         | 10,872,80 |
| Changes in equity share capital |       | H<br>I           | -         |
| As at 31 March 2020             | 7(a)  | 1,087,28         | 10,872.80 |

(B) Other equity

|   |                |  |                               | Reserves and Surplus | i Surpius                       |                   |                    |
|---|----------------|--|-------------------------------|----------------------|---------------------------------|-------------------|--------------------|
|   | Noters         | Securities Premium<br>Reserve                    | Capital Redemption<br>Reserve | General Reserves     | Debenture<br>Redemption Reserve | Retained Earnings | Total Other Equity |
| Balance as at 1 April 2018  | 7(b)           | 34,249,18  | 788.34                        | 4,900.20             | τ                               | 20,723.48         | 60,661.20          |
| Profit for the year   |                | 2  | 30                            | 2                    | 00                              | 8,816.47          | 8,816.47           |
| Other Comprehensive income, set of two  |                | ġ.   | đ                             | 4                    | 3                               | (9.04)            | (9.04)             |
| Total comprehensive income for the year   |                | 8  | *)                            | 2                    | *                               | 8,807.43          | 8,807.43           |
| Transferred from surplus in the Statement of Profit and Loss  |                |  |                               | 542                  | 55,00                           | (55,00)           | +                  |
| Dividend paid   |                | 3  | ×.                            | ÷                    | *                               | 4,349,12          | 4,349.12           |
| Devidend distribution tax   |                |  |                               |                      |                                 | 729.53            | 729.53             |
| Balance as at 31 March 2019   | 7(b)           | 34,249.18  | 788.34                        | 4,900.20             | 55.00                           | 24,397.26         | 64,389.98          |
|   |                |  |                               |                      |                                 |                   |                    |
| Balance as at 1 April 2019  |                | 34,249.18  | 788.34                        | 4,900.20             | 15,00                           | 24,397.26         | 64,359,98          |
| Profit for the year   |                | -  | 3                             | 1.4                  |                                 | 6,103,12          | 6,103.12           |
| Other Comprehensive Income, net of tax  |                | •2   | ÷                             | 20                   | £(                              | (17.87)           | (17.57)            |
| Total comprehensive income for the year   |                | 30   | 98)<br>(                      | 15                   | 30                              | 6,085.25          | 6,085.25           |
| Dividend paid   |                | 2  | 1                             | ġ.                   |                                 | 35,285,52         | \$,785.52          |
| Dividend distribution tax   |                | 8  | 30                            | 32                   |                                 |                   | 1                  |
| Salance as at 31 March 2020   | 7(b)           | 34,249.18  | 788.34                        | 4,900.20             | 55,00                           | 20,696,99         | 60,689.71          |
| The above statement of change in equity should be read in conju   | Invettion with | read in conjunction with the accompanying notes. | tos.                          |                      |                                 |                   |                    |
| and the second se |                |  |                               |                      |                                 |                   |                    |

In terms of our report of even date.

Fer S.R. Batfibol & Co. LLP Chartered Accountants

ICAL FIrm Registration Number: 301003E/E300005

per Vishal Sharma

Membership No.: 96766 Place: Faritabad Date: 05 June 2020 Pasturer

Chairman and Managing Director Dire 00015570 Place: New Detini Date: 05 June 2020 Prem Kishan Dass Gupta

For and on behalf of the Board of Directors Gateway Distriparks Limited

Otlef Financial Officer Sandeep Kumar Shaw Date: 05 June 2020 Place: Graziabad

Company Secretary DHI: 06371270 Place: New Dethi Date: 05 June 2020 Arun Kumar Gupta Place: Mumbel Veena Nair Director

Date: 05 June 2020

## Gateway Distriparks Limited Standalone statement of changes in the equity for the year ended 31 March 2020

(All amounts in INR lakhs, unless otherwise stated)

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#### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

#### Background

Gateway Distriparks Limited (the 'Company') is engaged in business of Inter-Modal Container Logistics. The Company was incorporated on 6 April, 1994. The registered office of the Company is located at Sector - 6, Dronagiri, Taluka - Uran, District Raigad, Navi Mumbai - 400 707.

The Company's equity shares are listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange (NSE). The Company's primary business is to operate Container Freight Stations ("CFS"), which are facilities set up for the purpose of in-transit container handling, examination, assessment of oargo with respect to regulatory olearances, both import and export. The Company started operations with a CFS at the Country's premier container port of Jawaharlal Nehru Port Trust (JNPT). Since 1 February, 2007, the Company has been the Operations and Management Operator of Punjab Conware's CFS, which is also located at JNPT, for 15 years. The Company acquired a CFS at Chennai after amalgamation of its wholly owned subsidiary Gateway Distriparks (South) Private Limited with effect from 1 April, 2014. The Company had set up a CFS & warehouse facilities at Krishnapatnam in Andhra Pradesh in year ended March 2017. These CFS provide common user facilities orffering services for Container Handling, Transport and Storage of import / export laden and empty containers and cargo carried under oustoms control.

The standalone financial statements were approved for issue in accordance with a resolution of the directors on 05 June 2020.

1. SIGNIFICANT ACCOUNTING POLICIES:

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

- (a) Basis of Preparation:
  - (1) Compliance With Ind AS

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

- (11) Historical Cost Convention
- The financial statements have been prepared on a historical cost basis, except for the following.
- Certain financial instruments that are measured at fair value;
- Define benefit plan-plan assets measured at fair value; and
- Assets held for sale-measured at lower of carrying value and fair value less oost to sell.

(111) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on ourrent/ non-ourrent classification.

- An asset is treated as current when it is:
- a. Expected to be realised or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading.
- c. Expected to be realised within twelve months after the reporting period, or

d. Cash or oash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

#### A liability is current when:

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

d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period The Company classifies all other liabilities as non-ourrent.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### Financial Guarantee Contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs, because the specified debtor fails to make a payment when due, in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109, and the amount recognised less cumulative amortisation.

(b) Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, joint ventures and associates are recognised at cost as per Ind A5 27 in these separate financial statements.

#### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

#### (c) Investment in Compound Financial Instruments issued by subsidiaries and joint ventures

Company considers issuance of non-market rate redeemable preference shares by subsidiary and joint venture as compound instrument comprising a loan with market terms and a capital injection and hence treat the difference between the cash paid and fair value on initial recognition as an addition to the investment in the subsidiary or joint venture and presented separately as 'Equity component of Zero Coupon Redeemable Preference Shares' under 'Non-Current Investments'. Equity Component is not subsequent remeasured.

#### (d) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the Company. The Company has identified one reportable segment "Container Freight Station" i.e. based on the information reviewed by CODM. Refer note 24 for segment information presented.

#### (e) Foreign ourrency translation:

#### (1) Functional and presentation currency

Items included in the financial statements are measured using the ourrency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (Rs.), which is the Company's functional and presentation ourrency.

#### (II) Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing on the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of profit and loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Non-monetary items that are measured at fair value in a foreign ourrency are translated using the exchange rates at the date when the fair value was determined. Translation difference on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in statement of profit and loss as part of the fair value gain or loss. Are exampled, translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

#### (e) Foreign ourrency translation:

The Company is principally engaged in a single segment viz. Inter-Modal Container Logistics, based on the nature of services, risks, returns and the internal business reporting system

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition

- Identify the contract(s) with a customer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price to the performance obligations
- Recognise revenue when or as an entity satisfies performance obligation

Revenue from contracts with oustomers is recognised when control of the 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 services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the services before transferring them to the oustomer.

Revenue excludes amounts collected on behalf of third parties



#### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

#### Rendering of services :

(i) 'Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

(ii) The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefit will flow to the entity and specific oriteria have been met for each of the Company activities as described below. The Company bases its estimates on historical results, taking into consideration the type of oustomer, the type of transaction and the specifics of each arrangement.

(iii) Income from Container handling, storage and transportation are recognised on proportionate completion of the movement and delivery of goods to the party/designated place.

(iv) Income from Ground Rent is recognised for the period the container is lying in the Container Freight Station. However, in case of long standing containers, the income from Ground Rent is not accrued for a period beyond 60 days as on the basis of past history the collectability is not reasonably assured.

(v) Income from auction sales is recognised when the Company auctions long-standing oargo that has not been cleared by customs. Revenue and expenses for Auction sales are recognised when auction is completed after obtaining necessary approvals from appropriate authorities. Auction sales include recovery of the cost incurred in conducting auctions, accrued ground rent and handling charges relating to long-standing cargo. Surplus, out of auctions, if any, after meeting all expenses and the actual ground rent, is credited to a separate account "Auction Surplus" and is shown under the head "Contract Liabilities". Unclaimed Auction Surplus, if any, in excess of period specified under the Limitations Act is written back as "Income" in the following financial year:

#### Variable consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the service to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognizes changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of service provide customers with volume rebates and pricing incentives, which give rise to variable consideration.

The Company provides retrospective volume rebates and pricing incentives to certain customers once the number of cargo imported/ handled during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

#### Contract balances

#### Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section financial instruments - initial recognition and subsequent measurement.

#### Contract assets

A contract asset is initially recognised for revenue earned from services because the receipt of consideration is conditional on successful completion of the service. Upon completion of the services and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets and contract assets in section ((iii)).

#### 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

#### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

#### Critical judgements

The Company's contracts with customers include promises to transfer service to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Estimates of rebates and discounts are sensitive to changes in circumstances and the Company's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

#### Other revenue streams

#### Export Benefits

Export Entitlements in the form of Service Exports from india Scheme (SEIS) and other schemes are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

#### Dividend

Revenue is recognised when the Company's right to receive the payment is established.

#### Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

#### (g) Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period where the Company generate taxable income. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temperary 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 income tax is not recognised on initial recognition as well as on the impairment of goodwill which is not deductible for tax purposes or on 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 (tax loss).

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 ner taxable profit or loss.



#### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

Deferred tax assets and ilabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the assets and settle the liability simultaneously.

Current and deferred tax is recognised in Statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (h) Leases:

#### Policy applicable from 1st April 2019

The Company 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.

#### Company as a lessee

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

#### i) Right-of-use assets

The Company recognises right-of-use assets at the commoncement date of the lease (i.e., the date the underlying asset is available for use). Rightof-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 commoncement date less any lease incentives received. Right-of-use assets are amortised over the shorter of the lease term and the estimated useful lives of the assets.

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 (i) Impairment of non-financial assets.

#### ti) Lease Liablitties

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 eccurs.

In calculating the present value of lease payments, the Company 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.

#### iti)Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of lowvalue assets are recognised as expense on a straight-line basis over the lease term.

"Lease Liabilities" and "Right of Use" asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

#### Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are 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.

#### Policy applicable up to 31st March 2019

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases.

#### Operating Lease - as a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentive received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

#### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

#### (I) Impairment of 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's of assets. Where 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 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 available. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses including impairment on inventories are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the lang-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used

#### (J) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdraft. Bank overdraft are shown within borrowing in current liabilities in the balance sheet.

#### (k) Trade Receivables

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 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:

(I)In the principal market for the asset or liability, or

(ii)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 recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization ( based on the lowest level input that is significant to fair value measurement as a whole ) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and ilabilities 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.





#### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

#### (I) Investments and other financial assets

#### (i) Classification

- The Company classifies financial assets in the following measurement categories:
- -- those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss and -- those measured at amortised cost.
- The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.
- For the assets measured at fair value, gain and losses will either be recorded in statement of profit and loss or other comprehensive income. For investment in debt instrument, this will depends on the business model in which the investment is held.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

#### (ii) Measurement

At initial recognition, the Company measures a financial assets at its fair value plus, in the case of a financial assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition to the financial assets. Transaction costs of financial assets carried at fair value through profit or loss are recognised immediately in statement of profit and loss.

#### **Debt** instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

 Amortised Cost: Assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired, interest income from these financial assets is included in finance income using the effective interest rate method.

2. Fair value through other comprehensive income (FVOCI): Assets that are held for the collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is included in finance income using the effective interest rate method.

#### (III) Impairment of financial assets and contract assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial assets.

In accordance with Ind AS 109, the Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For these credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### (Iv) Derecognition of financial assets

A financial assets is derecognised only when

-- The Company has transferred the right to receive cash flows from the financial assets or

 Retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.

When the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is recognised to the extent of continuing involvement in the financial asset.

#### (v) income recognition

(I) Interest: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate.
 (II) Dividend: Dividend income is recognised when the right to receive dividend is established.

Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

### (m) Financial Liabilities

### (I) Classification

- The Company classifies its financial liabilities in the following measurement categories:
- 14 these to be measured subsequently at fair value through the Statement of Profit and Loss, and
- 100 these measured at amortised cost

#### (II) Measurement

1. Financial liabilities at amortised cost- Financial liabilities at amortised cost represented by berrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost.

Financial liabilities at fair value through profit and loss. Financial liabilities at fair value through profit and loss are measured at fair value with all changes recognized in the statement of profit and loss.

### (III) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

| Original<br>classification | Revised classification | Accounting treatment  |
|----------------------------|------------------------|---|
| Amortised cost             |                        | Fair value is measured at reclassification date. Difference between previous amortized cost and fair<br>value is recognised in Statement of profit and loss.  |
| FVTPL                      | Amortised Cost         | Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the<br>new gross carrying amount.   |
| Amortised cost             | FYTOCI                 | Fair value is measured at reclassification date. Difference between previous amortised cost and fair<br>value is recognised in OCI. No change in EIR due to reclassification.                               |
| FVTOCI                     | Amortised cost         | Fair value at reclassification date becomes its new amortised cost carrying whount. However,<br>cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it |
| PVTPL                      | FVTOCI                 | Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.   |
| FVTOCI                     | FVTPL                  | Assets continue to be measured at fair value. Cumulative gain or less previously recognized in OCI is<br>reclassified to PBL at the reclassification date.  |
|                            |                        |   |

### (n) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset, the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### (o) Property, Plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and cost can be measured reliably. The carrying amount of any component accounted for as a separate assets is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred. The management review the useful life of the assets at each reporting date

#### Depreciation methods, estimated useful lives and residual value

Depreciation on additions/ deletions to Tangible and Intangible Assets is calculated on pro-rata basis from the month of such additions/ deletions. The Company provides depreciation on straight-line method at the rates specified under Schedule II to the Companies Act, 2013, except for:

- Reach Stackers and forklifts (included in Other Equipment's) are depreciated over a period of ten years, based on the technical evaluation;

 Additions/ construction of Building, Electrical Installations, Furniture and Fixtures and Office Equipment's at Punjab Conware CPS is being amortised over the balance period of the Operations and Management Agreement of the CPS with effect from 1 July, 2007;

- Assets individually costing less than Rs. 5,000 are fully depreciated in the year of acquisition/ construction.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in statement of profit and loss.





### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

### (p) Intangible Assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any, intangible assets of the Company consist of computer software and is amortised under straight line method over a period of three years.

### (q) Trade and other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using effective interest method.

### (r) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility which it relates.

The fair value of the liability portion of the zero coupon redeemable preference shares is determined using a market rate for an equivalent instrument. This amount is recorded as liability on amortised cost basis until extinguished on redemption of preference shares. The reminder of the proceeds is attributable to the equity portion of the compound instrument. This is recognized and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss.

Berrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the iender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### (s) Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(t) Provisions:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

### (u) Employee Benefits:

### (I) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in Statement of profit and loss in respect of employees service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### (ii) Other long term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarist assumptions are recognised in profit or loss.

### (III) Post employment obligations

The Company operates the following post-employment schemes:

- 1.) Defined benefit plans such as gratuity; and
- 2.) Defined contribution plans such as provident fund.

### **Gratuity Obligations**

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in Rs. is determined by discounting the estimated future cash outflow by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations.

The net interest cost is calculated by applying the discount rate to the net balance of defined benefit obligations and fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss .

Remeasurement gains and losses arising from experience adjustment and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and less as past service cost.

### **Defined** Contribution Plans

The Company pays provident fund contribution to publicly administered provident funds as per local regulations. The Company has no further payment obligations ence the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

### (Iv) Bonus Plan

The Company recognise the liability and an expenses for bonus. The Company recognise a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### (v) Earnings per Share:

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

1) The profit attributable to the owner of the Company

2) by the weighted average number of equity share outstanding during the financial year, adjusted for bonus elements in equity shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figure used in the determination of basis earnings per share to take into account:

1) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

 the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.





### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

### (w) Contributed Equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### (x) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### (y) Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

### (z) Embedded foreign currency derivatives

Embedded foreign currency derivatives are not separated from the host contract if they are closely related. Such embedded derivatives are closely related to the host contract, if the host contract is not leveraged, does not contain any option feature and requires payments in one of the following currencies:

- the functional currency of any substantial party to that contract,

-the currency in which the price of the related good or service that is acquired or delivered is routinely denominated in commercial transactions around the world,

-a currency that is commonly used in contracts to purchase or sell non-financial items in the economic environment in which the transaction takes place (I.e. relatively liquid and stable currency)

### (aa) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- 1) fair values of the assets transferred;
- 2) liabilities incurred to the former owners of the acquired business;
- 3) equity interests issued by the Company; and
- 4) fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquired entity on an acquisitionby acquisition basis either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

- The excess of the
- 1) consideration transferred:
- 2) amount of any non-controlling interest in the acquired entity, and
- 3) acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in prefit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquire is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

### (ab) Non-current assets held for sale

Non-current assets and disposal Company are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

The Company treats sale of the asset or disposal Company to be highly probable when:

The appropriate level of management is committed to a plan to sell the asset (or disposal Company),

An active programme to locate a buyer and complete the plan has been initiated (if applicable),

- The asset (or disposal Company) 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.

### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognision. A disposal Company qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for

A disposal Company qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held fo sale, and:

▶ Represents a separate major line of business or geographical area of operations,

▶Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations

Non-current assets are not depreciated or amortised while they are classified as held for sale.

Non-current assets and disposal Company classified as held for sale are presented separately from the other assets in the balance sheet.

### (ac) Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items is disclosed separately as Exceptional

#### (ad) 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 related to PPE are recognised as Deferred income under non-current /current liability and" recognised as income over life of assets.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

### (ae) Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfill it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

#### (af) 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 recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### (ag) Rounding of amounts

All amounts disclosed in the financial statements and notes have been round off to the nearest lakins as per the requirement of Schedule III, unless otherwise stated

#### (ah) Changes in accounting policies and disclosures

### New and amended standards

The Company applied ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

The Company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

### Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or financeleases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor.

The Company adopted Ind AS 116 using the modified retrospective method of adoption, with the date of initial application on 1 April 2019. The Company elected to use the transition practical expedient to not massess whether a contract is, or contains, a lease at 1 April 2019. Instead, the Company applied the standard only to contracts that were previously identified as leases applying ind AS 17 and Appendix C of Ind AS 17 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).





### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low-value assets. The Company recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

In accordance with the modified retrospective method of adoption, the Company recorded the lease liabilities at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised.

#### Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

+Whether an entity considers uncertain tax treatments separately

+The assumptions an entity makes about the examination of tax treatments by taxation authorities -

How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates +How an entity considers changes in facts and circumstances

The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the Company has considered, for example, (a) how It prepares its income tax filings and supports tax treatments; or (b) how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination. The Company determined, based on its tax compliance, that it is probable that its tax treatments will be accepted by the taxation authorities. The Appendix did not have an impact on the standalone financial statements of the Company.

#### Other Amendments

A number of other minor amendments to existing standards also became effective on April 01, 2019 and have been adopted by the Company. The adoption of these new accounting pronouncements did not have a significant impact on the accounting policies, methods of computation or presentation applied by the Company.

The Company has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

### 2 CRITICAL ESTIMATES AND JUDGEMENTS:

The preparation of financial statements require the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

### The areas involving critical estimates or judgements are:

### -Estimation of current tax expense and deferred tax

The calculation of the Company's tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. (Refer Note 13)

### Recognition of deferred tax assets

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts. (Refer Note 13).

### - Estimation of Provisiona, Contingent Liabilities & Contingent Assets

The Company exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision. (Refer Note 25).

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit in probable.

Impact assessment of Covid 19- Refer note 34

### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

### - Estimated useful life of tangible and intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. For the relative size of the Company's tangible and intangible assets. (Refer Note 3 & 4)

#### - Estimation of defined benefit obligation

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employments plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds of maturity approximating the terms of the related plan tiability. Refer note 11 for the details of the assumptions used in estimating the defined benefit obligation. (Refer Note 11)

### - Impairment of trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables. (Refer Note 22)

### -- Estimated fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Management uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions refer Note 21.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Note 3: Property, plant and equipment

|   | Freehold Land<br>(Rafer Note 3(9)) | Building  | Plant and Machinery | Electrical<br>Installations and<br>Equipment | Furniture and<br>Factors | Office Equipment | Computer<br>Hardware | Other<br>Equipment's<br>(Refer Note 3(11) | Vehicles (Befer<br>Note 3(v)) | Total      |
|---|------------------------------------|---|---------------------|--|--------------------------|------------------|----------------------|---|-------------------------------|------------|
| Deemed Cost                               | and the second                     | 185005000   |                     | 3  | 0.000                    | 800              |                      |   |                               | 100000     |
| As at 5 April 2018                        | 1,754.28                           | 16,557.77   | 11.66               | 732.64                                       | 414.14                   | 93.96            | 331.25               | 4,560.21                                  | 3,980.18                      | 28,436.09  |
| Additions                                 |                                    | 346.31  |                     | 85.93  | 3.19                     | 13.54            | 16.42                | 34.89                                     | 396.82                        | 897,10     |
| Dispusals                                 | 69.73                              | - AND |                     |  | 1.0                      | 100              |                      | S. S  | 102.02                        | 51,175     |
| As at 31 March 2019                       | 1,484,55                           | 16,905.08   | 15.66               | 818,57                                       | 417.33                   | 107,50           | 347.47               | 4,595,10                                  | 4,274.98                      | 29, 141.44 |
| As at 1 April 2019                        | 1,684.55                           | 16,904.08   | 11,66               | 818.57                                       | 117,313                  | 107.50           | 347.67               | 4,535,10                                  | 4,274,98                      | 29,161.44  |
| Additions                                 | X                                  | .+)   | i.e                 | a.   | 0.51                     | 1.34             | 6.68                 | 21.48                                     | 1                             | 37.01      |
| Oripotals                                 | 1                                  |   | 1                   | 2  | 22                       |                  | 3.58                 |   | 67.09                         | 10.27      |
| As at 31 March 2020                       | 1,684.55                           | 16,904.08   | 11.66               | 818.57                                       | 417,84                   | 108.84           | 351.77               | 4,623.58                                  | 4,207,29                      | 29,128.18  |
| Accumulated Deprectation                  |                                    |   | 1000                | 00000  | 1000                     |                  |                      |   | 0001101000                    |            |
| As at 1 April 2018                        | 53                                 | 2,527,07  | 11.66               | 214,34                                       | 199.44                   | 42.48            | 233,59               | 1,465,58                                  | 1,737.83                      | 6,432.21   |
| Depreciation charge during the year       | 013                                | 1,074.28  |                     | 80,33  | 46.09                    | 19.27            | 53.95                | 615.43                                    | 750.19                        | 2,638,54   |
| Ottpocats                                 |                                    | - Wanter  |                     | - Aller                                      |                          | 1.000            |                      | - Constanting                             | 75.08                         | 75.08      |
| As at 31 March 2019                       | 8                                  | 3,601.15  | 11.66               | 294,67                                       | 245.55                   | 61.95            | 286,34               | 2,081.01                                  | 2,412.94                      | 8,995.67   |
| As all 1 April 2019                       | 3                                  | 3,601.35  | 11,66               | 294,67                                       | 245.55                   | 61,95            | 286,54               | 10,180,2                                  | 2,412.94                      | 8,995.67   |
| Depreciation change during the year       | ė                                  | 1,051.96  |                     | 92.13  | 8.4                      | 15.73            | 40.35                | 571.50                                    | 563.34                        | 2,386.79   |
| Otsposels                                 |                                    |   | 68                  | 20   |                          | 4                | 2,58                 | ÷   | 31,10                         | 33.68      |
| As at 31 March 2020                       | 3                                  | 4,653.33  | 11.66               | 386.80                                       | 290.25                   | 77.74            | 11.116               | 2,652.51                                  | 2,945.18                      | 11,144,74  |
|   | tì                                 | 1   | 4                   |  | t.                       | •                |                      |   |                               |            |
| Net carrying amount 31 March 2020         | 1,654.55                           | 12,250,75   |                     | 431,77                                       | 127,59                   | 31,10            | 20.46                | 1,971.07                                  | 1,262.11                      | 17,779.40  |
| Mark operations managers 24 discrete 2014 | 1 464 55                           | 11 101 11   |                     | 523.90                                       | 171.78                   | 41.55            | 61.13                | 2,514.09                                  | 1.862.04                      | 20.145.77  |

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Assets pledged as Security for borrwings: Refer note 33 for information on property, plant and equipment, pledged as security by the Company. The of freehold land and building (constructed thereon) situated at Chennal are set to be transferred in the name of the Company. 4

|                                  | Freehold land | Bullding |
|----------------------------------|---------------|----------|
| Gress Block as at March 31, 2020 | \$10.17]      | 2,259.40 |
| Grees Block as at March 31, 2015 | 110.17        | 2,259.40 |
| Het Block as at March 31, 2020   | \$10,17       | 1,088.84 |
| Met Black as at March 31, 2019   | 110.171       | 1,167.09 |

Other Equipment's include Reach Stackers of gross carrying amount is Rs. 3,663.78 lakins (31 March 2019-Rs 3,663.78 lakins) and having Net Book Value Rs. 1,429.62 lakins (31 March 2019 - Rs. 1,810.57 lakins) ŧ.

Other Equipment's include grant received under Export promotion Capital Goods Scheme (EPCG) for Imported Reach Stackers of Ro. 282.33 Lakins (31 March 2019-Rs. 282.33 Lakins) and having net book value of Rs. 139.65 Lakins (31 March 2019 - Rs. 191.67 Lakins). Motor Vehicles Include Trafiers of gross carrying amount is Rs. 3,774.00 Lakins (31 March 2019 - Rs. 3,774 Lakins) and having Net Book Value Rs. 1,449.50 Lakins (31 March 2019 - Rs. 1,658.83 Lakins). ź ×

## Gateway Distriparks Limited Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

## Note 4: Intangible assets

|                                   | Computer Software | Total |
|-----------------------------------|-------------------|-------|
| Cost                              |                   |       |
|                                   |                   |       |
| As at 1 April 2018                | 86.83             | 86.83 |
| Additions                         |                   | -     |
| Deductions                        |                   |       |
| As at 31 March 2019               | 86,83             | 86,83 |
| As at 1 April 2019                | 86.83             | 86.83 |
| Additions                         |                   | -     |
| Deductions                        | 50°               | 52    |
| As at 31 March 2020               | 86.83             | 86.83 |
| Amortisation                      |                   |       |
| As at 1 April 2018                | 65.13             | 65.13 |
| Amortisation charge for the year  | 21.70             | 21,70 |
| As at 31 March 2019               | 86.83             | 86.83 |
| As at 1 April 2019                | 86.83             | 86,83 |
| Amortisation charge for the year  | 0.00              | 0.00  |
| As at 31 March 2020               | 86.83             | 86.83 |
| Net carrying amount 31 March 2020 | 24<br>24          | -     |
| Net carrying amount 31 March 2019 |                   | (*)   |

### Note:

Computer software consists of cost of ERP licenses and development cost. Useful life of Computer software is estimated to be 3 years, based on technical obsolescence of such assets.



Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

| Note 5  |             |                   |                |             |
|---|-------------|-------------------|----------------|-------------|
|   | 31 March 20 | 120               | 31 March 20    | H9          |
|   | Current     | Non-current.      | Current        | Non-current |
| 5(a) Equity investments in Subsidiaries and Associates  |             |                   |                |             |
| A. Unquoted Equity Instruments at Cost (fully paid-up):   |             |                   |                |             |
| (i) Subsidiary Companies:   |             |                   |                |             |
| 8,000,000 (31 March 2019- 8,000,000) Equity Shares of Rs. 10 each fully<br>paid in Gateway East India Private Limited*                                    | S.          | 1,484.00          | 11             | 1,484.00    |
| NIL (31 March 2019: 3, 583, 945) Equity Shares of Rs. 100 each fully paid<br>in Chandra CFS and Terminal Operators Private Limited (Refer note 29<br>(a)) | 3           |                   |                | 4,558.44    |
| 13,830,000 (31 March 2019- 13,830,000) Equity Shares of Rs. 10 each<br>fully paid in Gateway Distriparks (Kerala) Limited                                 |             | 1,383.00          |                | 1,383.00    |
| Equity component of investment in Zero Coupon Redeemable<br>Preference Shares of Gateway Distriparks (Kerala) Limited (Refer note<br>5 (b))               | 28          | 77.57             | 2 <del>4</del> | 77.57       |
| 201,199,796 (31 March 2019- 201,199,796) Equity Shares of Rs. 10 each<br>fully paid in Gateway Rail Freight Limited"                                      | 18.<br>18.  | 20,511.32         | 18             | 20,511.32   |
| 100 (31 March 2019- 100) Equity Shares of Rs. 25 each fully paid in<br>Gateway Rail Freight Limited   | 12          | 0.03              | 15             | 0.03        |
| Total   | 2           | 23,455.92         | 32             | 27,964.36   |
| 8. Quoted Equity Instruments at Cost(fully paid-up):  |             |                   |                |             |
| (I) Associate Company:  |             |                   |                |             |
| Ret (31 Harch 2019: 47,254,119) Equity Shares of Rs. 10 each fully paid<br>in Snowman Lagistics Limited (refer note 6 (b) 8 29 (b))                       |             |                   | 1              | 10,416.99   |
| Market Value as en 31 March 2019 is Rs. 22,092.98 lakte   |             |                   |                |             |
| Total Equity  | +           | the second second |                | 10,416.99   |
| Total Equity Investments in Subsidiaries and Associates   |             | 23,455.92         |                | 38,381.35   |

\* 201,199,796 (31 March 2019: 201,199,798) Equity shares of Rs. 10 each and 100 (31 March 2019: 100) Equity shares of Rs. 23 each of Gateway Rall Freight Limited and 7,999,990 (31 March 2019: 7,999,990) Equity shares of Rs. 10 each of Gateway East India Private Limited are pledged with lenders as security for non-convertible debentums issued by the Company.

|   | 31 March 20 | 120         | 31 March 20 | 19          |
|---|-------------|-------------|-------------|-------------|
|   | Current     | Non-current | Current     | Kon-current |
| 5(b) Non-current investments  |             |             |             |             |
| C. Unquoted Preference Shares at amortised cost (fully paid-up):  |             |             |             |             |
| (I) Subsidiary company:   |             |             |             |             |
| 16,672,199 (31 March 2019: 16,672,199) Zero Coupon Redeemable<br>Proference Stares of Rs. 10 each fully paid in Gateway Distriparks<br>(Kensia) Limited   | 10          | 2,387.19    | 14          | 2,147.74    |
| 120,000,000 (31 March 2019: 120,000,000) of face value Rs. 24.65 each<br>Compulsory Convertible Preference Shares of Gateway Rail Freight<br>Limited**  | 8           | 70,565.69   |             | 70,565.69   |
| *120,000,000 (31 March 2019: 27,100,310) of Rs. 24,65 each<br>Compulsory Convertible Preference Shares of Gateway Rail Freight<br>Limited are pludged with lenders as security for non-convertible<br>debentures issued by the Company. |             |             |             |             |
| Total Non-current Investments   | 2           | 72,852.88   | 2           | 72,713.43   |
| Total Non-current Investment in Subsidiaries and Associate  | 1+.         | 96,308.80   | 24          | 115,094.78  |

## Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

|   | 31 March 20 | 20          | 31 March 20 | 19          |
|---|-------------|-------------|-------------|-------------|
| S(c) Current Investments  | Current     | Non-current | Current     | Non-current |
| Quoted Investment in Motual Fund at FVPL (fully paid)   |             |             | 1011111     |             |
| (CIC) Prudential, Liquid Plan-Direct-Grewth, Nil units (31 March 2019;<br>189,961 units)                    | 14          |             | 525.08      |             |
| Aditya 804a Sanille Liquid Fund -Grewth-Direct Plan NR units (31<br>March 2019: 178,849 units )             | 10          | 23.         | 537.33      | (#)         |
| Franklin India Liquid Fund Super Institutional Plan-Direct-Grawth-Mil<br>units (31 March 2019: 7,411 units) |             |             | 207.42      |             |
| Ketak Low Duration Fund-Direct-Grawth Hil units (31 Warch 2019:<br>20,375 units)                            | 85          | <u></u>     | 484.32      | 2           |
| Total Current investments   | 12          | 23          | 1,754.15    |             |

|  | 31 March 20 | 31 March 2020         |          | H9.         |
|--|-------------|-----------------------|----------|-------------|
|  | Current     | Non-current           | Current. | Non-current |
| Total Investments                        |             |                       |          |             |
| Aggregate amount of quoted investments   |             | 80                    | 1,754.15 | 10,416.99   |
| Market value of above quoted investments | 1.4         | and the second second | 1,754.15 | 22,092.98   |
| Aggregate amount of unquoted investments | 1.5         | 96,308.80             | 1.00     | 100,677.79  |

### Note 5(d) Other financial assets

| 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - 1041 - | 31 Narch 20 | 31 March 2020 |          | 19          |
|---|-------------|---------------|----------|-------------|
|   | Current     | Non-Current   | Current  | Non-current |
| Unsecured, considered good  |             | 1.1510-A.V    |          | ince do     |
| Security deposits   | 10          | 78.77         | 1.5      | 85.77       |
| Hargin money balances   | 18          | 160.00        |          | 160.00      |
| Deposits with original maturity of more than 12 months*   |             | 1,630.00      |          | (B).        |
| Interiest accrued on fixed deposits with Banks  | 18          | 120.2E        | 12.1     | 8.07        |
| Accrued Export Incentive (Service Exports from India Scheme - SEIS)   |             |               | 1,281.38 |             |
| Total other financial assets  | 14          | 1,989,05      | 1,281.38 | 253.84      |

\* Rs. 5,630 Lakhs (March 31, 2019; NIL) deposited with HDPC Bank under Debt service reserve account for non-convertible debentures issued by the Company.

### Note 5(e) Trade receivables and contract assets

|  | 31 March 2020  | 31 March 2019 |
|--|--|---------------|
| Unsecured Trade receivables                                      | 3,047.02   | 4,032.99      |
| Provisión for expected credit loss                               | (425.17)   | (450.31)      |
| Total Trade receivables  | 2,621.85   | 3,582.68      |
| Current Portion  | 2,621.85   | 3,582.68      |
| Non Current Portion  |  |               |
| Breakup of securities details                                    | 31 March 2020  | 31 March 2019 |
| Secured, considered good   | and the second se  | +             |
| Unsecured, considered good                                       | 3,621.85   | 3,582.68      |
| Trade receivables which have significant increase in credit risk | 425.17   | 450,31        |
| Leas: Impairment for trade receivable*                           | (425.17)   | (450,31)      |
| Trade receivables - credit impaired                              | All the state of t |               |
| Total trade receivables  | 2,621.85   | 3,582.68      |
|  |  |               |

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or a Private Company respectively in which any director to a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

"The provision for the impairment of trade receivables has been made basis the expected cresit lass method and other cases based on management judgement.





### Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020

## (All amounts in INR lakhs, unless otherwise stated)

### Contract assets

Contract Assets relate to ongoing services for which the Company has entered into agreement with customer wherein the Company has identified its performance obligations in contract as per ind AS 113 "Revenue from contract with customers". The Company's right to receive consideration is conditional upon satisfaction of these performance obligation. Contract Assets are in the nature of unbilled receivables which arises when Company satisfies performance obligation but does not have unconditional rights to candideration.

As at 31 March 2020, the Company has contract assets (unsecured, considered good) of Rs. 662,72 labbs (March 2019; Rs. 457.95 labbs) which is net of an allowance for exported credit losses of Rs 0.00 labbs (March 2019; Rs 0.00 labbs)

The performance obligation in respect of services being provided by the Company, are satisfied over a period of time and upon acceptance of the customer. Billing and payment is made upon delivery of services.

#### 5(f) Cash and cash equivalents

|  | 31 March 2020 | 31 March 2019  |
|--|---------------|--|
| Balances with barks                                    | 10- C.(M.S)   | and the second s |
| - In current accounts                                  | 96.92         | \$46.68  |
| Deposits with original maturity of less than 3 months* |               | 1,585.00   |
| Cheques on Hand  | 2.57          | 72.39  |
| Cash on hand   | 1.26          | 2.58   |
| Total cash and cash equivalents                        | 100.85        | 2,206.65   |

14 NR (2019: Rs. 1,585 Lakits) deposited with HDPC Bank under Debt service reserve account for non-convertible debentures issued by the Company.

### Changes in liabilities arising from financial activities

|   | Current borrowings | Non-Current<br>barrowings (Including<br>current maturities) | Lease liabilities<br>(Current & Neo-<br>Current) |
|---|--------------------|---|--|
| Opening balance as at April 1, 2018   | 660.94             | 10,973.02   |  |
| Cash flow (net)   | 67.48              | \$1,956.94  | 1.1  |
| As at March 31, 2019  | 728.02             | 62,929.96   |  |
| Recognition on April 01, 2019 due to adoption of ind AS 116   |                    |   | 4,464.16   |
| Cash flow (net)   | 634.95             | (7,562.04)  | (1,753.04)                                       |
| Interest expenses   |                    |   | 399.54   |
| Others  |                    | 158.20  | (=)  |
| As at March 31, 2020  | 1,362.97           | 55,526.12   | 3,110.66   |
| No. Control of the second s |                    |   |  |

### 5(g) Bank balances other than 5(f) above

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Earmarked balances with banks:            |               |               |
| In unclaimed Dividend Accounts            | 72.55         | 65.63         |
| Total Bank balances other than 5(f) above | 72.55         | 45.63         |

### Note 6 (a): Other assets

|   | 31 March 20 | 20            | 31 March 20 | 12          |
|---|-------------|---------------|-------------|-------------|
|   | Current     | Non-current   | Current     | Non-current |
| Unsecured, considered good  | 10.4040     |               | 7.5M358     | 1           |
| Advances to suppliers   | 15.17       | + ) · · · · · | 23.20       |             |
| Balances with statutory authorities:  |             |               |             |             |
| -Customs Duty paid under protest (Refer note 25(b))                           |             | 367.26        | 1 C 4       | 521.16      |
| Service tax paid under protest.   | 2.8.        | 6.22          |             | 6.22        |
| - Duty paid under protest (State Consumer Dispute Redressal Forum -<br>SCDRF) | -           | 46.23         | 1.1         | 46.23       |
| -input credit receivable  |             | 10            | 78,47       | (+)         |
| Receivable from Associate Snowman Legistics Limited                           | 0.59        | + .           |             |             |
| Prepaid expenses  | 188.03      |               | 465.43      | 2,142.31    |
| Total other assets  | 203.79      | 419.71        | \$67.10     | 2,715.92    |

| Note 6 | (b): At | uets f | teld ( | for sale |
|--------|---------|--------|--------|----------|

| 31 March 20 | 20                                  | 31 March 20 | 19   |
|-------------|-------------------------------------|-------------|--|
| Current     | Non-current                         | Current     | Non-current  |
|             |                                     |             |  |
| 50,416.99   | 2.4                                 | 10          | 5÷   |
|             |                                     |             |  |
| 10,416.99   |                                     |             |  |
|             | 31 March 20<br>Current<br>10,419.99 | 50,416.99   | 31 March 2020 31 March 20<br>Current Non-current Current |

Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 7: Equity share capital and other equity

| 7(a) Equity share capital                           |  |  |
|---|--|--|
| Autherised equity share capital                     |  |  |
|   | Number<br>of shares  | Ameunt.  |
| As at 31 March 2019- Equity shares of Rs. 10 each   | 125,000,000.00   | 12,500.00  |
| As at 31 March 2020- Equity shares of Rs. 10 each   | 125,000,000.00   | 12,500.00  |
| Issued, Subscribed and Pald up equity share capital |  | 100-140  |
|   | Number<br>of shares  | Ameunt.  |
| As at 31 March 2019- Equity shares of Rs. 10 each   | 108,728,049.00   | 10,872,80  |
| As at 31 March 2020 Equity shares of Rs. 10 each    | 108,728,049.00   | 10,872,80  |
| (i) Movements in equity share capital               |  |  |
|   | Number<br>of shares  | Equity share<br>capital (par value)  |
| As at 1 April 2018                                  | 108,728,049.00   | 10,672.80  |
| Change during the year                              | -  | -  |
| As at 31 March 2019                                 | 108,728,049.00   | 10,872.80  |
| Change during the year                              | surger and the second |  |
| As at 31 March 2020                                 | 108,728,049.00   | 10,872.80  |
| Present and debits white the of the second states   |  | and the second sec |

Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of Uquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution et all preferential amounts, is proportion to their shareholders. There is no restriction on distribution of dividend. However, same is subject to the approve of the shareholders in the Annual General Meeting.

### (II) Details of shareholders holding more than 5% shares in the Company

|  | 31 March   | 1020      | 31 March 2          | 1000      |
|--|--|-----------|---------------------|-----------|
|  |  |           |                     |           |
| Name of Shareholder                    | Number of<br>shares  | X holding | Humber of<br>shares | % holding |
| Promoters and Promoter Group:          | and a second sec |           |                     | 1.1.e.v.  |
| Prism international Private Limited    | 24,900,000   | 22.90     | 24,900,000          | 22.90     |
| Perfect Communications Private Limited | 2,300,000  | 2.12      | 1,805,000           | 1.66      |
| Mr. From Kishan Dass Gupta             | 4,415,000  | 4.06      | 4,415,000           | 4.06      |
| Mrs. Hamta Gupta                       | 509,998  | 0.47      | 529,998             | 0.47      |
| Mr. Ishiwe Gupta                       | 330,000  | 0.30      | 330,000             | 0.30      |
| Mr. Samvid Gopta                       | 350,000  | 0.32      | 350,000             | 0.33      |
| Others:                                |  |           |                     |           |
| ICICI Prudential Mutual Fund           | 9;642;160  | 8.87      | 8,397,751           | 7.72      |
| Amanaa Holdings Private Limited        | 9,778,635  | 8.99      | 9,433,238           | 8.64      |
| Life Insurance Corporation Of India    | 7,751,279  | 7.08      | 7,701,279           | 7.08      |
| Mirae Amet Funds                       | 7,379,499  | 6.79      | 5,425,348           | 4.99      |

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding instrements both legal and beneficial ownership of shares.

### 7(b) Reserve and surplus

| 31 March 2020 | 31 March 2019   |
|---------------|---|
| 34,249.18     | 34,249,18   |
| 788.34        | 788.34  |
| 4,900.20      | 4,900,20  |
| 35.00         | 55.00   |
| 20,696.99     | 24,397.26   |
| 60,689.71     | 64,389.98   |
|               | 34,249.18<br>788.34<br>4,900.20<br>35.00<br>20,696.99 |





788.34

788.34

### Gateway Distriparks Limited

Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

(i) Securities premium reserve

| 31 March 2020 | 31 March 2019 |
|---------------|---------------|
| 34,249.18     | 34,249.18     |
| -4            |               |
| 34,249.18     | 34,249.18     |
|               | 34,249.18     |

#### (II) Capital redemption reserve 31 March 2020 March 2019 Opening balance 788.34 Appropriations during the year **Closing Balance** 788.34

| (iii) General reserve          |               |               |
|--------------------------------|---------------|---------------|
| The strength                   | 31 March 2020 | 31 March 2019 |
| Opening balance                | 4,900.20      | 4,900.20      |
| Appropriations during the year | -             |               |
| Closing Balance                | 4,900.20      | 4,900.20      |

### (Iv) Debenture Redemption Reserve

|                                 | 31 March 2020 | 31 March 2019 |
|---------------------------------|---------------|---------------|
| Opening balance                 | 55.00         |               |
| Transfer from retained earnings | -             | 55.00         |
| Closing Balance                 | 55.00         | 55.00         |

### (v) Retained earnings

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Opening balance   | 24,397.26     | 20,723.48     |
| Profit for the year   | 6,103.12      | 8,816.47      |
| Items of other comprehensive income recognised directly in retained earnings: |               |               |
| Remeasurement of post-employment benefit obligation                           | (23.88)       | (13.90)       |
| Income tax relating to the above  | 6.01          | 4.86          |
| Transfer to Debenture Redemption Reserve                                      | - 41          | (55.00)       |
| Dividends   | (9,785.52)    | (4,349.12)    |
| Dividend distribution tax   |               | (729.53)      |
| Closing Balance   | 20,696.99     | 24,397.26     |
|   |               |               |

### Nature and purpose of other reserves:

### (i) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

### (II) Capital redemption reserve

Capital redemption reserve is used to record the amount of nominal value of the shares bought back by the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

### (iii) General reserve:

Transfer to General reserve are made from retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

### (Iv) Debenture Redemption Reserve

Transfer to Debenture Redemption Reserve (DRR) are made from retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Company has created DRR in accordance with requirement of section 71 of the Companies Act 2013 till March 2019 however pursuant to a Ministry of Corporate Affairs notification dated August 16, 2019 amending Section 71 of the Companies Act, 2013 and Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company is not required to maintain DRR for debentures issued and accordingly no amount is transferred during the year in DRR .

### Employee Stock Option Plan:

### ESOP 2013 Scheme

The Shareholders at the Extra Ordinary General Meeting held on March B, 2013, approved the new ESOP 2013 Scheme for eligible Directors and employees of the Company and its Subsidiary Companies. Under the Scheme, options for 2,000,000 shares would be available for being granted to eligible employees of the Company and options for 500,000 shares would be available for being granted to employees of the Subsidiary Companies. Each option (after it is vested) will be exercisable for one Equity share of Rs. 10. The options would be issued at an exercise price, which would be at a 20% discount to the latest available closing market price (at a stock exchange as determined by the Remuneration & ESOP Committee) on the date prior to the date on which the Remuneration & ESOP Committee finalises the specific number of options to be granted to the employees. Vesting of the options shall take place over a maximum period of 5 years with a minimum vesting period of 1 year from the date of grant. The specific employees and their eligibility for the entitlement of ESOP would be determined by the Renumeration & ESOP committee of the Company however the same is still not notified.

#### Note 8: Financial flabilities

| 8(a) Borrowings  |               |               |
|--|---------------|---------------|
| Non-current borrowings   |               |               |
|  | 31 March 2020 | 31 March 2019 |
| Secured  |               |               |
| Vehicle Finance Loan from Bank (Refer note 8(a)(I) and 8(b)(I))            | 1,271.58      | 1,736.00      |
| Term Loan from Bank (Refer note 8(a)(ii),(iii) and 8(b)(ii))               | 4,555.92      | 6,664.02      |
| Rated Listed Secured Redeemable Non-Convertible Debentures (Refer note 28) | 49,752.40     | 54,655.73     |
| Total borrowings   | 55,579.90     | 63,055.75     |
| Less: Current maturities of Non-current borrowings (included in note 8(d)) | (2,099.50)    | (2,562.04)    |
| Less: Interest accrued but not due (included in note 8(d))                 | (53.78)       | (125.79)      |
| Total Non-Current borrowings   | 53,426.62     | 60,367.92     |
|  |               |               |

| 8(b)Current Borrowings           |               |               |
|----------------------------------|---------------|---------------|
|                                  | 31 March 2020 | 31 March 2019 |
| Secured                          |               |               |
| From Banks (Refer Note 8(a)(iv)) | 1,362.97      | 728.02        |
| Total Current borrowings         | 1,362.97      | 728.02        |

#### (a) Nature of Security:

(I) Vehicle Finance Loan from HDFC Bank of Rs. 1,265.10 lakhs (31 March 2019-Rs. 1,727.15 lakhs) is secured by way of hypothecation of the Company's Commercial Vehicles.

(iii) Term ioan from HDFC Bank of Rs. 4,524.34 lakhs (31 March 2019- Rs. 6,637.50 lakhs) is secured by first and exclusive charge on all the immoveable assets, book debts and moveable fixed assets of the Company.

(iii) The carrying amount of financial and non-financial assets pledged as security for non current borrowings (including current maturities) are disclosed in note 33.

(IV) Cash Credit from HDFC Bank Limited amounting to Rs. 1,362.97 lakhs (31 March 2019- Rs. 728.02 lakhs) is secured by first exclusive charge on book debts, immovable fixed assets (JNPT CFS property and structures thereon) and movable fixed assets of the Company.

### (b) Terms of Repayment:

(I) Vehicle Finance Loans from HDFC Bank are repayable in 58/ 59/ 60 equal monthly instalments along with interest ranging from 8.31% per annum to 9.52% per annum on reducing monthly balance.

(ii) Term Loans from HDFC Bank are repayable in equal quarterly instalments between 11 January, 2014 to 2 March, 2024 along with interest of Bank's MCLR + 0.25% per annum on reducing quarterly balance.

| 100 1 1 1 | -   |     | 1000 | 1.16 | 1   |
|-----------|-----|-----|------|------|-----|
| B(c)      | 1.1 | ane | Dat  | vab  | 18% |
|           |     |     |      |      |     |

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Total Outstanding dues of micro and small enterprises [Refer note 26] | 46.61         |               |
| Total Outstanding dues other than micro and small enterprises         | 3,955.48      | 2,756.04      |
| Total trade payables  | 4,002.09      | 2,756.04      |

Trade payables are non interest bearing and are normally settled in the range of 30 to 90 days terms



Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

8(d) Other financial liabilities

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
|   | Current       | Current       |
| Current maturities of Non-current borrowings - Vehicle finance loan                     | 416.17        | 462.04        |
| Current maturities of Non-current borrowings - Term loan from a Bank                    | 1,683.33      | 2,100.00      |
| Security Deposits*  | 47.99         | 47,40         |
| Dues to Related party for services (Gateway Rail Freight Limited)                       | 45.00         | P             |
| Payable for Equity shares acquired in subsidiary company (Gateway Rali Freight Limited) |               | 35.33         |
| Unclaimed Dividend **   | 72.55         | 65.63         |
| Payables for capital assets   |               | 9,16          |
| Interest accrued but not due on borrowings  | \$3.78        | 125.79        |
| Total other current financial liabilities   | 2,318.83      | 2,845.35      |
|   | 10.000        |               |

\*Security deposits are non interest bearing

\*\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

### 8(e) Contract liabilities

|   | 31 March 2020               | 31 March 2019       |
|---|-----------------------------|---------------------|
|   | Current                     | Current             |
| Short term advance received from customers  | 81.04                       | 111.70              |
| Total contract liabilities  | 81.04                       | 111.70              |
| The Company has extend into a amagiment (arrangement for providing of services. The Compa | my has been tifted the name | bus senitations and |

recognized the same as contract liability where the Company has obligation to deliver the services to a customer for which the Company has received consideration.

### Note 9: Provisions

|                  |         | 31 March 2020 |         | 19          |
|------------------|---------|---------------|---------|-------------|
|                  | Current | Nen-current   | Current | Non-current |
| Costingericles   |         | 132.45        |         | 156.05      |
| Total Provisions | +       | 132.65        | 25      | 156.05      |

### Break-up of non-current provision for contingencies:

|                        | 31 March 20          | 31 March 2020 |                      | 119           |
|------------------------|----------------------|---------------|----------------------|---------------|
|                        | Indirect Tax Matters | Other Matters | Indirect Tax Matters | Other Matters |
| Opening Balance        | 146.73               | 9,30          | 146.75               | 9,30          |
| Add: Pravision made    |                      |               |                      | 11            |
| Less: Amounts reversed | (23.30)              | (0.10)        |                      | +             |
| Total                  | 123.45               | 9.20          | 146.75               | 9,30          |

Represents estimates made for probable liabilities arising out of pending assessment proceedings with various Government Authorities. The timing of the outflow with regard to the said matter depends on the estimation of remedies available to the Company under the law and hence, the Company is not able to reasonably ascertain the timing of the outflow.

### Note 10: Other current liabilities

|  | 31 March 2020 31 Mar |         |
|--|----------------------|---------|
| i<br>Charles and a second | Current              | Current |
| Statutory dues   | 180.96               | 279.44  |
| Total Other current liabilities  | 180,96               | 279.44  |

### Note 11: Employee benefit obligations

|                                       | 31 March 20 | 31 March 2020 |         | 21 10       |  |
|---------------------------------------|-------------|---------------|---------|-------------|--|
|                                       | Current     | Non-current   | Current | Non-carrent |  |
| Compensated absences                  | 19.70       | 59.10         | 33.76   | 51,40       |  |
| Gratuity (net)                        | 39.73       | 314.90        | 39.32   | 259.44      |  |
| Directors Commission and sitting fees | 523.30      | +             | \$30.77 | -           |  |
| Employee benefits payable             | 29.60       | 1000 A.C.     | 32.17   | 1           |  |
| Total employee benefit obligations    | 612.53      | 174.00        | 636.02  | 310.84      |  |

### (a) Compensated absences

The leave abligation cover the Company Nability for sick and earned leave.

#### (b) Post employment benefit obligations

#### Gratuity

The Company has funded as well as non-funded gratuity plan. Funded gratuity plan is administered by TATA AIA Life insurance Company Limited. The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service.

### (c) Defined contribution plans

The Company makes contributions to Provident Fund, which are defined contribution plan, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs.92.32 faith: (31 March 2019; Rs. 80.56 faices) for provident fund contributions and Rs. 6.04 faiths (31 March 2019; Rs. 3.61 faiths) for contribution to ESIC in the statement of profit and loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

### Balance sheet amount (Gratulty)

The arrounts recognised in the Balance sheet and movements in the net defined benefits obligation over the period are as follows:

|   | Present value of<br>obligation- Unfunded | Present value of<br>obligation-Funded<br>(A) | Fair value of plan<br>assets<br>(B) | Net amount of<br>funded obligation<br>(A)-(B)  |
|---|--|--|-------------------------------------|--|
| As at 1 April 2018  | 144.27                                   | 124.18                                       | 6,60                                | 319,58   |
| Current service cost  | 11.54                                    | 12.39  | 250                                 | 12.59  |
| Interest expense/(income)   | 11.05                                    | 9.87   | 0,52                                | 9.35   |
| Total amount recognised in profit and loss                                    | 22.59                                    | 22,46  | 0,57                                | 21.94  |
| Return on plan assets, excluding amount included in interest expense?(income) |  |  | .0.08                               | (0.08)   |
| (Gain )/less from change in demographic assumptions                           | (0,01)                                   |  |                                     | 19875  |
| (Gain )/less from change in financial assumptions                             | 8,19                                     | 3.04   | 1.0                                 | 3.04   |
| Experience (gains)/losses   | 10.73                                    | (0.98)                                       |                                     | (0.98)   |
| Total amount recognised in other comprehensive income                         | 11,91                                    | 2.06   | 0.08                                | 1.98   |
| Employer contributions  | *).                                      |  | 10,00                               | (10,00)  |
| Benefit payments  | (13.51)                                  | (11.08)                                      | (11.08)                             |  |
| As at 31 March 2019   | 165.26                                   | 129.62                                       | 6,17                                | 133,50   |
|   |  |  |                                     | is in the second se |

|   | Present value of<br>obligation- Unfunded | Present value of<br>ebligation-Funded<br>(A) | Fair value of plan<br>assets<br>(B) | Net amount of<br>funded obligation<br>(A)-(B) |
|---|--|--|-------------------------------------|---|
| As at 1 April 2019  | 165.26                                   | 139.62                                       | 6.12                                | 133.50  |
| Current service cest  | 13,41                                    | 14.73  | 147-1                               | 14.73   |
| literest expense/(income)   | 14.20                                    | 10.53  | 0.46                                | 10.08   |
| Total amount recognised in profit and loss                                    | 27,61                                    | 25.25  | 0.46                                | 24,79   |
| Return on plan assets, excluding amount included in Interest expense?(income) |  |  | (1.02)                              | 1,02  |
| (Gain )/loss from change in demographic assumptions                           | 4.5                                      |  | 100                                 | 4.50  |
| (Gkin )/less from change in financial assumptions                             | 12.14                                    | 8.21   | -                                   | 8.21  |
| Experience (gains)/losses   | 3,07                                     | (0.56)                                       |                                     | (0.56)  |
| Total amount recognised in other comprehensive inceme                         | 15.21                                    | 7.65   | (1,62)                              | 5,67  |
| Employer contributions  |  |  | 14.00                               | (14,00)                                       |
| Benefit payments  | (6.40)                                   | (16.11)                                      | (14.11)                             | ÷   |
| As at 31 March 2020   | 201,67                                   | 158.41                                       | 5.45                                | 152.96  |

The net liability disclosed above relates to funded and unfunded plans are as follows:

| 11 March 2020 | 31 March 2019  |
|---------------|--|
| 158,41        | 139,62   |
| (5:45)        | (6.12)   |
| 132.96        | 133.50   |
| 201,67        | 165.2h   |
| 354.63        | 298.76   |
| 31 March 2020 | 31 Warch 2019  |
| 39.73         | 39,32  |
| 314,90        | 259.64   |
| 354,63        | 296,76   |
|               | 158,41<br>(5:45)<br>132,96<br>201,67<br>354,63<br>31 March 2020<br>39,73<br>314,90 |



## Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Fair value of plan assets at the balance sheet date for defined benefit obligations:

|                       | 31 March 2020 | 31 March 2019 |
|-----------------------|---------------|---------------|
| Insuren managed funds | 5.45          | 6.12          |
| Total                 | 5.45          | 6.12          |

### Significant estimates: Actuarial assumptions and sensitivity

| The agginteent between an according to the twee as to the second | Laboration and the second s |               |
|--|---|---------------|
|  | 31 March 2020   | 31 Warch 2019 |
| Discount rate  | 6.82-6.84%  | 7.56-7.82%    |
| Salary grawth rate   | 8.25K   | 8.25%         |
| Attrition rate   | 5.028   | 5.005         |

### Sensitivity analysis

The sensitivity of the defined benefit abligation to changes in the weighted principal assumptions is:

|                    |               |               |                  | impact on defined bene | f% obligation   |               |
|--------------------|---------------|---------------|------------------|------------------------|-----------------|---------------|
|                    | Change In at  | sumptions     | Increase in annu | mptions                | Decrease in all | umptions      |
|                    | 31 March 2920 | 31 March 2019 | 21 March 2020    | 31 March 2019          | 31 March 2020   | 31 March 2019 |
| Discount rate      | 2%            | 13.           | (27,02)          | (22.76)                | 30.83           | 36.03         |
| Salary growth rate | 78            | 1%            | 30,10            | 25.60                  | (26.92)         | (22,85)       |
| Attrition rate     | 13            | 1%            | (3.27)           | (1.57)                 | 3,59            | 1.71          |

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The major categories of plan assets are as follows:

|                | 31 March 2020 | 31 March 2019 |
|----------------|---------------|---------------|
| Insurance Fund | 5.45          | 6.12          |

### Risk Experure

These plans typically expose the Company to actuarial risks such as: Investment risk, interest rate risk, longevity risk and salary risk.

### Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan esset is below this rate, it will create a plan deficit.

#### Interest risk

A decrease in the bood interest rate will increase the plan liability, however this will be partially offset by an increase in the return on the plan's debt investments. Langevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

### Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The Company mentions how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations, with the objective that assets of the gratuity obligations match the benefit payments as they fail due, investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

A large portion of assets consists of government and corporate bonds, although the Company also invests in equilities, cash and mutual funds,

#### Defined bonefit liability and employers contributions

Expected contributions to post employment benefits for the year ended March 31, 2021 are Rs. 30.43 fakts for the funded plan.

The weighted average duration of the projected benefit obligation is 9 years (31 March 2019- 7 years) for the funded plan. The weighted average duration of the projected benefit obligation is 9 years (31 March 2019- 10 years) for Punjab Canware CFS. The expected maturity analysis of undiscounted gratuity is as follows:

Unfunded

| 31 March 2020 | 31 March 2019                                     |
|---------------|---|
| 9.30          | 12.22   |
| 15.55         | 8.17  |
| 9.92          | 13.51   |
| 14.35         | 8.69  |
| 20.62         | 12.63   |
| 103.45        | 85.47   |
| 228.45        | 214.75  |
|               | 9.30<br>15.35<br>9.92<br>14.35<br>20.62<br>103.45 |

Funded

|                           | 31 March 2020 | 31 March 2019 |
|---------------------------|---------------|---------------|
| 1st Following Year        | 11.57         | 11.55         |
| 2nd Following Year        | 7.17          | 6.75          |
| and Kollowing Year        | 7.54          | 11.12         |
| 4th Following Year        | 13.36         | 7.18          |
| 5th Fellowing Year        | 12.65         | 12.24         |
| Sum of Years 6 Ta 10      | 78.18         | 21.83         |
| Sum of Years 11 and above | 166.10        | 170.44        |

Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 12: Government Grant

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| As at 1 April                            | 191.67        | 243.49        |
| Received during the year                 | 22            | -             |
| Released to statement of profit and loss | (51,82)       | (51.82)       |
| As at 31 March                           | 139.85        | 191.67        |
| Non - current.                           | 88.03         | 139.85        |
| Current                                  | 51.82         | 51.82         |
| Total                                    | 139.85        | 191.67        |

Note: Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

### Note 13: Current and deferred tax

| 13(a) Statement of profit and loss:             |               |  |
|---|---------------|--|
|   | 31 March 2020 | 31 March 2019  |
| (a) Income tax expense                          |               |  |
| Current tax                                     |               |  |
| Current tax on profits for the year             | 650,00        | 1,849.84   |
| Total current tax expense                       | 650.00        | 1,849.84   |
| Deferred tax                                    |               |  |
| (Increase)/Decrease in deferred tax assets      | (928.43)      | 4.15   |
| Increase/(Decrease) in deferred tax liabilities | 405.07        | (204.99)   |
| Total deferred tax benefit                      | (523.36)      | (200.84)   |
| Income tax expense                              | 126.64        | 1,649.00   |
| Disclosed under                                 |               |  |
| Statement of Profit and Loss                    | 132.65        | 1,653.86   |
| Other Comprehensive Income                      | (6.01)        | (4.86)   |
|   | 126.64        | 1,649.00   |
|   | ULC ASSAULT   | the second s |

The Company has opted for reduced rates as per section 1158AA of the Income Tax Act. 1961 (introduced by the Taxation Laws (Amendment) Ordinance, 2019). Accordingly, the Company has recognised Provision for Income Tax for the year and re-measured its deferred tax liability basis the rate prescribed in the said section.

13(b) Reconciliation of tax expense and accounting profit multiplied by India's tax rates:

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| Profit after exceptional items and before tax                          | 6,235.77      | 10,470.33     |
| Statutory Income tax rate  | 25.17%        | 34.94%        |
| Tax at statutory income tax  | 1,569.42      | 3,658.75      |
| Differences due to:  |               |               |
| Change in Income tax rate from 34.94% to 25.17%                        | (132.83)      | 1.2           |
| Assets created on long term capital loss on sale of subsidiary company | (265.23)      | 74.55         |
| Expenses not deductible for tax purposes                               | 208.91        | 65.95         |
| Non-taxable income   | (1,253.63)    | (2,075.70)    |
| Total tax expense  | 126.64        | 1,649.00      |
|  |               |               |

13(c) No aggregate amounts of current and deferred tax have arisen in the reporting periods which have not been recognised in statement of profit and loss or other comprehensive income but directly debited/ (credited) to equity.



Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

13(d) Deferred tax liabilities (net)

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Deferred Tax Liabilities  |               |               |
| Temporary difference between book and tax depreciation          | 500.38        | 791.20        |
| Right-of-use assets   | 727.00        |               |
| Accrual for income subject to tax only on realisation           | 65.33         | 96.44         |
| Total deferred tax liabilities                                  | 1,292.71      | 887.64        |
| Deferred Tax Assets   |               |               |
| Employee Benefits   | 109.09        | 134.16        |
| Provision for Doubtful Debts/ Advances                          | 107,01        | 157.36        |
| Lease Liabilities   | 769.35        |               |
| Accrual for expenses allowable as tax deduction only on payment | 307.26        | 72.76         |
| Total deferred tax assets                                       | 1,292.71      | 364.28        |
| Net deferred tax liabilities                                    |               | 523.36        |

### 13(e) Movement in deferred tax liabilities

|                                 | 31 March 2020 | 31 March 2019 |
|---------------------------------|---------------|---------------|
| As at 1 April                   | 523,36        | 724.20        |
| Charged/(credited):             |               |               |
| to profit or less               | (517.35)      | (195.98)      |
| - to other comprehensive income | (6.01)        | (4.86)        |
| As at 31 March                  | 0.00          | 523.36        |

| 13(f) Income tax Assets/Liabilities (net)          |               |               |
|--|---------------|---------------|
|  | 31 March 2020 | 31 March 2019 |
| Opening balance                                    | 23,34         | 639.79        |
| Less: Current tax payable for the year             | 650.00        | 1,925.00      |
| Less: Refund received (net of provisions reversed) |               | 347.56        |
| Add: Taxes paid                                    | 2,324.76      | 1,656.11      |
| Closing balance                                    | 1,698.10      | 23.34         |
| Shown under Income tax Assets                      | 1,698.10      | 292.23        |
| Shown under Income tax Liability                   |               | 268.89        |
| Closing balance                                    | 1,698.10      | 23.34         |
|  |               |               |

Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 14 : Revenue from operations

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| A: Revenue from Contracts with Customers                      |               |               |
| Container Handling, Transport, Storage and Ground Rent Income | 31,297.00     | 35,158.44     |
| Auction Sales   | 46.90         | 93.48         |
| Total Revenue from Contracts with Customers (A)               | 31,343.90     | 35,251.92     |

| I. Geographical markets                     |               |               |
|---|---------------|---------------|
|   | 31 March 2020 | 31 March 2019 |
| Sale of Services - India                    | 31,343.90     | 35,251.92     |
| Total Revenue from Contracts with Customers | 31,343.90     | 35,251.92     |

### II, Timing of Revenue Recognition

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Services transferred over time              | 31,343.90     | 35,251.92     |
| Total Revenue from Contracts with Customers | 31,343.90     | 35,251.92     |

### III. Contract Balances

|                      | 31 March 2020 | 31 March 2019 |
|----------------------|---------------|---------------|
| Trade Receivables    | 2,621.85      | 3,582.68      |
| Contract Asset       | 662.72        | 457.95        |
| Contract Liabilities | 81.04         | 111.7         |

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract assets relates to revenue earned from container ground storage & handling service. As such, the balances of this account vary and depend on the number of containers available at CFS at the end of the year.

Contract liabilities include short-term advances received to render container handling & transportation services.

IV. Reconcillation of Revenue as per Contract Price and as recognized in the Statement of Profit and Loss

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Revenue as per Contract Price               | 31,905.18     | 35,927.87     |
| Less: Discounts and Incentives              | 561.27        | 675.95        |
| Total Revenue from Contracts with Customers | 31,343.90     | 35,251.92     |

V. Performance Obligation

The performance obligation in respect of services being provided by the Company, are satisfied over a period of time and upon acceptance of the customer. Payment is generally due upon delivery of services and acceptance of customer. Container will be not cleared from the CFS till the acceptance is provided by the customer for the amount to be receivable for the underlying container. Contracts can be cancelled however the customer are liable to pay the amount of handling and rent for the services which they have availed till the date of cancellation. Payments are generally due within 30 to 90 days.

### (B) Other Operating Revenue

| 31 March 2020 | 31 March 2019      |
|---------------|--------------------|
| 5,481.50      | 1,281.38           |
| 143.42        | 137.46             |
| 5,624.92      | 1,418.84           |
|               | 5,481.50<br>143.42 |

\* As at 31 March 2020, the Company has recognised Service Export from India Scheme' (SEIS) income under the Foreign Trade Policy of Government of India amounting to Rs.5,481.50 lakhs pertaining to FY 2016-17 to 2018-19. As at 31 March, 2019, Company has recognised SEIS income of Rs.1281.38 lakhs pertaining to FY 2015-16.

|           | the second se |
|-----------|---|
| 36,968.82 | 36,670.76   |
|           | 36,968.82   |



Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 15: Other income

|   | 31 March 2020             | 31 March 2019    |
|---|---------------------------|------------------|
| Other non-operating income  |                           |                  |
| Interest Income on fixed deposits with banks & others   | 157.64                    | 116.54           |
| Net gain on sale of investments or measured at FVPL   | 158.53                    | 569.97           |
| Dividend income from equity investments in subsidiary company / Joint Venture                           | 4,909.95                  | 6,017.57         |
| Premium receivable on redemption and unwinding of discount on investments measured at<br>amortized cost | 139.46                    | 130.94           |
| Government grant (EPCG) (Refer note below)  | 51.82                     | 51.82            |
| Liabilities/ provisions no longer required written back   | 116.73                    | 300.69           |
| Write back of provision for doubtful debts no longer required (net)                                     | 133.01                    | 89.28            |
| Write back of provision for doubtful accrued income no longer required (net)                            |                           | 4.77             |
| Gain on sale/disposal of assets   | 10 E                      | 177.46           |
| Total other income  | 5,667.14                  | 7,459.04         |
| Botton Conjugational scatter have been established for the muchain of motion from of provides a         | last and anylowest. There | had be under the |

Note: Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

### Note 16: Operating expenses

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Incentives and Commission   | 4,925.89      | 6,233.53      |
| Transportation  | 6,141.32      | 7,737.59      |
| Labour Charges  | 4,238.83      | 3,584.20      |
| Equipment Hire Charges  | 195.12        | 211.98        |
| Surveyors' Fees   | 524.64        | 439.77        |
| Sub-Contract Charges  | 2,914.34      | 3,252.36      |
| Auction Expenses  | 2.96          | 44.20         |
| Purchase of Pallets   | 40.80         | 43.57         |
| Fees on Operations and Management of Punjab Conware's Container Freight Station | 4             | 1,993.04      |
| Total operating expenses  | 18,983.90     | 23,540.24     |
|   |               |               |

### Note 17: Employee benefit expense

|   | 31 March 2020 | 31 Merch 2019 |
|---|---------------|---------------|
| Salaries, allowances and bonus            | 1,959.33      | 1,820.39      |
| Contribution to provident and other funds | 98.56         | 86.17         |
| Staff welfare expenses                    | 48.05         | 51.32         |
| Leave encashment                          | 53.89         | 56.43         |
| Gratuity (Refer note 11)                  | 52.40         | 44.52         |
| Total employee benefit expense            | 2,212.23      | 2,058.83      |

### Note 18: Depreciation and amortisation expense

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| Depreciation on Property, Plant and Equipment (Refer note 3) | 2,386.79      | 2,638.54      |
| Depreciation of Right-of-use assets (Refer note 30)          | 1,860.29      |               |
| Amortisation of Intangible Assets (Refer note 4)             | *             | 21.70         |
| Total depreciation and amortisation expense                  | 4,247.08      | 2,660.24      |

Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 19: Other expenses

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| Power and fuel   | 480.93        | 536.62        |
| Rent   | 6.13          | 51,39         |
| Rates and taxes  | 515.93        | 324.71        |
| Repairs and Maintenance:   |               |               |
| - Building/yard  | 160.94        | 256.70        |
| - Plant and equipment  | 290.41        | 255.49        |
| Others   | 146.99        | 165.80        |
| Insurance  | 312.49        | 213.09        |
| Directors' sitting fees  | 41.00         | 63.00         |
| Custom staff expenses  | 50            | \$6.77        |
| Printing and stationery  | 33.70         | 43.15         |
| Travelling and conveyance  | 197.13        | 196.04        |
| Motor car expenses   | 53.84         | 50.76         |
| Communication  | 30.16         | 41.47         |
| Advertising expenses   | 4.23          | 3.71          |
| Security charges   | 604.85        | 599.26        |
| Legal and professional fees  | 471.58        | 754.57        |
| Corporate social responsibility expenditure (Refer note 19(b) below) | 77,03         | 91.00         |
| Payment to auditors (Refer note 19(a) below)                         | 35.04         | 34.52         |
| Bad debts  | 37.43         |               |
| Provision for doubtful debts and advances                            | 113.75        | 367.79        |
| Loss on sale/disposal of property, plant & equipment                 | 36.39         | 6.67          |
| Bank charges   | 18.23         | 13.75         |
| Miscellaneous expenses   | 81.28         | 316.16        |
| Total other expenses   | 3,749.46      | 4,402.42      |

### 19(a) Details of payments to auditors

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| Payment to auditors                        |               |               |
| As auditors:                               |               |               |
| a) Audit fees                              | 14.50         | 14.50         |
| <ul> <li>b) Limited review</li> </ul>      | 17.00         | 16.25         |
| in other capacity:                         |               |               |
| a) Other services (certification fees)     | 1.50          | 1.50          |
| b) Reimbursement of out-of-pocket expenses | 2.04          | 2.27          |
|  | 35.04         | 34,52         |

| 19(b) Corporate social | responsibility expenditure |  |
|------------------------|----------------------------|--|
|                        |                            |  |

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Amount required to be spent as per section 135 of the Act | 77.00         | 91.00         |
| Amount spent during the year ending on 31st March, 2020 : |               |               |
| <ol> <li>Construction/acquisition of any asset</li> </ol> | 72            | -             |
| ii) On purposes other than (i) above                      | 77.03         | 91.00         |

### Note 20: Finance costs

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| nterest on debts and borrowings              | 7,025.16      | 955.74        |
| nterest on lease llabilities (Refer note 30) | 399.54        | -             |
| nterest on Income tax                        |               | 42.00         |
| Tetal finance costs                          | 7,424.70      | 997.74        |



Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

### 21 FAIR VALUE MEASUREMENTS

### (a) Financial instrument by category

| Financial interations by category                         | 74 16            |             |                | 31 March, 2019 |  |                                     |
|---|------------------|-------------|----------------|----------------|--|-------------------------------------|
|   | 1 million (1997) | March, 2020 |                | 1. A           | Contraction of the local division of the loc | Test man become state of the second |
|   | FVPL             | FVOCI       | Amortised cost | FVFL           | FVOCI  | Amortised Cost                      |
| Financial Assets  |                  |             |                |                |  |                                     |
| Investments*  |                  |             |                |                |  | 1                                   |
| -Preference Shares  | 94               | 1           | 72,852.88      |                | 1.0  | 72,713.43                           |
| -Equity Shares  |                  | .*.         | 23,455.92      |                |  | 38,381,35                           |
| -Mutual Funds   | =                | 1           | (#)            | 1,754.15       |  | ÷7                                  |
| Contract Assets   |                  | 14          | 662.72         |                |  | 457.95                              |
| Trade Receivables   | 3                | 100         | 2,621.85       | (#)            | 8  | 3,582.68                            |
| Cash and Cash equivalent                                  | (#)              | 1           | 100,85         |                |  | 2,206.65                            |
| Other Bank Balances                                       | 180              | (#)         | 72.55          | 10             | 5  | 65.63                               |
| Other financial assets- Non Current                       | =;               |             | 1,989.05       | 100            |  | 253.84                              |
| Other financial assets- Current                           | +                | (a)         |                |                |  | 1,281.35                            |
| Total Financial Assets                                    |                  |             | 101,755.82     | 1,754,15       | *  | 118,942.91                          |
| Financial Liabilities                                     |                  |             |                |                |  |                                     |
| Berrowings -Non Current (including current<br>maturities) | 19°              | 14          | 55,526.12      | (E)            | 2  | 62,929.96                           |
| Borrowings - Current                                      |                  |             | 1,362.97       |                | - 20   | 728.02                              |
| Lease Liabilities (Current and Non-Current)               |                  | 17.1        | 3,110.66       |                |  |                                     |
| Trade Payables  |                  |             | 4,002.09       |                | 8  | 2,756.04                            |
| Other financial ISabilities                               |                  | 1           | 219.33         | - 22           | 21   | 283.31                              |
| Total Financial Liabilities                               | 80               | *           | 64,221.16      | ¥2             |  | 66,697.33                           |

"Investments in shares of subsidiaries and associate are valued at cost.

### (I) Fair Value hierarchy

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are (a) recognised and measured fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels as prescribed in the accounting standards. An explanation of each level follows underneath the table.

### (a) For 31 March 2020

(I) Financial assets and liabilities measured at fair value- recurring fair value measurement.

|                              | Notes | Level 1 | Level 2 | Level 3 | Tota |
|------------------------------|-------|---------|---------|---------|------|
| Financial Assets             |       |         |         |         |      |
| Financial Instrument at FYPL |       |         |         |         |      |
| Mutual Fand - Growth Plan    | 5(c)  | #1      |         |         | ÷.;  |
| Total Financial Assets       |       |         |         |         | -    |

(II) Financial assets and liabilities measured at amortised cost for which fair values are disclosed

|  | Hotes | Level 1 | Level 2 | Level 3   | Total     |
|--|-------|---------|---------|-----------|-----------|
| Financial Assets                                       |       |         |         |           | -         |
| Unquisted Preference Shares                            | 5(b)  |         |         | 72,852.88 | 72,852.88 |
| Equity Shares  | 5(a)  |         |         | 23,455.92 | 23,455.92 |
| Margin money balances                                  | 5(d)  |         | (*)     | 160.00    | 160.00    |
| Total Financial Assets                                 |       | +       | +       | 96,468.80 | 96,468.80 |
| Financial Itabilities                                  |       |         |         |           |           |
| Barrowings -Nan Current (Including current maturities) | #(n)  |         |         | 51,872.21 | 51,872.21 |
| Borrowings - Current                                   | 8(b)  | (+)     |         | 1,362.97  | 1,362.97  |
| Total Financial Liabilities                            |       |         | 4       | 53,235.18 | 53,235.18 |
|  |       |         |         |           |           |

(b) For 31 March 2019

(i) Financial assets and liabilities measured at fair value- recurring fair value measurement

|                              | Notes | Level 1  | Level 2 | Level 3 | Tota     |
|------------------------------|-------|----------|---------|---------|----------|
| Financial Assets             |       |          |         |         |          |
| Financial Instrument at FVPL |       |          |         |         |          |
| Mutual Fund - Grewth Plan    | 5(c)  | 1,754.15 |         |         | 1,754.15 |
| Total Financial Assets       |       | 1,754,15 |         | a. 1    | 1,754.15 |

(II) Financial assets and liabilities measured at amortised cost for which fair values are disclosed

|  | Notes | Level 1 | Level 2 | Level 3      | Teta                          |
|--|-------|---------|---------|--------------|-------------------------------|
|  |       |         |         |              |                               |
| Financial Assets                                       |       |         |         |              |                               |
| Unquoted Preference Shares                             | 5(b)  |         |         | 72,713.43    | 72,713.43                     |
| Equity Shares  | 5(a)  |         |         | 38,381.35    | 38,381.35                     |
| Margin money balances                                  | 5(d)  |         |         | 160,00       | 160.00                        |
| Total Financial Assets                                 |       | 20      | 27      | 111,254.78   | 111,254,78                    |
| Financial Liabilities                                  |       |         |         | 2021-0022-00 | action and                    |
| Borrowings -Non Current (including current maturities) | B(a)  | <i></i> |         | 61,731.36    | 61,731.36                     |
| Borrawings - Current                                   |       | 100     | *       | 728.02       | 728.02                        |
| Total Financial Liabilities                            |       |         | +1      | 62,499.38    | 62,459.38                     |
|  |       |         |         |              | Children Salara Salara Salara |

Except for these financial assets/liabilities mentioned in the above table, the Company considers that the carrying amounts receptised in the financial statements approximate their fair values. For financial assets that are measured at fair value, the carrying amounts are equal to the fair values.

Level 1 Hierarchy includes financial instruments measured using quoted price. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

Level - 2 The fair value of financial instruments that are not traded in an active market (for example trade bond, over-the-counter derivatives) is determined using valuation technique which maximise the use of observable market data and rely as little as possible on entity -specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level-2.

Level -3 If one or more of the significant inputs is not based on observable market data, the instrument is include in level 3.

There are no transfers between level 1 and level 2 during the year,

The fair values of investment in preference shares, margin money and non current borrowings were calculated based on cash flows discounted at current lending rate/ borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

### (II) Valuation technique used to determine fair value

Specific valuation technique used to value financial instruments include:

1) The mutual funds are valued using closing NAV available in the market.

2) The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 3 except for investment in mutual funds, where the fair value has been determined using the closing NAV.

#### (iii) Fair value of financial assets and itabilities measured as amortised cest

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

|  | 31 March              | 31 March 2020         |                     | 2019                |
|--|-----------------------|-----------------------|---------------------|---------------------|
|  | Carrying<br>Amounts   | Fair Value            | Carrying<br>Amounts | Fair Value          |
| Financial Assets (refer note below)  |                       | ÷.                    | 1                   |                     |
|  |                       |                       |                     |                     |
| Pinancial Liabilities  |                       |                       |                     |                     |
| Inancial Liabilities<br>Sorrowings- Non current (including current maturities) | 55,526.12             | 51,872.21             | 62,929.96           | 61,731.36           |
|  | 55,526.12<br>1,362.97 | 51,872.21<br>1,362.97 | 62,929.96<br>728.02 | 61,731.36<br>728.02 |

The carrying amounts of investments, trade receivables, cash and cash equivalent, other bank balances, other financial asset, trade payables and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

\* Rs. 1,630 Lakhs (2019: NII) deposited with HDFC Bank under Debt service reserve account for non-convertible debentures issued by the Company.

#### (b) Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, if any. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.



### 22 FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprise loans and berrowings, trade and other payables. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, liquidity risk and credit risk.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance to the Company's senior management that the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance to the Company's senior management that the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance to the Company's senior management that the Company policies and company risk objective. In the event of crists caused due to external factors such as by the recent pandemic 'COVID-19', the management assesses the recoverability of its assets, maturity of its liabilities to factor it in cash flow forecast to ensure that there is enough liquidity in these situations through internal and external source of funds.

### This note explain the sources of risk which the entity is exposed to and how the entity manage the risk.

| Risk                        | Exposure arising from  | Measurement                       | Management   |
|-----------------------------|--|-----------------------------------|--|
| Credit risk                 | Cash and cash equivalent, trade<br>receivable, financial assets<br>measured at amortised cost. | Ageing analysis and credit rating | Diversification of bank deposit and credit limits                            |
| Liquidity risk              | Sorrowings and other liabilities   | Rolling cash flow forecast        | Availability of bank credit lines and<br>borrowings facilities (cash credit) |
| Market risk -Interest rate  | Long-term borrowings at variable<br>rates  | Sensitivity analysis              | Monitoring and shifting benchmark<br>Interest rates*                         |
| Market risk -Security price | investment in mutual fund  | Sensitivity analysh               | Portfolio diversification  |

\* There is no shifting of beschmark interest rates during the year.

### (A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligation 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 investing activities, including deposits with bank and financial institution, foreign exchange transactions and other financial instruments.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. Other factors of default are determined by considering the business environment in which the Company operates and other macro-economic factors. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting date with the risk of default as a significant increase in credit risk on an ongoing basis asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive ferwarding-looking information such as: adverse changes in business, changes in the operating results of the counterparty, change to the counterparty's ability to meet its obligations etc. Pinanctal assets are written off when there is no reasonable expectation of recovery.

#### (I) Credit Risk Management

### Financial instruments and cash deposits

The Company maintains exposure in cash and cash equivalents, term deposits with banks and investments in mutual funds. The Company has diversified portfolio of investment with various number of counter-parties which have good credit ratings, good reputation and hence the risk is reduced, individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Company. For banks and financial institutions, only high rated banks/institutions are accepted.

The Company's maximum exposure to credit risk as at 31 March 2020 and 31 March 2019 is the carrying value of each class of financial assets as disclosed in note 5.

### Trade receivables and contract assets

Trade receivables are typically unsecured and are derived from revenue earned from customers. Contract assets are unsecured receivables. It comprises of accrued income on containers lying at the warehouse/yard but have not been invoiced.

Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit/worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial assets to compute the expected credit loss allowance for trade receivables and other financial assets. There are no significant credit risk pertaining to margin money and utility deposits.

Of the Trade Receivables balance as at 31 March 2020, the top 5 customers of the Company represent the balance of Rs. 428.97 lakhs (2019- Rs. 623.43 lakhs). There are no customer who represent more than 5% of total balance of Trade Receivables.

Total maximum credit exposure on gross trade receivable as at 31 March 2020 is Rs. 3,047.02 lakits (31 March 2019 is Rs. 4,032.99 lakits)

### The amount of Gross Trade receivable outstanding as at 31 March 2020 & 31 March 2019 is as follows:

|                | 0-30 days | 31-60   | 61-90  | 91-180 | 181-365 Mc | ire than 365 | Total    |
|----------------|-----------|---------|--------|--------|------------|--------------|----------|
| 14             |           | ALC: 14 |        |        |            | ćays         |          |
| March 31, 2020 | 1,111.02  | 772.29  | 384.40 | 356.29 | 59.89      | 363.13       | 3,047.02 |
| March 31, 2019 | 1,766.57  | 917.37  | 423.74 | 475.00 | 77.05      | 373.26       | 4,032,99 |

(ii) Reconciliation of loss allowances provision - Trade Receivables and contract asset.

|  | Trade Receivable C | ontract asset |
|--|--------------------|---------------|
| Loss Allowances on 1 April 2018            | 510,86             | 3,74          |
| Bad debt written off of earlier years      | (339.06)           |               |
| Provision provided/(reversed) for the year | 278.51             | (3.74)        |
| Loss Allowances on 31 March 2019           | (450.31)           | *             |
| Bad debt written off of earlier years      | 5.89               |               |
| Provision provided/(reversed) for the year | 19.25              | -             |
| Loss Allowances on 31 March 2020           | (425.17)           |               |
|  |                    |               |

### (B) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Company has unutilized credit limits with banks.

#### (i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

|   | 31 March 2020 31 March 2019 |        |  |
|---|-----------------------------|--------|--|
| Floating Rate                             |                             |        |  |
| Expiring within one year (Bank overdraft) | 137.03                      | 771,98 |  |
| Total                                     | 137,03                      | 771.9# |  |

These Working capital facilities are payable on demand and available for a period of 12 months and can renewed by the bank thereafter.

### (II) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity grouping based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances as the impact of discounting is not significant. Contractual maturities of financial liability is as follows:

### 31 March 2020

|                                       | Less than 1 Year | 1 - 2 Years | 2 Year and           | Total     |
|---------------------------------------|------------------|-------------|----------------------|-----------|
| Non - Derivative                      | 1.1              |             |                      |           |
| Borrowings                            | 9,736.27         | 27,185.46   | 36,830.88            | 73,752.61 |
| Trade payables                        | 3,955.48         |             |                      | 3,955.48  |
| Other Financial Liabilities           | 219,33           | 96          | 363                  | 219.33    |
| Lease Babilities (undiscounted value) | 1,867.30         | 1,599.54    | Louis and the second | 3,461.84  |
| Total Non derivative liabilities      | 15,773.37        | 28,785.00   | 36,830.88            | #1,389.25 |
|                                       |                  |             |                      |           |





## Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

### 31 March 2019

|  | Less than 1 Year | 1 - 2 Years | 2 Year and  | Teta      |
|--|------------------|-------------|---|-----------|
| Non - Derivative                       |                  |             |   |           |
| Borrowings                             | 10,273.28        | 8,147,58    | 69,871.39   | 88,292.25 |
| Trade payables                         | 2,756.04         |             |   | 2,756.04  |
| Other Financial LiabRities             | 283.31           | 54 - C      | 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 - 194 | 283.31    |
| Lease liabilities (undiscounted value) |                  |             | 14  |           |
| Total Non derivative liabilities       | 13,312.63        | 8,147.58    | 69,871.39   | 91,331.60 |

The possibility of payment arising from financial guarantee given on behalf of subsidiaries is remote.

### (C ) Market Risk

### (I) Foreign currency risk

The Company's operations are such that all activities are confined to India only. Hence, there is no exposure to foreign currency risk.

### (If) Cash Flow and fair value interest rate risk.

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

### (a) interest Rate risk exposure

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows.

|                          | 31 March 2020 | 31 March 2019 |
|--------------------------|---------------|---------------|
| Variable Rate Berrowings | 5,887.31      | 7,343.33      |
| Fixed Rate Borrowings    | 51,001.78     | 56,314.65     |
| Total Borrowings         | 56,889.09     | 63,657.98     |

### (b) Sensitivity

Profit or loss and equity is sensitive to higher /lower interest expense from variable rate borrowings as a result of changes in interest rates. Impact on profit after tax of increase/ decrease of 100 basis points in interest is as follows:

|  | Increase/(Decrease) |               |
|--|---------------------|---------------|
|  | 31 March 2020       | 31 March 2019 |
| interest Rate - increase by 100 basis point* | (44.06)             | (47.77)       |
| Interest Rate - Decrease by 100 basis point* | 44.06               | 47.77         |

\* Holding all other variable constant

### (III) Price risk

### (a) Exposure

The Company's exposure to investments arises from investment held by the Company in mutual funds and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company

### (b) Sensitivity

Profit or less and equity is sensitive to higher /lower value of investments as a result of changes in price. Impact on profit after tax of increase/ decrease of 10% of price is as follows:

|                                | increase/(Decrease)   |               |  |
|--------------------------------|---|---------------|--|
|                                | 31 March 2020   | 31 March 2019 |  |
| Net Asset Value - Increase 10% |   | 114,12        |  |
| Net Asset Value - Decrease 10% | Contraction of the second s | (154.12)      |  |

Profit for the period would increase/ decrease as a result of gains/ losses on investments classified at fair value through profit or loss.

### 23 CAPITAL MANAGEMENT

The Company considers total equity as shown in the balance sheet including retained profit and share capital as managed capital.

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimizo returns to shareholders. The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or acjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain livestor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or If necessary adjust, its capital structure.

The capital components of the Company are as given below:

|                                       | 31 March 2020 | 31 March 2015 |
|---------------------------------------|---------------|---------------|
| Total Equity                          | 71,562.51     | 75,262.78     |
| Debt                                  | 56,889.09     | 63,657.98     |
| Cash and Cash equivalents (Note 5(e)) | 100.85        | 2,206.65      |
| Debt to Equity Ratio                  | 0.79          | 0.85          |
| Gearing Ratio                         | 0,79          | 0.82          |

### (I) Loan covenants

Under the terms of the major borrowing facilities, the Company is required to comply with the following financial coverants:

(a) Debt Service Coverage Ratio should not fall below 1.25 times;

(b) Total debt/ Total net worth (TNW) not to exceed 1 time.

(c) Until the occurrence of AT redemption event, the Company shall not incur any additional debtedness (except working capital debt) in excess of Rs. 35 Crores.

The Company has complied with these covenants. The ratios are as follows:

(a) Debt Service coverage ratio was 1.75 times (31 March 2019; 2.92 times);
 (b) Total Debt / TNW is 0.79 (31 March 2019; 0.85)

(c) The Company has not incurred any additional indebtedness.

#### (II) Dividends

|  | 31 March 2020   | 31 March 2019 |
|--|---|---------------|
| (I) Interim Dividend   | Providence of the second se |               |
| Interim Dividend paid during Financial Year 2019-20-Rs. 4.50 per fully paid equity share for year<br>ended 31 March 2020 and final dividend of Rs. 4.50 per fully paid equity share for the year ended<br>31 March 2019              | 9,765.52  | 4,349.12      |
| (Interim Dividend paid during Financial Year 2018-19-Rs. Nil per fully paid equity share for year<br>ended 31 March 2019 and final dividend of Rs. 4 per fully paid equity share for the year ended 31<br>March 2018)                |   |               |
| (II) Dividend net recognised at the end of the reporting period  |   |               |
| In addition to the above dividends, since the year end, the Company has not declared any dividend<br>on fully paid equity share for the Financial Year 2019-20 (For Financial Year 2016-19 - Rs. 4.5 per<br>fully paid equity share) | 240   | 4,892.76      |



Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

### 24 SEGMENT INFORMATION

In accordance with Ind A5 508 "Operating Segment", argment information has been given in the consolidated financial statements of the Company, and therefore, no separate disclosure on segment information is given in these standalone financial statements.

### 25 COMMITMENTS AND CONTINGENCIES

|   | 31 March 2020     | 31 March 2019     |
|---|-------------------|-------------------|
| FINANCIAL GUARANTEES:   |                   |                   |
| Corporate guarantees issued in favour of banks, financial institutions and State<br>Industrial Development Corporation for loans taken by subsidiaries and joint<br>venture   | 5,700.65          | 7,975.59          |
| CONTINGENT LIABILITIES:   |                   |                   |
| The Company has contingent liabilities as at 31 March 2020 and 31 March 2019 in<br>respect of:  |                   |                   |
| Guarantees excluding financial guarantees:  |                   |                   |
| Bank Guarantees and Continuity Bonds executed in favour of The President of<br>India through the Commissioners of Excise and Customs and Sales Tax and<br>Pollution Control Board                                     | 91,073.00         | 85,230.97         |
| Bank Guarantee and Continuity Bends issued in favour of Punjab State Container<br>and Warehousing Corporation Limited in respect of Operations and Management<br>Contract of their CPS at Dranagiri Node, Nhava Sheva | 26,007.00         | 31,253.00         |
| Claims against the Company not acknowledged as debts:   |                   |                   |
| - Container Corporation of India [Refer Note (a) below]   | Not Ascertainable | Not Ascertainable |
| Others  | 17.00             | 17.00             |
| Disputed income Tax Claims (including interest and Penalty to the extent<br>ascertainable) not acknowledged as debts [Refer Note (b) below]   | 11,764,49         | 11,764.49         |
| Claim from Customs [Refer Note (c) below]   | 367.26            | 521.16            |
| Disputed claims at District Consumer Redressal Forum, Raigad related to fire at<br>Punjab Conware CPS [Refer Note (d) below]  | 46.23             | 46.23             |
| Disputed Service Tax Claims (excluding penality and interest) in respect of Goods<br>Transport Agency Services (Refer Note (e) below)   | 382.32            | 342.32            |
| Notes:  |                   |                   |

Notes:

(a) The Company ("GDL") and its subsidiary company, Gateway Rall Freight Limited ("GRFL") are involved in an arbitration proceeding with Container Corporation of India Limited ("Concer") in respect of agreements entered into by the parties for operation of container trains from the Inland Container Depot and Rall siding at Gathi Harnaru, Gurgaon, Concer has raised claims on GDL and GRFL on various issues in respect to the aforesial agreements. Based on legis optimer, the Warngerment has taken a view that these claims are at a preliminary stage and the question of maintainability of the alleged disputes as raised by Concer under the aforesial agreements is yet to be determined and are not sustainable. Pending conclusion of the arbitration, the parties are maintaining "status quo" in respect of the operations at Gathi Harsaru, Gurgaon.

(b) Deputy Commissioner of Income Tax had issued orders under Section 143(3) of the Income Tax Act, 1961 of India ("the Income Tax Act"), for the Assessment Years 2006-2009 to 2014-2015, disallowing the claim of deduction by the Company under Section 136 of the Income Tax Act (a) to Assessment year 2011-2012, other expenses and Minimum Albernate Tax Credit and issued notices of demand under Section 136 of the Income Tax Act (a) to Assessment year 2011-2012, other expenses and Minimum Albernate Tax Credit and issued notices of demand under Section 136 of the Income Tax Act (a) to Assessment year 2011-2012, other expenses and Minimum Albernate Tax Credit and issued notices of demand under Section 136 of the Income Tax Act (a) to Assessment year 2011-2012, issued notices of demand under Section 136 of the Income Tax Act (a) to Assessment year 2011-2013, aggregating Rs. 7, 1304.15 lashs and initiated proceedings to levy penalty. On appeal filed by the Company against the assessment orders, Commissioner of Income Tax (Appeals) had allowed the aforesaid deductions, except for claim of deduction of other expenses aggregating Rs. 30 labits for the Assessment Years 2006-2009 to 2011-2012. The Deputy Commissioner of Income Tax (Appeals) for the Assessment Years 2006 to 2010-2011, which has been decided in favour of the Company, Income Tax Department has filed an appeal with Berndary High Court against the order for the Assessment Years 2008-2019 to 2010-2011, which has been decided in favour of the Company, Income Tax (Appeals) which has been decided in favour of the Company, Income Tax (Appeals) which has been decided in favour of the Company. The Deputy Commissioner of Income Tax (Appeals) for the Assessment Years 2012-2013 to 2012-2013 to 2012-2013 to 2012-2013, which has been decided in favour of the Company. The Deputy Commissioner of Income Tax (Appeals) for the Assessment Years 2012-2013 and 2013-121 to 2014-2013 to 2014-2015 with the Company against the order for the Assessment Years 2012-2013 to 2012-2013 to

Deputy Commissioner of Income Tax had issued notices under Section 148 of the Income Tax Act, propering to re-assess the Income for Assessment Years 2004-2005 to 2007-2008, disallowing the deduction under Section 80 IA(4)(i) of the Income Tax Act amounting to Rs. 4,460.34 lakins. The Company has filed a Writ petition against the notices with the Bembay High Court. The Bombay High Court has granted Ad Intorine Stay against the notices.

Based on Lawyer and Tax Consultant's opinion, the Management is of the opinion that the Company is entitled to aforesaid deductions and claims and hence, no provision for the aforesaid demand/notices has been made till 31 March, 2020.

- (c) In response to the letter dated 25 February, 2014, from the Principal Commissioner of Custums (G), the Company had deposited under protest an amount of Rs. 521.16 lakhs, pending final determination of the liability, in terms of the supratnama that covered the container no. CRX 3218782 comprising 15,390 KG of Red Sanders, which were unauthorizedly removed from the Punjab Conware CFS in December 2015. The Commissioner of Customs, NS-General, Numbai Zone II., JNCH had vide order dated 25 June 2019 appropriated Rs. 153.90 iaih towards value of stolen confiscated goods. levied penalty Rs. 1.50 lakh, which was paid by the Company. The balance amount of Rs. 327.26 lakh is recoverable from customs.
- (d) There was a fire in January 2010 at the warehouse of Punjab Conware CFS, in which cargo belonging to customers was damaged. These customers filed claims for damages with the District Consumer Redressal Forum, Raigad, which gave judgement in their favour. The Company has filed appeals with the State Consumer Dispute Redressal Commission, after making depends of Rs, 46.23 Takins. The matter is pending before the State Consumer Dispute Redressal Commission.
- (e) The Commissioner of Service Tax, Mumbal had raised show-cause notices / demands for service tax under category "Goods Transport Agency" for the period 2005-2006 to 2011-2012. On appeal Mixed by Company, Customs Excise and service tax Appeliate Tribunal (CESTAT), Mumbal, vide order dated 7 May, 2013 remanded back the matter for fresh hearing. The Commissioner of Service tax, Mumbal has issued an order issued on 5 December, 2016 continuity the demand of Ray, 2013 remanded back the interest under section 75 and penalty under section 76, 77 E 78 of Finance Act, The Company has filed an appeal with CESTAT, Mumbal on 6 March, 2017, contesting the demand on the grounds that the service tax was already paid under cargo handling services on the same transport of carge at full rate, the transport cost of other units at Gurgeon and Punjab Comvare CFS were wrongly included, no credit was given for service tax under Goods transport agency and that the figures of traiter cost / depreciation in the order were incurrent. In view of the acceptance of Company's contentions on certain points in the cross objection filed by the Department, as indicated in the earlier CESTAT arder dated 7 May, 2013, the Management is of the option that no provision is regulared to be made in respect of the aforestid demand.

### 26 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006' are as follows:

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| 0 The principal amount and the interest due thereon remaining unpaid to any supplier   |               |               |
| - Principal amount   | 46.61         | NII           |
| - Interest thereon   | N05           | Nil           |
| ii) The amount of interest paid by the buyer in terms of section 16, along with the<br>amounts of the payment made to the supplier beyond the appointed day.   | NII           | NIL           |
| (iii) The amount of interest due and payable for the year of delay in making payment<br>(which have been paid but beyond the appointed day during the year) but without<br>adding the interest specified under this act. | Nill          | NI            |
| iv) The amount of interest accrued and remaining unpaid.   | Nől           | Nil           |
| v) The amount of further interest remaining due and payable even in the succeeding<br>years, until such date when the interest dues above are actually paid to the small<br>investor.                                    | NII           | NII           |
|  |               |               |

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSMED.



Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

### 27 RELATED PARTY TRANSACTIONS

### (I) Subsidiary Companies

| Name  | Туре       | Place of incorporation | Ownership        | Ownership Interest |  |
|---|------------|------------------------|------------------|--------------------|--|
|   |            |                        | 31 March<br>2020 | 31 March<br>2019   |  |
| Gateway Rail Freight Limited<br>(GRFL) (Jeint venture till 29<br>March 2019 and subsidiary<br>thereafter) | Subsidiary | India                  | 99,938           | 99,938             |  |
| Gateway East India Private<br>Limited (GEIPL)   | Subsidiary | India                  | 100.00%          | 100.00%            |  |
| Gateway Distriparks (Kerala)<br>Limited (GDKL)  | Subsidiary | India                  | 60.00X           | 60.00X             |  |
| Chandra CPS and Terminal<br>Operators Private Limited<br>(CCTPL) (TWI 18th December<br>2019)              | Subsidiary | India                  | MIL              | 100.00%            |  |

### (II) Associate

| Name of the Entity   |   |              |                      |                  | Quoted Fair Value |                  | Carrying Amount  |           |
|--|---|--------------|----------------------|------------------|-------------------|------------------|------------------|-----------|
|  | Place of X of<br>Business Ownership<br>Interest | Relationship | Accounting<br>Method | 31 March<br>2020 | 31 March<br>2019  | 31 March<br>2020 | 31 March<br>2019 |           |
| Snewman Logistics Limited (SLL)<br>(Refer note 8(b) & 29(b)) | India   | 40.25%       | Associate            | Equity<br>Method | 8                 | 22,092.98        |                  | 10,416.99 |
| Total Equity Accounting Investme                             | ervta   |              | -                    |                  |                   | 22,092.98        | 1                | 10,416.99 |

(iii) Investing party in respect of which the Company is an associate Prium International Private Limited (PIPL)

(iv) Entitles in which enterprise have significant control or entity in which directors are interested Perfect Communication Private Limited (PCL)

### (v) Key Management Personnel

### (I) Executive Directors

- Wr. Prem Kishan Dass Gupta (Chairman and Managing Director)
- Mr. Ishaan Gupta (Joint Managing Director)

### (II) Independent and Non-Executive Directors

- Mrs. Mamta Gupta (Non-Executive Director)
- Mr. Samvid Gupta (Nen-Executive Director) (From 12th March 2020)
- Wr. Shabbir Hassanbhai (Non-Executive Independent Director)
- Hr. Bhaskar Avula Reddy (Non-Executive Independent Director)
- Hr. Arun Kumar Gupta (Non-Executive Independent Director)
- Kes. Shukla Wassan (Non-Executive Independent Director) (Frem 12th March 2020)

### (III) Other Key Management Personnel

- Mr. Sachin Sarendra Bhanushali, Ohlef Executive Officer (from 14th August 2019)
- Mr. Sandeep Kumar Shaw, Chief Pinancial Officer (from 14th August 2019)
- Mrs. Veena Nair, Company Secretary (from 14th August 2019)
- Mr. R. Kumar, Deputy Ohlef Executive Officer and Chief Finance Officer cum Company Secretary (till 13 August 2019).

### (vI) Relatives of Executive Directors

Mr. Samvid Gupta (Relative of Mr. Prem Kishen Dess Gopta, Mr. Ishaan Gupta and Mrs. Mamta Gopta) (117 11 March, 2020)

Key Management Personel Compensation (including relative of Executive Director)

04

31 March 31 March 2019

2.86 72,00 41.00

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Sitting Fees to Non-Executive and Independent

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Commission to Executive Directors Commission to Non-Executive and

Directury

Transactions with other related parties

(IIIM)

Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

> 130,94 24.92 246.15 6.60 1,7667,050 70.565.69 35.35 31 Mar CO. 6.60 4,909,95 2,417,40 E 02.969 esterptise have spittant control or Ety in which director Entities in which 2,241.00 2 H 71,05 Encelles in which enterprise have significant control or entity in which directors are interested (PCL) 176,40 44.20 146,155 6.60 Subsidiary Cempanies Associate Cempany (SLL) 6.60 31 March 24.92 800.00 31 March 4,909,45 2 42.96 Considered as Joint Venture 10: 20th March 2019 and thereafter considered as withiddary Company. 31 March 35.35 70,565.69 5,217.57 31 March Jeint Venture \*/ subsidiary company 1.1.2 **31 Narch** The following transactions occurred with related parties Sr. Particulars No. [ nome from Redeemable Preference Stares-Reimbursement of payroll cost-GRFL Purchase of Tangible Assets (GEPL) neame from CF5 services provided nent in Equity Shares- GRFL Dividend received-ORPL /GEPL Sale of Tangthie Assets-SLL next in COPS GRFL Leade rest necelved Chridend paid 005 -----. 2 e4:

relation to transactions with related parties: ceriod in reporting are outstanding at the end of the ģ wine balan The follo Ż

| ž ž | Particulars  | Key Manag<br>personnel / | ement<br>Directors |
|-----|--|--------------------------|--------------------|
|     |  | 31 March<br>2020         | IN TE              |
| *   | Commission Payable to Executive Directors  | 472.50                   | 450.               |
| 14  | Commission and sitting fees Payable to Non-<br>Executive and independent Directors | 50.80                    | 80.77              |
| -   | Receivable from Associate  | 0.59                     | ľ                  |
| 4   | Payable to subsidiary company  | 45.00                    | ľ                  |





Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

### (ii) Loans to/from related parties

No loan has been given/ received to/ from any related parties. Note: in the option of the management, transactions reported herein are an arm's length bath.

### 28 RATED LISTED SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES

#### (a) Hature of Security:

Rated Listed Secured Redeemable Non-Convertible Debentares Rs. 50,000 lakih (31 March 2019-Rs, 55,000 lakihs) is secured by (I) First ranking pari-passu charge (a) over all the current and future immovable and movable assets of the Company, including laid and buildings (b) pledge of fully paid up equity shares of subsidiary GRFL heid by the Issuer (c) pledge of Computionity Convertible Preference Shares of Gateway Rall Freight Limited (GRFL) heid by issuer (II) Agreement far creation of first ranking sole and exclusive pledge over shareholding of the Company in Snowman Legistics Limited in case series A1 Redemption Event dees not occur within 18 months from the deemed date of allotiment 28 March 2019 (III) Future Investments by the Company in any other form in GRFL and Associate Snowman Legistics Limited (IV) Share Pledge of subsidiary Gateway East India Private Limited, (IV) Negative Lien on Shares of subsidiaries Gateway Distribusive (Gerala) Limited and (V) Personal Guarantee of the Promoter in the event series A1 Redemption Event does not occur within 23 (twenty three) months from deemed date of allotiment 28 March 2019.

#### (b) Terms of Repayment:

| Rate of Interest | 2019-20 | 2020-21 | 2021-22   | 2022-23  | 2023-24  | 2024-25  | 2025-26  | 2026-27  | Total     |
|------------------|---------|---------|-----------|----------|----------|----------|----------|----------|-----------|
| 11.50%           |         | - 1     | 21,500.00 | 4,008.00 | 4,500.00 | 4,500.00 | 4,500.00 | 5,500.00 | 44,500.00 |
| 11.258           | ~       | 1.4     | 500.00    | 1,000,00 | 1,000.00 | 1,000.00 | 1,000.00 | 1,000.00 | 5,500.00  |
| Total            |         | - 57    | 22,000.00 | 5,000.00 | 5,500.00 | 5,500.00 | 5,500.00 | 6,500,00 | 50,000.00 |

(c) The Company has an obligation to redeem A-1, A-2 & A-3 series Non-Convertible debentures amounting to Rs. 27,000 lakes on April 7, 2021. The Company has prematurely redeemed A-1 series debentures of Rs. 5,000 lakes on January 20, 2020 from the proceeds of sale of shares of subsidiary company 'Chandra CFS and Terminal Operators Private Limited'. Furthermore, the Company has redeemed A-1 series debentures of Rs. 6,000 lakes on May 21, 2020 out of income arking from dividend received from subsidiary 'Gateway Rail Freight Limited'. The lalance of A-1, A-2 & A-3 series Non-Convertible debentures amounting to Rs 16,000 lakes will be redeemed from Internal accruals of the Company, dividends received from its subsidiaries, from the net proceeds of the sale of Investment and/or by way of raising additional capital in the Company.

### 29 SALE OF SUBSIDIARIES AND ASSOCIATE

a During the quarter ended December 2019, the Company has sold its entire shareholding in its wholly owned subsidiary 'Chandra CFS and Terminal Operators Private. Limited' on December 19, 2019 to 'Team Global Logistics Private Limited' for a tetal consideration of Rs. 4,041,49 lakhs resulting into a profit of Rs. 217.18 lakhs, which is shown as exceptional items. Accordingly, Chandra CFS and Terminal Operators Private Limited has ceased to be Company's subsidiary from December 19, 2019.

b The Company has entered lists a share purchase agreement on December 27, 2019 for sale of its entire stake of 45.25% in its associate Company Snewman Logistics Limited' to 'Adami Logistics Limited' for a total coesideration of Ri. 29,591.61 takts. The transaction was to be completed before March 31, 2020. The Company has informed Adami Logistics Limited by letter dated Way 11, 2020 that the condition for completion of transaction by March 31, 2020 was not met by them, despite the good faith attempts to resolve the matter and therefore the Agreement is not in force due to reputation thereof by Adami Logistics Limited. Pursuant to the provisions of the share purchase agreement, the Company has inflated arbitration proceedings against Adami Logistics Limited.

Further, the Company is still exploring the possibilities of potential disinvestment of its shareholding in Snowman Legistics Limited and accordingly, the Company has identified investment in Snowman Legistics Limited as "Non current assets classified as Asset held for sale" in accordance with Ind AS 105.

### 30 Leases:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method as per para CB(c)(ii) of standard. Consequently, the Company recorded the lease liabilities at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised.

On transition, the adoption of the new standard resulted in recognition 'Lease Liabilities' of Rs. 4,464.16 lakhs and Right-of-Use' asset of Rs 6,891.19 lakhs.

The Company has lease contracts of Operations and Maintenance of Container Freight Station and Land in its operations. Leases of Operations and Maintenance of Container Freight Station have lease term of 15 years, while Land have lease term of 60 years.

Following is the summary of practical expedients elected on initial application:

1) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with similar end date.

ii) Applied the exemption not to recognise Right-of -Use asset and Lease Liabilities with lease term of 12 months or less at the date of initial application.

- iii) Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease.
- Iv) Relied on the assessment of whether leases are onerous immediately before the date of initial application

v) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Lease liabilities and Right-of-Use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Reconciliation of Right-of-use assets and Lease Liabilities as on April 1, 2019

| Particulars                        | Amount   |
|------------------------------------|----------|
| Right-of-use assets                | 6,891.19 |
| Adjustment of prepaid lease rental | 2,427.03 |
| Lease Liabilities                  | 4,464.16 |

Reconciliation between the lease liabilities as at 1 April 2019 with operating lease commitments as of 31 March 2019

| a set is set of the set of the set of  | Amount   |
|--|----------|
| Operating lease commitments disclosed as at 31 March 2019                          | -        |
| Add: Additional lease commitments based on expected<br>extension of the lease term | 4,464.16 |
| Lease liability recognised as at 1 April 2019                                      | 4,464.16 |

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

| Particulars          | Operations and<br>Maintenance of<br>Container Freight<br>Station | Land     | Total    |
|----------------------|--|----------|----------|
| As at 01 April 2019  | 5,144.16   | 1,747.03 | 6,891.19 |
| Addition             | 0.00   | 12       | C 283    |
| Depreciation Expense | 1,815.59   | 44.70    | 1,860.29 |
| As at 31 March 2020  | 3,328.57   | 1,702.33 | 5,030.90 |

Set out below are the carrying amounts of lease liabilities and the movements during the period:

| Particulars                  | Total    |
|------------------------------|----------|
| As at 01 April 2019          | 4,464.16 |
| Addition                     | 1.543    |
| Accretion of interest        | 399.54   |
| Payment of lease liabilities | 1,753.04 |
| As at 31 March 2020          | 3,110.66 |
| Current                      | 1,588.71 |
| Non-current                  | 1,521.95 |

The weighted average incremental borrowing rate of 8.95% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

The adoption of standard has resulted in Statement of Profit and Loss for the current year, operating lease expenses changed from rent to depreciation charge for Right-of-Use asset and finance cost for interest accrued on Lease Liabilities. The effect of this adoption is insignificant on earnings per share. Adoption has also resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments Rs 2,091.56 Lakhs.





Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Reconciliation for the effects of the transactions on Statement of Profit and Loss for the year ended 31 March 2020 are as follows : 31 March 2020 Changes due to Ind AS 116 Adjustments to increase/(decrease) in profit before tax 31 March 2020 (comparable basis) increase/ (decrease) (as reported) (2,046.84) 21,030.74 18,983.90 Operating expenses Other expenses 3,794.18 (44.72)3,749.46 Finance cost 7,025.14 399.56 7,424.70 Depreciation and amortisation 2,386.79 1,860.29 4,247.08 Profit before tax 6,404.06 6,235.77

(168.29)

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis:

| Particulars          | 31 March 2020 |
|----------------------|---------------|
| Less than one year   | 1,862.30      |
| One to five years    | 1,599.54      |
| More than five years | (*)           |
| Total                | 3,461,84      |

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.

The following are the amounts recognised in profit or loss:

| Particulars  | 31 March 2020 |
|--|---------------|
| Depreciation expense of right-of-use assets  | 1,860.29      |
| Interest expense on lease liabilities  | 399.56        |
| Expense relating to short-term and low value leases (included in other expenses)     | 2.0           |
| Expense relating to short-term and low value leases (included in operating expenses) | (A)           |
| Total amount recognised in profit or loss  | 2,259.85      |

#### 31 EARNINGS PER SHARE

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| Profit attributable to the equity holders of the Company used in<br>calculating basic/ diluted earnings per share    | 6,103.12      | 8,816.47      |
| Weighted average number of equity shares used as the denominator in<br>calculating basic/ diluted earnings per share | 108,728,049   | 108,728,049   |
| Total basic/ diluted earnings per share attributable to the equity holders<br>of the Company                         | 5.61          | 8,11          |

#### 32 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### 33 ASSETS PLEDGE AS SECURITY

The carrying amounts of assets pledged as security for non-current borrowings are :

|   | Notes | 31 March 2020   | 31 March 2019 |
|---|-------|---|---------------|
| Current Assets  |       |   |               |
| Financial Assets  |       |   |               |
| First Charge  |       |   |               |
| Trade receivables   | 5(e)  | 2,621.85  | 3,582.68      |
| Total Current Assets pledged as Security                          |       | 2,621.85  | 3,582.68      |
| Non-Current Assets  |       |   |               |
| First Charge  |       | 1. March 1. |               |
| Property, Plant and Equipment                                     | 3     | 17,779.40   | 20,165.77     |
| Equity Investments in Subsidiaries, Joint Ventures and Associates | 5(a)  | 21,995.35   | 21,995.35     |
| Investments   | 5(b)  | 70,565.69   | 70,565.69     |
| Total Non-Current Assets pledged as Security                      |       | 110,340.44  | 112,726.81    |
| Total Assets pledged as Security                                  |       | 112,962.29  | 116,309.49    |

# Gateway Distriparks Limited Notes annexed to and forming part of the Standalone Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

- 34 Due to outbreak of COVID-19 globally and in India, the Company's management has made an initial assessment of Impact on business and financial risks on account of COVID-19. Considering that the Company is in the business of providing inter model logistics services and is operating Container Freight Station (CFS), which is considered under Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Company will not be significant. The management believes that the impact of this outbreak on the business and financial position of the Company will not be significant. The management does not see any risks in the Company's ability to continue as a going concern and meeting its liabilities including redemption of Non-Convertible debentures as explained in Note 25(c) as and when they fall due. The impact of these financial statements considering the uncertainty in overall economic environment and the Company will continue to closely monitor any material changes to future economic conditions.
- 35 The figures for the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.

In terms of our report of even date.

For S.R. Batlibei & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005. For and on behalf of the Board of Directors Gateway Distriparks Limited

per Vishal Sharma Partner Membership No.: 96766 Place: Faridabad Date: 05 June 2020 Prem Kishan Dass Gupta Chairman and Managing Director DIN: 00011670 Place: New Deihi Date: 05 June 2020 Arun Kumar Gupta Director DIN: 06571270 Place: New Delhi Date: 05 June 2020

Sandeep Kumar Shaw Chief Financial Officer Place: Ghaziabad Date: 05 June 2020 Veena Nair Company Secretary Place: Mumbai Date: 05 June 2020





# Independent Auditor's Report

To the Members of Gateway Distriparks Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

# Opinion

We have audited the accompanying consolidated Ind AS financial statements of Gateway Distriparks Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate and joint venture comprising of the consolidated Balance sheet as at March 31 2020, 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 Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS 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, associate and joint venture, the aforesaid consolidated Ind AS 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 and its associate and joint venture as at March 31, 2020, 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 Ind AS 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 Ind AS Financial Statements' section of our report. We are independent of the Group and associate and joint venture 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 Ind AS financial statements.

Emphasis of Matter - Impact of outbreak of Coronavirus (Covid-19) We draw attention to Note 23(ii)(b) to the consolidated Ind AS financial statements wherein it has been stated that Gateway Rail Freight Limited, subsidiary company, has received a notice dated November 11, 2019 from Additional Director General of Foreign trade (ADGFT) questioning SEIS benefits received by the subsidiary company for financial years 2015-16 to 2017-2018 under the provisions of Foreign Trade (Development and Regulation) Act, 1992. While the subsidiary company has submitted its response dated January 31, 2020 for the notice received from ADGFT and has obtained a legal opinion whereby the group believes that it has a good case and accordingly no provision has been considered in the books of accounts.

Our conclusion is not modified in respect of this matter.

Emphasis of Matter- Impact of outbreak of Coronavirus (Covid-19) We draw your attention to Note 39 to the accompanying consolidated Ind AS financial statements, which describes the Group's assessment of the impact of the uncertainties related to outbreak of COVID-19 on the business operations of the Group and its associate and joint venture.

Our opinion is not modified in respect of this matter.

Emphasis of Matter- Recoverability of MAT credit

We draw attention to Note 12(d)(i) of the Ind AS financial statements, regarding recognition of Rs. 2,054.11 lakhs of MAT credit by Gateway East India Private Limited, subsidiary company based on its assessments. The management of the Company based on the future business plans believes that the Company will be able to utilize the MAT credit accordingly no provision has been made in the books of accounts.

Our opinion is not modified in respect of this matter.

# **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated Ind AS 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 Ind AS 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 Ind AS financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements. Key audit matters

#### How our audit addressed the key audit matter

Importment of Goodwill (as described in note 1(j) and note 4(i) of the consolidated ind AS financial statements)

The Group's balance sheet includes Rs.30,315.42 lakhs of goodwill, 0 representing 12% of total Group assets. In accordance with Ind AS, these balances are allocated to Cash Generating Units (CGUs) which are tested annually for impairment using discounted cash-flow models of each CGU's recoverable value compared to the carrying value of the assets. A deficit between the recoverable value and the CGU's net assets would result in impairment.

The inputs to the impairment testing model which have the most significant impact on CGU recoverable value include:

- Projected revenue growth, operating margins and operating cashflows in the years 1-5;
- Stable long-term growth rates till perpetuity; and
- Business specific discount rates (pre-tax).

The impairment test model includes sensitivity testing of key assumptions, including revenue growth, operating margin and discount rate.

The annual impairment testing is considered a significant accounting judgement and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the financial statements as a whole.

- Our audit procedures included the following:
- We have assessed the Group's methodology applied in
- determining the CGUs to which goodwill is allocated. • We assessed the assumptions around the key drivers of the
- each flow forecasts including discount rates, expected growth rates and terminal growth rates used.
- We also assessed the recoverable value by performing sensitivity testing of key assumptions used.
- We discussed potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the oash flow forecasts were suitable.
- We tested the arithmetical accuracy of the models.
- Checked the adequacy of the disclosures in the consolidated Ind AS financial Statements.

Litigation, arbitrations, claims and other contingencies (as described in note 23 of the consolidated Ind AS financial statements)

As of March 31, 2020, the Group has disclosed contingent liabilities of Rs.13,820.97 lakhs relating to tax and legal claims.

Taxation, arbitration and litigation exposures have been identified as a key audit matter due to the large number of complex tax and legal claims across the Group.

Due to complexity of cases, timescales for resolution and need to negotiate with various authorities, there is significant judgement required by management in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disolosed in the Ind A5 financial statements.

Accordingly, claims, litigations, arbitrations and contingent liabilities was determined to be a key audit matter. Our audit procedures included the following:

- Gained an understanding of the process of identification of olaims, litigations, arbitrations and contingent liabilities, and evaluated the design and tested the operating effectiveness of key controls.
- Obtained legal and tax cases summary and critically assessed management's position through discussions with the legal head, tax head and management, on both the probability of success in significant cases, and the magnitude of any potential loss.
- Obtained confirmation, where appropriate, from relevant third-party legal counsel and conducted discussions with them regarding material cases. Evaluated the objectivity, independence, competence and relevant experience of thirdparty legal counsel.
- Inspected external legal opinions, where appropriate and other evidence to corroborate management's assessment of the risk profile in respect of legal claims.
- Engaged tax specialists to assess management's application and interpretation of tax legislation affecting the Group, and to consider the quantification of exposures and settlements arising from disputes with tax authorities.
- Checked the adequacy of the disclosures with regard to facts and circumstances of the legal and litigation matters

Revenue recognition (as described in note 1(g) and note 14(a) of the consolidated Ind AS financial statements)

| Key audit matters  | How our audit addressed the key audit matter  |
|--|---|
| For the year ended 31 March 2020, the Group has recognized revenue<br>from operations of Rs. 129, 200.74 lakhs.<br>Revenue from rendering of container handling services is recognized<br>based on the container handled and accrued with reference to the<br>throughput handled and the terms of agreements for such service wh<br>the recovery of consideration is probable. The tariff applied is the ra<br>agreed with oustomers or estimated by management based on the lai<br>terms of the agreement or latest negotiation with oustomers and oth<br>industry considerations as appropriate.<br>Due to the large variety and complexity of contractual terms, as well<br>as ongoing negotiations with customers, significant judgements are<br>required to estimate the tariff rates applied. If the actual rate differ<br>from the estimated rate applied, this will have an impact on the<br>acouracy of revenue recognized in the current year and accrued as a<br>year end.<br>Revenue is also an important element of how the Group measures<br>its performance, upon which the management is incentivized. The<br>Group focuses on revenue as a key performance measure, which coul<br>oreate an incentive for revenue to be recognized before meeting the<br>requirement of revenue recognition under Ind AS 115.<br>Accordingly, due to significant risk associate and joint ventured with<br>revenue recognition, it was determined to be a key audit matter in o<br>audit of the Ind AS 116 effective 01 April 2019 <i>(as described in no</i> | <ul> <li>Assessed the Group's revenue recognition policy and its compliance in terms of Ind AS 115 "Revenue from contracts with customers"</li> <li>Understood, evaluated and tested the operating effectivenes of key controls related to revenue recognition.</li> <li>Performed sample tests of individual sales transaction and traced to sales invoices and other related documents to assess that the revenue has been recognized as per the tariff agreed/latest correspondence with the customers.</li> <li>Selected sample of sales transactions made pre and post-year end and compared the period of revenue recognition to supporting documentation to ensure that sales and corresponding trade receivables are properly recorded in the correct period.</li> <li>Checked the bank advices and oredit notes on a sample basis for the net settlement and reviewed aged items for any disputed amounts.</li> <li>We assessed the Group's revenue recognition accounting policies including those related to discounts and rebates and ensured that same follow Ind AS.</li> <li>We inspected underlying documentation for any journal entries which were considered to be material related to revenue recognition.</li> </ul> |
| statements)  |   |
| Key audit matters Ho   | w our audit addressed the key audit matter  |
| The Group has adopted IND AS 116 effective 1 April 2019 Ou   | r audit procedures in this area included the following:   |

which replaced the previous standard IND AS 17 and specifies a new lease accounting model, where lessees are required to recognize a right of use assets and a lease liability arising from a lease on its balance sheet. The Group adopted the modified retrospective approach as per para C8(o)(ii) of IND AS 116-'Leases' as on the date of transition. As a result, as at 01 April 2019, the Group recognized a right of use asset of Rs. 20,065.18 lakhs (an amount equal to the lease liability, adjusted by prepaid and accrued lease payments).

The assessment of the impact of the new standard is significant to our audit, as the balances recorded are material, the update . of the accounting policy requires policy elections and the implementation process to identify and process all relevant data associate and joint ventured with the leases is complex. The measurement of the right of-use asset and lease liability is based on assumptions such as discount rates and the lease terms, including termination and renewal options. Hence, this is considered a key audit matter.

- Obtained an understanding and evaluated the Group's implementation . process, including the review of the updated accounting policy and policy elections in accordance with IND AS 116.
- We evaluated management assumptions, specifically the assumptions . used to determine the discount rates, lease terms and measurement principals.
- Tested the factual inputs and calculation of the right-of-use asset and . lease liability calculated by the management for each material lease contract.
- Obtained an understanding and evaluated the key controls associate and joint ventured with the relevant process for leases.
- Assessed the application and adequacy of the Company's disclosures of the impact of the new standard in the consolidated financial statements.

| Deferred tax assets with respect to carry forward tax losses in<br>consolidated Ind AS financial statements)   | associate company (as described in note 1(h) and 12(d) of the   |
|--|---|
| As at Maroh 31, 2020, the associate and joint venture company<br>has recognized deferred tax assets on carry forward tax losses<br>in its financial statements of Rs. 4,475.66 lakhs.<br>Deferred tax assets are recognized on carried forward tax<br>losses when it is probable that taxable profit will be available<br>against which the tax losses can be utilized. The Company's<br>ability to recognize deferred tax assets on carried forward tax<br>losses is assessed by management at the end of each reporting<br>period, taking into account forecasts of future taxable<br>profits and the law and jurisdiction of the taxable items and<br>assumptions.<br>Given the degree of estimation based on the projection of<br>future taxable profits, management's decision to oreate<br>deferred tax assets on tax losses was identified to be a key<br>audit matter. | <ul> <li>Our audit procedures included the following:</li> <li>Gained an understanding of the deferred tax assessment process and evaluated the design and tested the operating effectiveness of controls in respect of process of recognizing deferred tax on carried forward tax losses.</li> <li>We evaluated the methodology applied by the Company with ourrent accounting standards along with future business plan duly approved by board of directors.</li> <li>Evaluated management's assumptions and estimates like projected revenue growth etc. in relation to the probability of generating future taxable income to support the recognition of deferred income tax asset with reference to forecast taxable income.</li> <li>We checked the consistency of business plan with the latest management estimates as calculated during the budget process and the reliability of the process by which the estimates were calculated and assessed reasons for differences between projected and actual performances.</li> <li>Tested the arithmetical accuracy of the model.</li> <li>Checked the adequacy of the disclosures in the notes regarding the recognition of deferred tax asset.</li> </ul> |

## Other Information

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 Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated Ind AS 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 Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS 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 associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint venture 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 associate and joint venture 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group and of its associate and joint venture 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 associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

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

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit
  procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act,
  we are also responsible for expressing our opinion on whether the 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 associate and joint venture 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or

conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS
  financial statements, including the disclosures, and whether the consolidated Ind AS
  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 associate and joint venture of which we are the independent auditors, to express an opinion on the consolidated Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements for the financial year ended March 31, 2020 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) The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. NIL for the year ended March 31, 2020, as considered in the consolidated Ind AS financial statements, in respect of one joint venture, 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 Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid joint venture, is based solely on the report of such other auditors.

Our opinion above on the consolidated Ind AS 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

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 and associate and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, 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 of the aforesaid consolidated Ind AS 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 Ind AS financial statements;

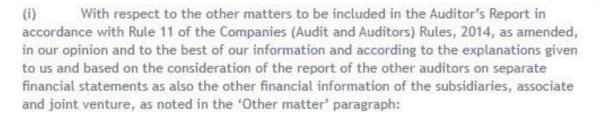
(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) The matter described in Emphasis of Matter - SEIS benefits paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

(f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 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 and joint venture company, none of the directors of the Group's companies, its associate and joint venture incorporated in India, is disgualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, associate and joint venture company incorporated in India, refer to our separate Report in "Annexure 1" to this report;

(h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associate and joint venture, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Holding Company, its subsidiaries, associate and joint venture incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;



 The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate and joint venture in its consolidated Ind AS financial statements - Refer note 23 to the consolidated Ind AS financial statements;

The Group and its associate and joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2020;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate and joint venture incorporated in India during the year ended March 31, 2020.

For S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership Number: 96766 UDIN: 20096766AAAAAU8089 Place of Signature: Faridabad Date: June 05, 2020

# ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GATEWAY DISTRIPARKS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statement of Gateway Distriparks Limited as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Gateway Distriparks Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

# Management's Responsibility for Internal Financial Controls

The respective Board of Director of the Holding Company, its subsidiary companies, its associate company and joint venture, 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

# Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting 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, both, issued by the Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial, 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 internal financial controls system over financial reporting.

# Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 Holding Company, its subsidiary companies, its associate company and joint venture, which are companies incorporated in India, have maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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.

# Other Matter

Our report under section 143(3)(i) of the Act on the adequacy and operative effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company, insofar as it relates to one joint venture company, which is company incorporated in India and to the extent applicable, is based on the corresponding report of the auditor of such joint venture incorporated in India.

For S.R. BATLIBOI & CO. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership Number: 96766 UDIN: 20096766AAAAAU8089 Place of Signature: Faridabad Date: June 05, 2020



# Gateway Distriparks Limited Consolidated Balance sheet as at 31 March 2020

# (All amounts in INR lakhs, unless otherwise stated)

|  | Notes    | 31 March 2020                             | 31 March 2019  |
|--|----------|---|--|
| ASSETS   |          |   |  |
| Non-current assets                                   |          |   |  |
| Property, plant and equipment                        | 1        | 143,247.32                                | 149,572.94   |
| Capital work-to-progress                             | 3        | 542.21                                    | 159.59   |
| Gaodwill   | 4        | 30,315.42                                 | 32,376.47  |
| Other Inlangible assets                              | 4        | 2,545.77                                  | 7,311.06   |
| Right-of-use assets                                  | 17       | 20,279,12                                 |  |
| Equity investments to Associates and Joint venture   | 5(a)     | -   | 14,648,36  |
| Fhianclal assists                                    | 140      |   |  |
| 1. Other financial assets                            | 500      | 3,475.23                                  | 1,403.57   |
| Incerne has assets (net)                             | 1203     | 2,494.30                                  | 1,530.43   |
| Deferred tax assots (net)                            | 12(d)    | 3,200.20                                  | 1,979.65   |
| Other non-current assets                             |          | 2,611.40                                  | 5,466.81   |
| Tetal nen-current appets                             | 7        | 206,010.77                                | 209,348.90   |
| Current assets                                       |          |   |  |
| Centract Assets                                      | 5ig), 14 | 815.94                                    | 538.27   |
| Financial assets                                     |          |   |  |
| 1. Investments                                       | 5(6)     | 5,973.39                                  | 3,976,19   |
| R. Trade receivables                                 | 5(d)     | 12,976.03                                 | 12,736.68  |
| 18. Cash and cash essivalents                        | 5(e)     | 449.03                                    | 2,925.45   |
| ty, Bank balances other than (10) abave              | 5(f)     | 208.41                                    | 71.95  |
| v. Other Prancial assets                             | 503      | 126.31                                    | 1,662.33   |
| Other current assets                                 | 6        | 799.27                                    | 1,393,44   |
| Tetal current assets                                 | 107.1    | 21,548.40                                 | 23,304,73  |
| Non-current assets classified as Asset held for sale | \$(x)    | 14,097.51                                 | and a second sec |
| Total assets   | 404      | 243,656.48                                | 232,653.63   |
| I I I I I I I I I I I I I I I I I I I                |          | 243,830.46                                | 131,033.03   |
| EQUITY AND LIABILITIES                               |          |   |  |
| Equity   |          |   |  |
| Equity share capital                                 | 7(a)     | 10,872.80                                 | 10,672.80  |
| Other equity   | 0.00.00  | - 14 A 19 A | concerned.   |
| Reasoners and surplus                                | 7(b)     | 120,796.09                                | \$25,307.50  |
| Equity attributable to owners                        |          | 131,670.89                                | 132,180.30   |
| Non-controlling interests                            | 30       | 1,064.30                                  | 975.58   |
| Total equity   |          | 132,735.19                                | 133,155.89   |
| LIABILITIES  |          |   | 1  |
| Non-current liabilities                              |          |   |  |
| Financial liabilities                                |          |   |  |
| L. Berrewings  | #(st)    | 64,771.40                                 | 74,160.73  |
| H. Lease Linkelities                                 | 37       | 15,240.23                                 |  |
| Provisiens   | 9        | 122.65                                    | 156.05   |
| Employee benefit, obligations                        | 11       | 1,111.48                                  | 1,033.17   |
| Gevenment Grants (EPCG)                              | 12       | 363.93                                    | 495.81   |
| Deferred tax Indritties (not)                        | 12(d)    | 364.29                                    | 1,006.26   |
| Total non-current liabilities                        | 1122     | 82,004,18                                 | 77,734.02  |

# Gateway Distriparks Limited Consolidated Balance Sheet as at 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

| Correct Tabilities   |           |             |            |
|--|-----------|-------------|------------|
| Contract Liabilities   | 8(e)      | 795.94      | 1,223.36   |
| Financial tabétties  | - 15 - 24 |             |            |
| 1. Bortowrings   | 8(b)      | 9,070.23    | 2,624.60   |
| H. Lease Liabilities   | 37        | 3,403.08    | 141        |
| til. Trade payables  | 803       | 1.000 P.500 | are set    |
| -total outstanding dues of micro and small enterprises         |           | 76.64       | 131.06     |
| -total outstanding dues other than micro and small anterprises |           | 9,070.94    | 7,304.89   |
| w. Other financial tabilities                                  | 8(d)      | 6,782.50    | 6,933.38   |
| Employee benefit obligations                                   | 11        | 1,605.01    | 2,010.24   |
| Geventment Gravits (EPCG)                                      | 13        | 134,89      | 134,89     |
| Other current liabilities                                      | 10        | 1,977.66    | 1,132.41   |
| Incerne Tax Liabilities (net)                                  | 1200      |             | 268.89     |
| Total current itabilities                                      |           | 28,917,11   | 21,761,71  |
| Total liabilities  |           | 110,921.29  | 99,497,74  |
| Tetal eguttles and Bablittles                                  |           | 243,656.48  | 232,653,63 |

The above consolidated balance sheet should be read in conjunction with the accompanying notes. In terms of our report of even date.

Far S.R. Battibol & Ce. LLP Otariered Accountants ICAI Firm Registration Mumber: 301000E/E300003

per Vishal Sharma Pertner Membership No.: 76756 Place: Farimbad Dene: 05 June 2020 For and on behalf of the Board of Directors Gateway Distriperts Limited

Prem Kishan Decs Gupta Chatrman and Meruging Director DH: 00011475 Pisce: New Debit Deto: 05 June 2020

Sandoep Kumar Sheet Chief Financial Officer Place: Chatlabed Date: 05 June 2020 Arun Kumar Gupta Director Director Director G6571270 Place: New DeDri Date: 15 June 2020

Veena Natr Conceny Secretary Race: Narebal Date: 05 June 2020

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# Gateway Distriparks Limited Consolidated Statement of Profit and Loss for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

|   | Notes    | Year ended<br>31 March 2020 | Year ended<br>31 March 2019 |
|---|----------|-----------------------------|-----------------------------|
| Continuing operations   |          |                             |                             |
| Revenue from operationa   | 14(a)    | 129,200.74                  | 43,061.22                   |
| Other income  | 14(b)    | 1,755.69                    | 1,278.01                    |
| Total income  |          | 130,956,43                  | 44,339.23                   |
| Expenses  | 22001    | 1000                        |                             |
| Operating expenses  | 15       | 81,975.50                   | 26,720.61                   |
| Employee benefit expense  | 16       | 5,976.74                    | 2,363.58                    |
| Depreciation and amortisation expense   | 17       | 13,328,56                   | 3,256.24                    |
| Other expenses  | 18       | 9,907,71                    | 5,737.37                    |
| Finance costs   | 19       | 10,262.93                   | 1,279.75                    |
| Tetal expenses  |          | 121,451.44                  | 39,357.55                   |
| Profit before exceptional items, share of net profits of investments<br>accounted for using equity method and tax from continuing operations                        |          | 9,504,99                    | 4,981.68                    |
| Share of net profit of joint ventures accounted for using the equity method   | 35       | 8                           | 6,091.50                    |
| Profit before exceptional items and tax from continuing operations  |          | 9,504.99                    | 11,073,18                   |
| Exceptional items   | 34       | 806.39                      | 28,047.98                   |
| Profit before tax from continuing operations  |          | 10,313.38                   | 39,121.16                   |
| Income tax expense  |          |                             |                             |
| -Current Lax  | 12(a)    | 2.093.31                    | 1,991,14                    |
| Adjustment of tax relating to earlier periods   | 12(d)    | (263.84)                    |                             |
| Deferred tax  | 1Z(a)    | (2,456.47)                  | 1,004.25                    |
| Total tax expense   | 5-748-16 | (627.00)                    | 2,995.39                    |
| Profit for the year from continuing operations  |          | 10,940.38                   | 36,125.77                   |
| Discontinuing operations  |          |                             |                             |
| Share of net profit / (loss) from discontinuing operations of associate accounted<br>for using the Equility method  | 35       | (548,39)                    | 393.66                      |
| Profit for the year   |          | 10,391,99                   | 36,519.43                   |
| Other comprehensive income  |          |                             |                             |
| Items that will not be reclassified to profit or loss   |          |                             |                             |
| Remeasurements of post-employment benefit obligations   | 11       | (15,93)                     | (18.47)                     |
| income tax relating to the above  | 12(a)    | 2.21                        | 4.80                        |
| Other comprehensive income for the year, net of tax   |          | (13.72)                     | (13.67)                     |
| Total comprehensive income for the year   |          | 10,378.27                   | 36,505.76                   |
| Profit is attributable to:  |          | 10,391,99                   | 36,519.43                   |
| Eguity holders of the parent  |          | 10,302.61                   | 36,512.85                   |
| Non-controlling interests   |          | 89.38                       | 6.58                        |
| Other comprehensive income is attributable to:  |          | (13.72)                     | (13,67)                     |
| Equity holders of the parent  |          | (13:05)                     | (13.74)                     |
| Nen-controlling interests   |          | (0.67)                      | 0.07                        |
| Total comprehensive income is attributable to:  |          | 10,378.27                   | 36,505.76                   |
| Equity holders of the parent  |          | 10,289.56                   | 36,499.11                   |
| Non-controlling interests   |          | 88.71                       | 6,65                        |
| Basic & Diluted Earnings Per Share for profit from continuing operations<br>attributable to equity holders of the parent: (Face value Rs 10 each)                   | 27       | 9.98                        | 33.22                       |
| Basic & Diluted Earnings/(loss) Per Share for profit from discontinuing operations<br>attributable to equity holders of the parent: (Face value Rs 10 each)         | 27       | (0.50)                      | 0.36                        |
| Basic & Diluted Earnings Per Share for prefit from continuing and discontinuing<br>operations attributable to equity holders of the parent: (Face value Rs 10 each) | 27       | 9,48                        | 33,58                       |

The above consolidated statement of profit and loss should be read in conjunction with the accompanying notes.

In terms of our report of even date.

# Gateway Distriparks Limited Consolidated Statement of profit and loss for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

For S.R. Batlibel & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005 For and on behalf of the Board of Directors Gateway Distriparks Limited

per Vishal Sharma Partner Membership No.: 96766 Place: Faridabad Date: 05 June 2020 Prem Kishan Dass Gupta Chairman and Managing Director DIN: 00011670 Place: New Dethi Date: 05 June 2020

Sandeep Kumar Shaw Chief Financial Officer Place: Ghaziabad Date: 05 June 2020 Arun Kumar Gupta Director DIN: 06571270 Place: New Delhi Date: 05 June 2020

Veena Nair Company Secretary Place: Mumbai Date: 05 June 2020

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# Gateway Distriparks Limited Consolidated Statement of cash flow for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

|  | Notes      | Year ended<br>31 March 2020 | Year ended<br>31 March 2011 |
|--|------------|-----------------------------|-----------------------------|
| 4. Cash flow from operating activities   |            | 1220102                     |                             |
| Profit before tax from continuing operations   |            | 10,313.38                   | 39,121.16                   |
| Profit/(Loss) before tax from discentinued operations  |            | (548.39)                    | 393.66                      |
| Profit before tax  |            | 9,764.99                    | 39,514.82                   |
| Adjustments to reconcile profit before tax to net cash flaws:  |            |                             |                             |
| Depreciation of property, plant and equipment and right-of-use assets  | 17         | 13,063.23                   | 3,221.19                    |
| Amortisation of intangible assets  | 17         | 265.33                      | 35.05                       |
| Pinance casts  | 19         | 10,262.93                   | 1,279.75                    |
| Bad debts written off and provision for doubtful debts   | 18         | 287.51                      | 403.40                      |
| Interest income on fixed deposit with bank & others  | 14(b)      | (199.52)                    | (137.34                     |
| Less/(gain) on sale/ disposal of property, plant and equipments (net)  | 14(b) & 18 | 43.67                       | (97.71                      |
| Exceptional Item   | 3.4        | (808.39)                    | (28,047.98                  |
| Not Share of not profit of associates and joint ventures accounted for using the<br>equity method (net of dividend received) | 35         |                             | (1,264.93                   |
| Liabilities/Provisions no longer required written back   | 14(6)      | (442.85)                    | (301.93                     |
| Write back of provision for accrued income no longer regutred (net)  | 14(b)      | (150.54)                    | (95.20                      |
| Net gain on redemption of investments  | \$4(b)     | (472.40)                    | (569.97                     |
| Government Grant (EPCG) amertisation   | 14(b)      | (134.89)                    | (51.75                      |
| Unwinding of discount on socurity deposit  | 14(b)      | (4.23)                      |                             |
| Working capital adjustments  |            |                             | CONTRACTOR                  |
| (Increase)/decrease in trade receivables   |            | (526.86)                    | 246.85                      |
| (Increase)/decrease in contract assets   |            | (277.69)                    | (69.96                      |
| (Increase)/decrease in other financial assets  |            | (91.99)                     | (1,242.75                   |
| (increase)/decrease in other non-current assets  |            | 390.20                      | 273.16                      |
| (Increase)/decrease in other current assets  |            | 594.17                      | 30.44                       |
| Increase/(decrease) in contract liabilities  |            | (427.42)                    | \$,034.04                   |
| increase/(decrease) in trade payables  |            | 2,154.48                    | 79,23                       |
| increase/(decrease) in other financial liabilities   |            | (182.49)                    | (62,9)                      |
| increase/(decrease) in Employee benefit obligations  |            | (341.65)                    | 136.34                      |
| increase/(decrease) in other current liabilities   |            | 822.06                      | (1,067,60                   |
| Cash generated from operations   |            | 33,587.65                   | 13,244.21                   |
| Income taxes paid  |            | (3,325.97)                  | (1,120.41                   |
| Net cash flow from operating activities [A]  |            | 30,261.68                   | 12,123.80                   |
| B Cash flow from investing activities  |            |                             |                             |
| Purchase of property, plant and equipment/ intargible assets   |            | (4,939.54)                  | (1,261,69                   |
| Proceeds from sale of non-current investmenta  |            | 4,538,36                    | 294.93                      |
| Acquisition of a subsidiary, net of cash acquired  |            | -                           | (70,615.12                  |
| Proceeds from sale of current investments  |            | 13,040.20                   | 13,225,95                   |
| Purchase of current investmenta  |            | (14,565.00)                 | 1,945.60                    |
| Interest received  |            | 74.16                       | 132.46                      |
| Net cash flow used in investing activities [B]   |            | (1,851,80)                  | (56,277.83                  |

# Gateway Distriparks Limited Consolidated Statement of cash flow for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

|   |         | Add meter area              | -7 ARS / R                 |
|---|---------|-----------------------------|----------------------------|
| Repayment of borrowings   |         | (11,775,17)                 | (3,983.69                  |
| Proceeds from borrowings  |         | 1,996.68                    | 55,389.64                  |
| Repayment of lease liabilities  | 37      | (4,402.86)                  | 50                         |
| Dividends paid  | 7(b)(v) | (9,785.52)                  | (4,349.12                  |
| Dividend distribution tax   | 7(b)(v) | (1,013.45)                  | (893.97                    |
| interest paid   |         | (8,645,00)                  | (1,130.72                  |
| Net cash flow from/(used) in financing activities [C]                   |         | (33,625,32)                 | 45,032.13                  |
| Net increase/(decrease) in cash and cash equivalents [A+B+C]            |         | (5,215.45)                  | 878,10                     |
| Cash and cash equivalents at the beginning of the financial year        |         | 794.23                      | (63.82                     |
| Cash and cash equivalents at the end of the year                        |         | (4,421.22)                  | 794,23                     |
| Reconcillation of Cash and Cash Equivalents with Statement of Cash Flow |         | Year ended<br>31 March 2020 | Year ender<br>31 March 201 |
| Cash Flow statement as per above comprises of the following             |         |                             |                            |
| Cash and cash equivalents   | 5(0)    | 649.03                      | 2,925.8                    |
| Bank overdrafts   | 8(b)    | (5,070.25)                  | (2,131.6                   |
| Salances as per statement of cash flows                                 |         | (4,421,22)                  | 794.2                      |

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes. In terms of our report of even date.

For S.R. Ballyboe & Co, LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005 For and on behalf of the Board of Directors Gateway Disrepairs Limited

per Vishal Sharma Partner Membership No.: 96766 Place: Faridabad Date: 05 June 2020 Prem Kashan Dess Gupta Chairman and Managing Director DrN: 00011670 Place: New Dethi Date: 05 June 2020 Arun Komar Gupta Director DIN: 06571270 Place: New Debi Date: 05 June 2020

Veena Nair

Company Secretary

Date: 05 June 2020

Place: Mumbal

Sandeep Kumar Shaw Chief Financial Officer Place: Ghaziabad Date: 05 June 2020

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|   |          |                               | Notes                         | Humber of Stares     | as Amsunt   |                        |   |                |            |
|---|----------|-------------------------------|-------------------------------|----------------------|---|------------------------|---|----------------|------------|
| As at 1 April: 2018   |          |                               | 7(a)                          | 1,087.28             | 8 10,872.80   |                        |   |                |            |
| Changes in equity share capital                                   |          |                               | 0.0400                        | 10000000             | Second .  |                        |   |                |            |
| As at 31 March 2019   |          |                               | 7(a)                          | 1,087.28             | 8 10,872,80   |                        |   |                |            |
| Changes in equity share capital                                   |          |                               |                               |                      | •   |                        |   |                |            |
| As at 31 March 2020   |          |                               | 7(a)                          | 1,057.28             | 8 10,672,80   |                        |   |                |            |
| (8) Other equity  |          |                               |                               |                      |   |                        |   |                |            |
|   | Notes    |                               | Attributab                    | lie to owners of Ga  | Attributable to owners of Gateway Distriparks Limited | Imited                 |   | Non-           | Total      |
|   |          |                               |                               | Reserves and Surplus | é Surplus   |                        |   | Interests      |            |
|   | <i>.</i> | Securities<br>premium reserve | Capital Redemption<br>Reserve | General<br>Reserves  | Debenture<br>Redemption<br>Reserve                    | Retained T<br>Earnings | Betained Total Other Equity<br>Earnings |                |            |
| Balance as at 1 April 2018  | 7(21)    | 34,594.59                     | 788,33                        | 4,900.20             |   | 49,768.35              | 90,051,49                               | 855.29         | 90,936.78  |
| Profit for the year   |          |                               |                               |                      | 4   | 36,512.85              | 36,512.85                               | 6.58           | 16,519.AJ  |
| Orther Comprehensive Income, net of tax                           |          |                               | •                             | 2                    | 4   | (13.74)                | (13.76)                                 | 0.07           | (13.67)    |
| Total comprehensive income for the year                           |          |                               |                               |                      |   | 36,499.11              | 36,499.11                               | 6.65           | 36,505.76  |
| Acquisition of stake is Joint venture and converted to sublidiary |          | 30                            | 4)                            | 2                    | -   |                        | 100                                     | 83.45          | 81.65      |
| Dividenci pald  |          | 85                            | 30                            | 10                   | 9   | 4,349.13               | 4,349,13                                |                | 4,349.13   |
| Transferred from surplus in Statement of Profit and Lass          |          |                               |                               | -                    | 55,00   | (55.00)                |   | 3              | 14         |
| Dividendi distribution tax  |          | and the                       |                               | the mail from        | 13  | 79,128                 | 16.1.69                                 |                | 16.049     |
| Ballance as at 31 March 2019                                      | 7(b)     | 14,594.59                     | 188,15                        | 4,900.20             | 22.00   | 80,969,36              | 121,307.50                              | 975.58         | 122,283,09 |
| Balance as at 1st April 2019                                      |          | 34,594,59                     | 788.35                        | 4,900,20             | 55.00   | 80,969,36              | 121,307.50                              | 975.59         | 122,283.09 |
| Profit for the year   |          |                               | 4                             | 3                    | 1.1   | 10,302.61              | 10,300.61                               | 49.36          | 10,295.95  |
| Other Comprehensive Income, net of tax                            |          | 5                             | 93                            | Ę.                   | 3   | (50'11)                | (13.45)                                 | 10.471         | (11.11)    |
| Total comprehensive income for the year                           |          | 28                            | 50)<br>                       |                      | *   | 10,289,56              | 10,289.54                               | 88.79          | 10,278.27  |
| Dhridend paid   |          | 3                             | 93                            | ¢                    | j.  | 9,785.52               | 9,785.52                                | æ              | 9,703.52   |
| Dividenti distribution tasi                                       | 40       | - sanditas                    | 1000                          | in a start of        | 24.4  | 1,013.45               | 1,013.45                                | and the second | 1,013.45   |
| Balance as at 31 March 2020                                       | 7(0)     | 34,594.59                     | 788.35                        | 4,900.20             | 55.00   | 80,459,95              | 120,798.09                              | 1,064.30       | 121,862.39 |

In terms of and report of even little.

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For and an behalf of the Beard of Directory Cateway Distributis Littlind

Membership IIII., 1974a Place: PartNobari Date: D3 Juna 2000 ler Vittal Statta

an and Managing Drimotor with Abilian David Gapta 094: 0001M/T0 Place: New Defit Defe: 10 Jane 2010

Ann Namer Gopta Otrecha Disc Rein Only Place: New DAN Dete: 05 Jane 2020

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Warran Natr Compare Secretary Faco: Runchol Becel: 05 asse 3520

# Gateway Distriparks Limited Consolidated Statement of changes in equity for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)



### Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

#### Background

Gateway Distriparks Limited (the 'Company' or 'GDL') and its subsidiaries (collectively, the Group) & its associate and joint venture are engaged in business of Centainer Freight Stations / Inland Centainer Depots at various locations, transportation of cargo by containers on Indian Rallways Network, road transportation of containers / cargo / chilled and frozen products and operating storage facilities at cold stores at various locations in India. The Company was incorporated on & April, 1994. The registered office of the company is located at Sector - 6, Dronagiri, Taluka - Uran, District Ralgad, Navi Mumbal - 400 707.

The Company's equity shares are listed in Bombay Stock Exchange and National Stock Exchange.

The Contailor Freight Stations are located at Novi Mumbai, Chennal, Vishakhapatanam Kochi and Krishnapatnam. The Company's subsidiary (with effect from March 29, 2019) Gateway Rall Freight Limited (GRL) operates Inland Container Depots, which are located at Garhi Harsaru (Gurgaen), Sahnewal (Ludhiana), Asaoti (Faridabad), Kalambel) (Navi Mumbai) and Virangem (Gugarat). The rubes carrying containers with cargo (Eckin/ Domestic / Refrigerated / Emplois) are operated on the Indian Raliways network. Trailers are used to carry containers and cargo to the location of the premises of the customers. The Company's Asaociate Snowman Logistics Limited operates storage facilities at cold stores at various locations in India. Chilled and frozen products are stored on behalf of customers at these cold stores and are transported by refrigerated trucks to various locations in India.

The consolidated financial statements were approved for issue in accordance with a resolution of the directors on 05 June 2020.

#### Note 1 SIGNIFICANT ACCOUNTING POLICIES:

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of Gateway Distriparks Limited (Parent Company'), subsidiaries & its associate and joint venture.

#### (a) Basis of Preparation:

#### (I) Compliance With Ind AS

The consolidated financial statements of the Group have been prepared as a set of financial statement in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. (as amended from time to time).

#### (II) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following.

- -- Certain financial instruments that are measured at fair value;
- Define benefit plan-plan assets measured at fair value; and
- -- Assets held for sale-measured at lower of carrying value and fair value less cost to sell.

#### (b) Principles of consolidation and equity accounting

#### (I) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group centrols an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses, intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

#### (II) Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (W) below), after initially being recognised at cost.

#### (III) Joint arrangements

Under Ind A5 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Gateway Distriparks Limited has joint ventures.





#### Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

#### Joint ventures

Interests in joint ventures are accounted for using the equity method (see (h/) below), after initially being recognised at cost in the consolidated balance shoet.

#### (Iv) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the postaccuisition profils or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity accounted investment equals or exceeds its interests in the entity, including any other unaccured long-term receivables, the group does not receiping further losses, unless it has incurred ebligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 1(j) below.

#### (v) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interesta in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained intervent in the entity is remeasured to its fair value becomes the initial carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained intervest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the retated assets. This may mean that amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss where appropriate.

#### (c) Current and non-current classification

The group presents assets and ilab@ities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading.
- c. Expected to be realised within twelve months after the reporting period, or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period, or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

### Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

#### (d) Financial Guarantee Contracts:

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs, because the specified debtar fails to make a payment when due, in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of ind AS 109, and the amount recognized less cumulative amortization.

#### (e) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Waker ("CODM") of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the group. The group has identified one reportable segment "Container Freight Station" i.e. based on the information reviewed by CODM, Refer note 24 for segment information presented.

#### (f) Foreign currency translation:

(I) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (Rs.) which is the Company's functional and presentation currency.

#### (II) Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the translations. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in statement of profit and loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as PVOCI are recognised to other comprehensive income.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. With respect to long-term foreign currency monetary items, the group has adopted the following policy:

#### a) Long Term foreign currency monetary item taken upto 31 March 2016 on depreciable assets:

 Foreign exchange difference on account of long term foreign currency loan on a depreciable asset, are adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset.

b)Long Term foreign currency monetary item taken after 01 April 2016 on depreciable assets:

. Foreign exchange difference on account of a depreciable assets, are included in the Statement of profit and Loss.

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of 12 months or more at the date of origination of the asset or liability.

#### (g) Revenue Recognition.

The Group is principally engaged in a single segment viz. Inter-Modal Container Logistics, based on the nature of services, risks, returns and the internal business reporting system

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition

- + identify the centract(s) with a custemer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price to the performance obligations
- Recognise revenue when or as an entity satisfies performance obligation

Revenue from contracts with customers is recognised when control of the services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for these services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the services before transferring them to the customer.

Revenue excludes amounts collected on behalf of third parties



Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

#### Rendering of services :

(1) Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

(III) The Group recegnises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefit will flow to the entity and specific criteria have been met for each of the Group activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(III) Income from Container handling, storage and transportation are recognised on proportionate completion of the movement and delivery of goods to the party/designated place.

(IV) Income from Ground Rent is recognised for the period the container is lying in the Container Freight Station. However, in case of long standing containers, the income from Ground Rent is not accrued for a period beyond 60 days as on the basis of past history the collectability is not reasonably assured.

(v) Income from auction sales is recognised when the Group auctions long-standing cargo that has not been cleared by customs. Revenue and expenses for Auction sales are recognised when auction is completed after obtaining necessary approvals from appropriate authorities. Auction sales include recovery of the cost incurred in conducting auctions, accrued ground rent and handling charges relating to long-standing cargo. Surplus, out of auctions, if any, after meeting all expenses and the actual ground rent, is credited to a separate account 'Auction Surplus' and is shown under the head 'Contract Liabilities'. Unclaimed Auction Surplus, if any, in excess of period specified under the Limitations Act is written back as 'income' in the following financial year.

#### Variable consideration

If the consideration in a contract includes a variable amount, group estimates the amount of consideration to which it will be entitled in exchange for transferring the service to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Group recognizes changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of service provide customers with volume relates and pricing incentives, which give rise to variable consideration.

The Group provides retrospective volume rebates and pricing incentives to certain customers once the number of cargo imported/ handled during the period exceeds a threshold specified in the contract. Rebates are offset against annuous payable by the customer. To estimate the variable consideration for the expected future rebates, the Group applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with a single-volume threshold and the expected value method for contracts with a single-volume threshold and the expected value method for contracts with a single-volume threshold and the expected value method for contracts with a single-volume threshold consideration is primarily driven by the number of volume threshold in the contract. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

#### **Contract** balances

#### 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). Refer to accounting policies of financial assets in section financial instruments - initial recognition and subsequent measurement.

#### Contract assets

A contract asset is initially recognised for revenue earned from services because the receipt of consideration is conditional on successful completion of the service. Upon completion of the services and acceptance by the customer, the amount recognised as contract assets in reclassified to trade receivables. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets and contract assets in rection m(iii).

#### **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, 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

Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

#### Cost to obtain a contract

The Group pays sales commission to its selling agents for each contract that they obtain for the Group. The Group has elected to apply the optional practical expedient for costs to obtain a contract which allows the Group to immediately expense sales commissions (included in advertisement and sales promotion expense under other expenses) because the amortization period of the asset that the Group otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognized.

#### Critical judgements

The Group's contracts with customers include promises to transfer service to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue receptived will not occur and is reassessed at the end of each reporting period.

Estimates of rebates and discounts are sensitive to changes in circumstances and the Group's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

#### Other revenue streams

#### Export Benefits

Export Entitlements in the form of Service Exports from India Scheme (SEIS) and other schemes are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

#### Dividend

Dividend is recognised when the Group's right to receive the payment is established.

#### Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the centractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses, interest income is included in other income in the statement of profit and loss.

#### (h) Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the company and its subsidiaries and associate generate taxable income. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### Deferrred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.





Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for the temporary differences between the carrying amount and tax bases of investments in subsidiaries, associate and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associate and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not 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 re-assessed 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 income tax is not recognised on initial recognition as well as on the impairment of goodwill which is not deductible for tax purposes or on 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 (tax loss).

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 ner taxable profit or loss.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the assets and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### MAT

"Winimum alternate tax (WAT) paid in a year is charged to the statement of profit and less as current tax for the year. The deferred tax asset is recognised for WAT credit available only to the extent that it is probable that the 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 less and shown as part of deferred tax asset. The Group reviews the "WAT 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."

#### Policy when the entities operates under tax holiday scheme:

In the situations where one or more entities in the group are entitled to a tax holiday under the income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where they operate, ne deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned entity's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the group restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

#### (i) Leases:

#### Policy applicable from 1st April 2019

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 to exchange for consideration.

#### Group as a lessee

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

Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

#### 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-ofuse assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement data less any lease incentives received. Right-of-use assets are amortised on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

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 (j) 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 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 of machinery and equipment (i.e., these leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

"Lease liabilities" and "Right of Use" asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### Group as a lesser

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are 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 resital income. Contingent rents are recognised as revenue in the period in which they are earned.

#### Policy applicable upto 31st March 2019

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases.

#### Operating Lease - as a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases. Payments made under operating leases (net of any incentive received from the lesser) are charged to profit or less on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lesser's expected inflationary cost increases.





# Gateway Distriparks Limited Notes annexed to and forming part of the Consolidated Statements for the year ended 31 March 2020

#### (j) Impairment of 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 frees other assets or group's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and it written down to its recoverable amount.

In assessing 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 available. If no such transactions can be identified, an appropriate valuation medel is used, impairment lesses including impairment en investories are recognised in the statement of profil and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful UFe.

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. To estimate cash flow projections beyond periodi covered by the most recent budgets/forecasts, the Group estimations generally cover a period of the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or countries in which the structure, or for the market in which the said is used.

Goodwill is tested for impairment annually 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 less is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

#### (k) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, demand deposits with banks, other shortterm highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdraft. Overdraft are shown within borrowing in current liabilities in the balance sheet.

#### (i) Trade Receivables

Trade Receivables are recognised initially at fair value and subsequently measured at amertised cost using the effective interest method, less provision for impairment.

#### (m) Fair Value Measurement

The Group 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: (i)In the principal market for the asset or liability, or

(II)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.

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 ltabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization ( based on the lowest level input that is significant to fair value measurement as a whole ) at the end of each reporting period.

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 tlability and the level of the fair value hierarchy as explained above.

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

#### (n) Investments and other financial assets

#### (i) Classification

- The group classifies its financial assets in the following measurement categories:
- -- these to be measured subsequently at fair value (either through other comprehensive income, or through Statement of profit and loss) and
- -- these measured at amortised cest.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For the assets measured at fair value, gain and lesses will either be recorded in profit or loss or other comprehensive income. For investment in debt instrument, this will dopond on the business model in which the investment is held.

The group reclassifies debt investments when and only when its business model for managing those assets changes.

#### (II) Debt Instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments.

1. Amortised Cost: Assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement on profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

2. Fair value through other comprehensive income (FVTOCI): Assets that are held for the collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except far the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equility to statement of profit and loss. Interest income from these financial asset is included in other income using the effective interest rate method.

3. Fair Value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of hedging relationship is recognised in its profit or loss and presented net in the statement of profit and loss in the period in which it arises. Dividend income from these financial assets is included in other income.

#### (iii) impairment of financial assets and contract assets

The group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cest, trade receivables and other contractual rights to receive cash or other financial assets.

In accordance with Ind AS 109, the Group assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of caliateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, invespective of the timing of the default (a lifetime ECL).

The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

(iv) Derecognition of financial assets

A financial assets is derecognised only when

-- The group has transferred the right to receive cash flows from the financial assets or

-- retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the group has not retained control of the financial asset. Where the group retains control of the financial asset is continued to be recognised to the extent of continuing involvement in the financial asset.

#### (v) Income recognition

(i) Interest: Interest: Income is recognised on a time proportion basis taking into account the amount outstanding and the effective Interest rate.

(ii) Dividend: Dividend income is recognised when the right to receive dividend is established.

#### (o) Financial Liabilities

(I) Classification

- The Group classifies its financial liabilities in the following measurement categories:
- -- those to be measured subsequently at fair value through the Statement of Profit and Loss, and

-- those measured at amortised cost

#### (ii) Measurement

1. Financial liabilities at amortised cost. Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost.

2. Financial liabilities at fair value through profit and loss-Financial liabilities at fair value through profit and loss are measured at fair value with all changes recognized in the statement of profit and loss.

#### (iii) Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

The following table shows various reclassification and how they are accounted for:

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

| classification |  |
|----------------|--|
| FVTPL          | Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is<br>recognised in Statement of profit and loss:   |
| Amortised Cost | Fair value at reclassification date becomes its new gross-carrying amount. EIR is calculated based on the new gross<br>carrying amount.  |
| FVTOCI         | Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is<br>recognised in OCI. No change in ER due to reclassification.   |
| Amorthied cost | Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or<br>lass in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at<br>amortised cost. |
| FVTOCI         | Fair value at reclassification date becomes its new carrying amount. No other adjustment is required,  |
| PVTPL          | Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to Pfcf, at the reclassification date.  |
|                | Amortised Cost<br>PVTOCI<br>Amortised cost<br>PVTOCI<br>PVTPL  |

#### (p) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liability simultaneously. The legally enforceable right must not be centingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

#### (q) Property, Plant and equipment

Freehold land is carried at historical cest. All other items of property, plant and equipment are stated at historical cest less depreciation. Historical cest includes expenditure that is directly attributable to the acquisition of the items. Capital work in progress is stated at cest, net of accumulated impairment loss, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred. The management review the useful life of the assets at each reporting date:

#### Depreciation methods, estimated useful lives and residual value

Depreciation on additions/ deletions to Tangible Assets is calculated on pro-rata basis from the month of such additions/ deletions. The Group provides depreciation on straight-line method at the rates specified under Schedule II to the Companies Act, 2013, except for:

- Reach Stackers and forkilfts (included in Other Equipments) are depreciated over a period of ten years, based on the technical evaluation;

 Additions/ construction of Suliding, Electrical Installations, Furniture and Elitures and Office Equipments at Punjab Conware CFS is being amortised over the balance period of the Operations and Management Agreement of the CFS with effect from 1 July, 2007;

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in Statement of profit and less.

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the providus GAAP and use that as its deemed cost as at the date of transition.

#### (r) Intangibie Assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amort/sation and accumulated impairment, if any. Intangible assets of the group consist of computer software, Rail licence and Private Freight Terminal Licence fees which is amortised under straight line method over a period of 3, 20 and 30 years respectively.

#### Geodwill

Goodwill on acquisitions of subdidiaries is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the mitity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cashgenerating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.



### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

#### (6) Trade and other Payables

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using effective interest method.

#### (t) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method. Fees gaid on the establishment of loss facilities are recognised at transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that times to which it relates.

The fair value of the liability portion of the zero coupon redeemable preference shares is determined using a market rate for an equivalent instrument. This amount is recorded as liability on amortised cost basis until extinguished on redemution of preference shares. The reminder of the proceeds is attributable to the equity portion of the compound instrument. This is recognized and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrewings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, in recognised in statement of profit and loss.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reperting period. Where there is a breach of a material provision of a long-term arrangement on or before the end of the reporting period with the effect. that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(u) Bernewing Cest:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation,

Other borrowing cests are expensed in the period in which they are incurred.

#### (v) Provisiens:

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

#### (w) Employee Benefits:

(i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees service up to the end of reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

#### (ii) Other long term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or bias.

#### (III) Post employment obligation

The group operates the following post-employment schemes:

1.) Defined benefit plans such as gratuity; and

2.) Defined contribution plan such as provident fund and employee state insurance corporation.

#### Gratuity Obligations

The tiability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflow by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations.

The net interest cest is calculated by applying the discount rate to the net balance of defined benefit obligations and fair value of plan assets. This cest is included in employee benefit expenses in the statement of profit and loss .

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recegnised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of profit and loss as past service cost.

#### **Defined Contribution Plans**

The group pays provident fund contribution to publicly administered provident funds as per local regulations. The group has no further payment obligations once the contribution have been paid. The contribution are accounted for as defined contribution plans and the contribution are recognised as employee benefit expense when they are due.

#### (x) Earnings per Share:

#### (i) Basic earnings per share

Basic earning per share is calculated by dividing:

1) The profit attributable to the owner of the group

2) by the weighted average number of equity share outstanding during the financial year.

#### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figure used in the determination of basic earnings per share to take into

#### account:

1) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

2) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### (y) Contributed Equity

Equity shares are classified as Equity.

incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### (z) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.





#### (aa) Business combinations

Business combinations are accounted for using the acoulsition 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.

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 assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

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 acculation date. This includes the separation of embedded derivatives in host contracts by the acquiree.

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 ilability that is a financial instrument and within the scope of and AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of and AS 109, it is measured to accordance with the appropriate and AS. 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 non-controlling 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 babilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquirition 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 recognizes the gain directly in equity as capital reserve, without routing the same through OCL.

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 these 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 cash-generating 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 less 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.

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

#### (ab) Non-current assets held for sale and discontinued operations

Non-current assets and disposal group are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

- 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.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and: > Represents a separate major line of business or geographical area of operations,

- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations
- Non-current assets are not depreclated or amortised while they are classified as held for sale.

Non-current assets and disposal group classified as held for sale are presented separately from the other assets in the balance sheet.

#### (ac) Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the group for the year, the nature and amount of such items is disclosed separately as Exceptional items.

#### (ad) Rounding of amounts

All amounts disclosed in the financial statements and notes have been round off to the nearest lakes as per the requirement of Schedule III, unless otherwise stated

#### (ae) 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 related to PPE are recognised as Deferred income under non-current /current liability and" recognised as income over life of assets.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

#### (af) 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 recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliabily. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

#### (ag) Onerous contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerses contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under th. The unavoidable costs under a contract reflect the least net cost of exiting from the contract which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfill it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).



Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

#### (ah) Changes in accounting policies and disclosures

#### New and amended standards

The Group applied ind A5 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

#### Ind AS 116 Leases

Ind A5 116 supersedes Ind A5 17 Lesses including its appendices (Appendix C of Ind A5 17 Determining whether an Arrangement contains a Lesse, Appendix A of Ind A5 17 Determining Lesses-Incentives and Appendix B of Ind A5 17 Evaluating the Substance of Transactions involving the Legal Form of a Lesse). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance short.

Lesser accounting under Ind A5 116 is substantially unchanged from Ind A5 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind A5 17. Therefore, Ind A5 116 does not have an impact for leases where the Group is the lessor.

The Group adopted ind AS 116 using the modified retrospective method of adoption, with the date of initial application on 1 April 2019. The Group elected to use the transition practical expedient to not reasons whether a contract is, or contains, a lease at 1 April 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying Ind AS 17 and Appendix C of Ind AS 17 at the date of initial application. The Group also elected to use the recognition ecemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

Refer note 37 for detailed impact on adoption of Ind AS 116 "Leases" on the financial statements of the Group.

Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low value assets. The Group recognised lease ilabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

In accordance with the modified retrospective method of adoption, the Group recorded the lease liabilities at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised.

#### Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind A5 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind A5 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

+Whether an entity considers uncertain tax breatments separately

+The assumptions an entity makes about the examination of tax treatments by taxation authorities

+How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates

+How an entity considers changes in facts and circumstances

The Group determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the Group has considered, for example, (a) how it prepares its income tax filings and supports tax treatments; or (b) how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination.

The Group determined, based on its tax compliance, that it is probable that its tax treatments will be accepted by the taxation authorities.

The Appendix did not have an impact on the standalone financial statements of the Group.

#### Other Amendments

A number of other minor amendments to existing standards also became effective on April 01, 2019 and have been adopted by the Group. The adoption of these new accounting pronouncements did not have a significant impact on the accounting policies, methods of computation or presentation applied by the Group.

The Group has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

#### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

#### 2 CRITICAL ESTIMATES AND JUDGEMENTS:

The Preparation of financial statements require the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

#### The areas involving critical estimates or judgements are:

#### --Estimation of current tax expense and deferred tax

The calculation of the group's tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material prefits/losses and/or cash flows. Significant judgments are twolved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. (Refer Note 12)

#### Recognition of deferred tax assets

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts. (Refer Note 12).

#### -- Estimation of Provisions, Contingent Liabilities & Contingent Assets

The group exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision. (Refer Note 23).

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

#### --Impact assessment of Covid 19- Refer note 39

#### -- Estimated useful life of tangible and intangible assets

The charge in respect of periodic deprectation 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's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. For the relative size of the group's tangible and intangible assets (Refer Note 3 & 4).

#### -- Estimation of defined benefit obligation

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pest employments plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to sottle the defined benefit obligations. In determining the appropriate discount rate, the group considers the interest rates of government bonds of maturity approximating the terms of the related plan liability. Refer note 11 for the details of the assumptions used in estimating the defined benefit obligation.

#### -- impairment of trade receivables

Trade receivables are typically unsecured and are derived from revenue named from customers. Credit risk has been managed by the group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. On account of adoption of ind AS 109, the group uses expected credit loss model to assess the impairment loss or gain. The group uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables. (Refer Note 21)

#### -- Estimated fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Management uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions refer Note 20.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

Note 3: Property, plant and equipment

|   | ni<br>(Vr) Beete 3(Vr) | provements -<br>Land | (Refer Note<br>3(hr))   | Machinery 1 | Equipment | and Fittings   | Equipment | Hardware | Equipment<br>(Refer Note<br>3(v), 3 (vf)<br>and 3(vfl)) | (Refer<br>Note<br>3(vili) |            | work-In-<br>progress<br>(Refer<br>Note 3(II) |
|---|------------------------|----------------------|---|-------------|-----------|----------------|-----------|----------|---|---------------------------|------------|--|
| Grass Block                               |                        |                      |   |             |           |                |           |          |   |                           |            |  |
| As at 1 April 2018                        | 3,133.56               | 371.05               | 12.282,05   | 1,335.38    | 2,123,62  | 675.19         | 125,12    | 354.52   | 4,381.29  | 4,502.64                  | 37,800.06  | 92.74  |
| Additions                                 | () ()                  |                      | 541.99  | 0.81        | 88.56     | 3.92           | 21.70     | 21.42    | 11.55   | 396.82                    | 1,056.77   |  |
| Acquisition of subsidiary (Refer Note 33) | 20,602.35              |                      | 22,076.72   | 16.617      | 1,575.53  | 741.20         | 161.90    | 105.03   | 24,325.61   | 2,065.25                  | 121,973.56 | 55.921                                       |
| Disposals/ transfer                       | 69.73                  | 9                    | 14  | 5           |           | 2              | 5         | e        | 10  | 102.02                    | 52'323     | (47.20)                                      |
| As at 31 March 2019                       | 73,666.18              | 373.05               | 43,214.42   | 2,056.16    | 3,387.71  | 1,420.31       | 308.72    | 480.97   | 28,918.45   | 6,862.69                  | 140,688.66 | 159.59                                       |
| As at 1 April 2019                        |                        |                      |   |             |           |                |           |          |   |                           |            |  |
| Opening gress carrying amount             | 73,666.18              | 373.05               | 43,254,42   | 2,056.16    | 3,387.71  | 1,420.31       | 306.72    | 450.97   | 28,918.45   | 6,862.69                  | 160,688.66 | 159.53                                       |
| Additions/ transfer                       | 1,518.90               | 3                    | 141.41  | 38.36       | 36.40     | 71.62          | 11.68     | 34,89    | \$77.52   | 1,884.76                  | 4,557,49   | 3,584.32                                     |
| Disposal of subsidiary (Refer Note 32(b)) | 101.65                 | *                    | 1,667.97  |             | 137,85    | 16.47          | 17.7      | 19.2     | 27.77   | 308.24                    | 2,467.90   | *  |
| Disposals/ transfer                       |                        |                      |   |             | 1         |                | 1         | 2.58     | 191.53  | 67.69                     | 261.80     | (3,201.70)                                   |
| As at 31 March 2020                       | 75,003.43              | 323.05               | 41,688,26   | 2,095.12    | 3,256,23  | 1,427,01       | 317,69    | 497.67   | 29,576.67   | 8,171,52                  | 142,516,45 | 542.25                                       |
| Accumulated Depreciation                  |                        |                      |   |             |           |                |           |          |   |                           | 1.460.000  |  |
| As at 1 April 2018                        |                        | 16.96                | 1,030.23  | 201.45      | 599.32    | 275.09         | 56.74     | 248.59   | 1,635.87  | 1,905.37                  | 7,969.62   | 8  |
| Deprectation charge during the year       |                        | 16.96                | 1,321,09  | 6.79        | 113.48    | 16.65          | 25.30     | 58.88    | 784.10  | 844.68                    | 3,221.59   | 1  |
| Disposais/ transfer                       |                        | and the              | and the second se | and the     |           | and the second | -         | 1.00     |   | 15,09                     | 75.09      |  |
| As at 31 March 2019                       | -                      | 33.92                | 4,351.32  | 208.24      | 712.80    | 325.00         | \$2.04    | 307.47   | 2,419.97  | 2,674.96                  | 11,115.72  |  |
| As at 1 April 2019                        |                        |                      |   |             |           |                |           |          |   |                           |            |  |
| Opening accumulated depreciation          | 3                      | 33.92                | 4,351,32  | 208.24      | 212,80    | 325.00         | 82,04     | 307.47   | 2,419.57  | 2,674.96                  | 11,115,72  | 17   |
| Deprectation charge during the year       | 8                      | 61.72                | 2,395.05  | 66.23       | 341,00    | 203.81         | 70,72     | 98.29    | 4,451.67  | 1,216.06                  | 9,070,82   | ÷.   |
| Disposal of subsidiary (Refer Note 32(b)) | 332                    | 0                    | 302.10  | 323         | 67.47     | 7.51           | 1,55      | 5.24     | 21.79   | 319.65                    | 725.51     | 583  |
| Disposals/ transfer                       | 2                      | 3.00                 | and the second second   |             |           |                |           | 2.58     | 157.92  | 31,10                     | 191,60     | 1  |
| As at 31 March 2020                       | •                      | 61.75                | 6,444.27  | 274.47      | 986,13    | 521.30         | 151.21    | 397.94   | 6,892.53  | 3,540.27                  | 19,269,43  | •  |
| Net carrying amount 31 March 2020         | 75,083.43              | 311.34               | 35,243.99   | 1,820.65    | 2,300.10  | 11.206         | 166,48    | 66,73    | 22,684.54   | 4,631.25                  | 143,247,22 | 542.21                                       |
| Net carryine amount 31 March 2019         | 73,666.18              | 339.13               | 38,863,10   | 1,847.92    | 2,674,91  | 1.095.31       | 226.67    | 173.50   | 26,498.48   | 4,187.73                  | 349,572,94 | 159.59                                       |

(II) Capital work-in-progress - Capital work-in-progress as at 31 March 2020 mainly comprises cost on yard development at ICD Pysia of Ra. 294.02 (abba.

(III) Assets pledged as Security for barrowings - Rafer note 29 for information on property, plant and equipment, pledged as security by the Greep.

(IV) Title of freehold land and building (constructed therean) situated at Chennel and at Asaeti any yet to be transferred in the name of the Group.

|   | Freehold land<br>- Chennal                 | Building -<br>Chennai Ian  | Freehold<br>d - Asaott                  |
|---|--|--|---|
| Gross Black as at March 31, 2020  | 110.17                                     | 2,259.40   | 20.34                                   |
| Gross Block as at March 31, 2019  | 110.17                                     | 2,259.40   | 20.34                                   |
| Net Block as at March 31, 2020.   | 110.17                                     | 1,088.84   | 20.34                                   |
| Net Block as at March 31, 2019  | 110.17                                     | 1,767.09   | 20.34                                   |
| And Park - Martin and Martin Martin Martin and Andrew of Annual Andrew Andrew and Andrew Martin Andrew Andrew A | and the second second in the second second | A DESCRIPTION OF A DESC | 1 |

(vi) Other Equipments include grant received under Export promotion Capital Gaods Scheme (EPCG) for Imported Reach Stackers of Rs. 592,36 labble 71 March 2019: Rs. 692,36 labble and having net book value of Rs. (v) Other Equipments Include Reach Stackers of gross carrying amount is 78x, 9,918,46 lakhs (31 March 2019- Rs. 7,460.34 lakhs) and hunring Net Book Value Rs. 4,275,09 lakhs (31 March 2019- Rs. 5,104.37 lakhs). 496.82 lakhs (31 March 2019- Rs. 633.71 lakhs)

(vfl) Certain rallway slitings are constructed on land not owned by the Group.

vtil) Moter Vehicles include Trailors of gross carrying amount is Rs. 11, 729-27 lados (3) March 2019 Rs. 4, 503,70 laldos) and having Net Books Value Ru. 3, 702, 16 laldos (3) March 2019-Ss. 2, 3B6,09 laldos).

#### Gateway Distriparks Limited

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

(All amounts in INR lakhs, unless otherwise stated)



Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

|   | Goodwill<br>(Rafer Note (I)<br>below) | Rail License Fees<br>(Refer Note (III)<br>below) | PFT Licence Fees<br>[Refer Nate (iv)<br>below] | Computer<br>Software<br>(Refer Note (ii)<br>below) | Total      |
|---|---------------------------------------|--|--|--|------------|
| Deemed Cost                               |                                       |  |  |  |            |
| As at 1 April 2018                        | 2,410.77                              |  |  | 126.26   | 2,537.03   |
| Acquisition of subsidiary (Refer Note 33) | 29,865.70                             | 2,041.67   | 265,28   |  | 32,172.65  |
| As at 31 March 2019                       | 32,276.47                             | 2,041.67   | 265.28   | 126.26   | 34,709.68  |
| As at 1 April 2019                        | 32,276.47                             | 2,041.67   | 265,28   | 126.26   | 34,709.68  |
| Additions                                 | # I                                   | +  | 1.4  | - 4  | a -        |
| Disposal of subsidiary (Refer Note 32(b)) | (1,961.05)                            | · · ·  | 5.00   | 2.4  | (1,961.05) |
| As at 31 March 2020                       | 30,315.42                             | 2,041.67   | 265.28   | 126.26   | 32,748.63  |
| Accumulated amortisation                  |                                       |  |  |  |            |
| As at 1 April 2018                        |                                       |  |  | 87.10  | 87,10      |
| Amortisation charge for the year          |                                       | 1.37   | 0.05   | 33.63  | 35.05      |
| As at 31 March 2019                       |                                       | 1,37   | 0.05   | \$20.73  | 122.15     |
| As at 1 April 2019                        |                                       | 1.37   | 0.05   | 120.73   | 122.15     |
| Amortisation charge for the year          | 7.A.                                  | 250.00   | 10.00  | 5.29   | 265.29     |
| As 41 31 March 2020                       | ÷.                                    | 251.37   | 10.05  | 126.02   | 387.44     |
| Net carrying amount 31 March 2020         | 30,315.42                             | 1,790.30   | 255.23   | 0,24   | 32,341.19  |
| Net carrying amount 31 March 2019         | 32,276.47                             | 2,040.30   | 265.23   | 5,53   | 34,587.53  |

Note:

(i) Goodwill impairment test

Goodwill is tested for impairment at least annually in accordance with the Group's procedure for determining the recoverable value of such assets. The recoverable value was determined using value-in-use (VIU). The VIU is determined as the discounted value of future cash flows by using cash flow projections approved by the senior management for the next flow projections approved by the commic conditions.

Appropriate terminal growth rates of 4X-5X (Warch 31, 2019: 4X-5X) and discount rate of 13X-15X (March 31, 2019: 17.5X) are used to forecasted cash flows where the rates are consistent with forecasts included in industry roports and reflects the specific risks relating to the segment in which group operate. Based on the above, no impairment was identified as of 31 March 2020 and 31 March 2019 as the recoverable value of the segment exceeded the carrying values.

The management believes that any possible changes in the key assumptions would not cause the carrying amount to exceed the recoverable amount of cash generating unit.

Key assumptions used for value in use calculations

The calculation of value in use is most sensitive to the following assumptions: -

Gross margins - Gross margins are based on average values achieved in the three years preceding the beginning of the budget period. These are increased over the budget period for anticipated efficiency improvements.

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicity available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax

(II) Computer software consists of cast of ERP licenses and development cost. Useful life of Computer software is estimated to be 3 years, based on technical obsolescence of such assets.

III) Rall License Fees aggregating Rs. 2041.67 Lakhs (Warch 31, 2019; Rs. 2,041.67 lakhs) paid to Railway Administration towards Concession Agreement is amortised over the remaining period of contract from the date of acquisition. Balance useful life of Rail License Fees as at Warch 31, 2020 is 7 years (31-March-19; & years).

IV) Private Preight Terminal (PET) Licence fees aggregating Rs. 265.28 Lakhs (Warch 31, 2019; Rs. 265.28 Lakhs) paid to Railway Administration is amortised over the remaining period of contract from the date of acquisition. Balance useful life of PET as at March 31, 2020 is ranging between 25 to 27 years (31-March-19; 26 to 28 years).

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 5(a) Equity Investments in Associates and Joint Venture

|  | 31-March-3 | 2020         | 31-March-  | 2019         |
|--|------------|--------------|------------|--------------|
|  | Current    | Non- Current | Current    | Non- Current |
| A, Unquoted Equity Instruments:  |            |              |            |              |
| Investment In Joint Venture Company:   |            |              |            |              |
| 50,997 Equity Shares (31 March 2019: 50,997) of Rs. 10<br>each held in Container Gateway Limited (CGL)                                     | 1983       | 5.10         | <u>8</u> 3 | 5.10         |
| Less: Impairment in the value of investment  | (a)        | 5.10         | <u>2</u> 2 | 5,10         |
| Total (A)  | 25         | 2.6          |            | 2.8          |
| B. Quoted Equity Instruments:  |            |              |            |              |
| Investment in Associate Company:   |            |              |            |              |
| As at 31 March 2019- 67,254,119, Equity Shares of Rs. 10<br>each fully paid in Snowman Logistics Limited (refer note<br>6(a), 32 (b) & 35) |            | 15           |            | 14,648.36    |
| Market Value as on 31 March 2019 is Rs. 22,092.98 lakhs  |            |              |            |              |
| Total Equity investments in Associates   |            |              | (1)        | 14,648,36    |

Note 5(b) Current investments

|  | 31-March- | 2020         | 31-March-2 | 2019         |
|--|-----------|--------------|------------|--------------|
|  | Current   | Non- Current | Current    | Non- Current |
| Quoted Investment in Mutual Fund at FVPL (fully paid)  |           |              |            |              |
| Nil units (31 March 2019: 189,961 units) ICICI Prudential<br>Liquid Plan Direct Growth                         | 81        | 5            | 525.08     | 0            |
| 260,349 units (31-March-19: Nil units) ICICI Prudential<br>Saving Fund - Direct Plan Growth                    | 1,016.33  | 2            | 5          | 8            |
| Nil units (31 March 2019: 178,849 units ) Aditya Birla<br>Sunlife Liquid Fund -Growth-Direct Plan              | 1901      |              | 537.33     | 2            |
| 31,786 units (31 March 2019: 20,375 units) Kotak Low<br>Duration Fund Direct-Growth                            | 820.48    | 141          | 484.32     | 19           |
| Nil units (31 March 2019; 7,411 units) Franklin India Liquid<br>Fund Super Institutional Plan Direct Growth    | 1.1       | 2            | 207.42     |              |
| 3,491,451 units (31-March-19: Nil units) Franklin India<br>Savings Fund -Retail Option Direct Growth           | 1,323.71  | 8            | 52         | 5            |
| 37,884 units (31-March-19 : 33,451 units) UTI Money<br>Market Fund - institutional Plan - Direct Plan - Growth | 859.11    | 8            | 706.68     | 3            |
| 259,659 units (31-March-19: 401,410) Aditya Birla Sun Life<br>Money Manager Fund - Growth -Direct Plan         | 703.48    |              | 1,010.35   | 2            |
| 194,114 units (31-March-19: 194,114 units) ICICI<br>Prudential Money Market Fund - Direct Plan Growth          | 542.09    | 2            | 505.01     | 22           |
| 25,088 units (31-March-19: Nil units) Nippon India Low<br>Duration Fund -Direct Plan Growth Option             | 708.19    | 2            |            |              |
| Total Current investments  | 5,973.39  |              | 3,976.19   |              |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

| -  | 31-March-2 | 2020        | 31-March-3 |             |
|--|------------|-------------|------------|-------------|
|  | Current    | Non-current | Current    | Non-current |
| Aggregate amount of quoted investments   | 5,973.39   |             | 3,976.19   | 14,648.36   |
| Market value of above quoted investments | 5,973.39   | 19          | 3,976.19   | 22,092.98   |
| Aggregate amount of unquoted investments |            |             | P.         | -           |

Note 5(c) Other financial assets

|         | 1020   | 31-March-7  | 1019  |
|---------|--|---|---|
| Current | Non-Current  | Current   | Non-current   |
| 2.50    | 757.71   | 46.04   | 725,55  |
| 80.77   | 1,970.60   | 59.31   | 356.61  |
| (a)     | 177.26   | -2  | 302.86  |
| 39,27   | 120.72   | 16.08   | 18.57   |
| 3.77    | 148.94   | 153.35  | +   |
|         |  | 106.19  | 2   |
|         | -  | 1,281.38  | ŝ   |
| 126.31  | 3,175.23   | 1,662.35  | 1,403.59  |
|         | 2.50<br>80.77<br>-<br>-<br>39.27<br>3.77<br>-<br>-<br>126.31 | 2.50 757.71<br>80.77 1,970.60<br>- 177.26<br>39.27 120.72<br>3.77 148.94<br><br>126.31 3,175.23 | 2.50         757.71         46.04           80.77         1,970.60         59.31           -         177.26         -           39.27         120.72         16.08           3.77         148.94         153.35           -         -         106.19           -         -         1,281.38 |

\*Security Deposit includes the deposit given by subsidiary company to PACE CFS amounting to Rs. 154 Lakhs is under litigation (Refer Note 23).

\*\*Non Current Deposit of Rs.1,630 lakhs (March 31, 2019: NII) is kept towards Debt service reserve account for non-convertible debentures Issued by the Company.

#### Note 5(d) Trade receivables

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Unsecured Trade receivables                                      | 14,530.74     | 14,231.00     |
| Provision for expected credit loss                               | (1,554.71)    | (1,494.32)    |
| Total Trade receivables  | 12,976.03     | 12,736.68     |
| Breakup of securities details                                    | 31-March-2020 | 31-March-2019 |
| Secured, considered good   |               |               |
| Unsecured, considered good                                       | 12,976.03     | 12,736.68     |
| Trade receivables which have significant increase in credit risk | 1,554.71      | 1,494.32      |
| Less: Provision for expected credit loss                         | (1,554.71)    | (1,494.32)    |
| Trade receivables - credit impaired                              |               |               |
| Total trade receivables  | 12,976.03     | 12,736.68     |
|  |               |               |

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or a private company respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

"The provision for the impairment of trade receivables has been made basis the expected credit loss method and other cases based on management judgement.



Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 5(e) Cash and Cash equivalents

| August 169 - August | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Balance with banks   |               |               |
| -in current accounts   | 576.50        | 1,223.83      |
| Banix deposits with original maturity of 3 months or less *  | 50.42         | 1,585.00      |
| Cheques on hand  | 2.57          | 100.08        |
| Cash on hand   | 19,54         | 16.94         |
| Total cash and cash equivalents  | 649.03        | 2,925.85      |

\* Rs. Nil (2019: Rs 1,585 lakhs) deposited with HDFC Bank under Debt service reserve account for non-convertible debentures issued by the Gateway Distriparks limited.

Changes in liabilities arising from financial activities

|  | Current borrowings | Non-Current<br>borrowings<br>(including current<br>maturities) | Lease liabilities<br>(Current & Non-<br>Current) |
|--|--------------------|--|--|
| As at April 1, 2018  | 960.81             | 13,790.29  |  |
| Acquisition of subsidiary (Refer Note 33)                      | 1,033.21           | 15,259.91  |  |
| Cash flow (net)  | 630.58             | 50,775.37  | 19   |
| Other  | ÷.                 | 718.49   | -  |
| As at March 31, 2019   | 2,624.60           | 80,544.06  | +  |
| Recognition on April 01, 2019 due to adoption of Ind A5<br>116 | <sup>60</sup> - 15 | 10 ST 1  | 17,049.67  |
| Addition on account of new leases during the year              |                    | (e)  | 4,306.35   |
| Cash flow (net)  | 2,445.65           | (9,290.00)   | (4,402.86)                                       |
| Interest expenses  | -                  |  | 1,690.14   |
| As at March 31, 2020   | 5,070,25           | 71,254.06  | 18,643.30  |

#### Note 5(f) Bank balances other than 5(e) above

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Deposits with original maturity of more than 3 months but less than 12 months | 131.61        | 3.46          |
| Earmarked balances with banks:  |               |               |
| - in unclaimed Dividend Accounts  | 76.80         | 68.49         |
| Total bank balances other than 5(e) above                                     | 208.41        | 71.95         |
|   |               |               |

#### Note 5(g) Contract Assets

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| -Unsecured, Considered good              | 815.96        | 538.27        |
| -Unsecured, Considered doubtful          | 71.76         | 78.04         |
|  | 887.72        | 616,31        |
| Less: Provision for expected credit loss | (71.76)       | (78.04)       |
|  | 815.96        | 538.27        |

Contract Assets relate to ongoing services for which the Company has entered into agreement with customer wherein the Company has identified its performance obligations in contract as per Ind AS 115 "Revenue from contract with customers". The Company's right to receive consideration is conditional upon satisfaction of these performance obligation. Contract Assets are in the nature of unbilled receivables which arises when Company satisfies performance obligation but does not have unconditional rights to consideration.

The performance obligation in respect of services being provided by the Company, are satisfied over a period of time and upon acceptance of the customer. Billing and payment is made upon delivery of services.

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

| A    | a marine in | and the second second |
|------|-------------|-----------------------|
| Note | 6: Othe     | r assets              |
|      |             |                       |

|  | 31-March-2 | 31-March-2020 |          | 31-March-2019 |  |
|--|------------|---------------|----------|---------------|--|
|  | Current    | Non-current   | Current  | Non-current   |  |
| Capital Advance  |            |               |          |               |  |
| Unsecured, considered good   | (A.        | 1,788.80      | 8        | 1,789.57      |  |
| Unsecured, considered doubtful   | 19 - C.    | 52.31         | (#C      | 52.31         |  |
| Less: Considered Doubtful  | 18         | (52.31)       | -        | (52.31        |  |
|  | <u></u>    | 1,788.80      |          | 1,789.57      |  |
| Advances to suppliers  | 251.26     | (a            | 752.44   | 1.00          |  |
| Balances with statutory authorities:   | (1)        | 1.8           | 35       | 12.00         |  |
| -Customs Duty paid under protest (Refer note 23)                             | 1          | 367.26        | (#C      | 521.16        |  |
| -Income tax paid under protest   |            | 28.00         |          | 28.00         |  |
| - Duty paid under protest (State Consumer Dispute<br>Redressal Forum -SCDRF) | <i>5</i> 5 | 46.23         | 5        | 46.23         |  |
| -Service tax paid under protest  | 92<br>1    | 6.22          | 2        | 6.22          |  |
| -Input credit receivable   | 67,52      | 18            | 98.06    |               |  |
| Receivable from related party (refer note 26)                                | 0.59       |               | - G.     | 1 a hi        |  |
| Prepaid expenses   | 479.90     | 374.89        | 542.94   | 3,075.63      |  |
| Total other assets   | 799.27     | 2,611,40      | 1,393.44 | 5,466.81      |  |

#### Note 6(a) Assets held for sale

|  | 31-March-2020 |                       | 31-March-2019 |              |
|--|---------------|-----------------------|---------------|--------------|
|  | Current       | Non- Current          | Current       | Non- Current |
| A. Quoted Equity Instruments:  |               | HEADS AND AND AND AND |               |              |
| Investment in Associate Company:   |               |                       |               |              |
| As at March 2020, 67,254,119 Equity Shares of Rs. 10 each<br>fully paid in Snowman Logistics Limited (refer note 32 (b)<br>& 35) | 14,648.36     |                       |               |              |
| Add: Group share of net loss for the year  | (551.05)      | 22                    |               | 100          |
| Market Value as on 31 March 2020 is Rs. 21,218.67 lakhs  |               |                       |               |              |
| Total  | 14,097.31     | 32                    | ÷.            | 261          |
|  |               |                       |               |              |

#### Note 7: Equity share capital and other equity

| Authorised equity share capital                   | 31-March-2020    | 31-March-2019 |
|---|------------------|---------------|
|   | Number of shares | Amount        |
| As at 31 March 2019- Equity shares of Rs. 10 each | 1,250.00         | 12,500.00     |
| As at 31 March 2020- Equity shares of Rs. 10 each | 1,250,00         | 12,500.00     |
| Issued, subscribed and fully paid up capital      |                  |               |
|   | Numberof shares  | Amount        |
| As at 31 March 2019- Equity shares of Rs. 10 each | 1,087.28         | 10,872.80     |
| As at 31 March 2020- Equity shares of Rs. 10 each | 1,087.28         | 10,872.80     |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

(i) Movements in equity share capital.

|                          | Number<br>of shares | Equity share<br>capital<br>(par value) |
|--------------------------|---------------------|--|
| As at 1 April 2018       | 1,087.28            | 10,872.80                              |
| Increase during the year |                     | 1982                                   |
| As at 31 March 2019      | 1,087.28            | 10,872.80                              |
| Increase during the year | -                   |  |
| As at 31 March 2020      | 1,087.28            | 10,872.80                              |
|                          |                     | Construction Const                     |

Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Details of shareholders holding more than 5% shares in the company

|  | 31-March-2020       |           | 31 March 2019       |           |
|--|---------------------|-----------|---------------------|-----------|
| Name of Shareholder                    | Number of<br>shares | % holding | Number of<br>shares | % holding |
| Promoters and Promoter Group:          |                     |           |                     |           |
| Prism International Private Limited    | 24,900,000          | 22.90     | 24,900,000          | 22.90     |
| Perfect Communications Private Limited | 2,300,000           | 2.12      | 1,805,000           | 1.66      |
| Mr. Prem Kishan Dass Gupta             | 4,415,000           | 4.06      | 4,415,000           | 4.06      |
| Mrs. Mamta Gupta                       | 509,998             | 0.47      | 509,998             | 0.47      |
| Mr. Ishaan Gupta                       | 330,000             | 0.30      | 330,000             | 0.30      |
| Mr. Samvid Gupta                       | 350,000             | 0.32      | 350,000             | 0.32      |
| Others:                                | 1 C                 |           |                     | 3         |
| ICICI Prudential Mutual Fund           | 9,642,160           | 8.87      | 8,392,751           | 7.72      |
| Amansa Holdings Private Limited        | 9,778,635           | 8.99      | 9,433,238           | 8.68      |
| Life Insurance Corporation Of India    | 7,701,279           | 7.08      | 7,701,279           | 7.08      |
| Mirae Asset Funds                      | 7,379,499           | 6.79      | 5,425,348           | 4,99      |

As per records, including register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 7(b) Reserve and surplus

|                              | 31-March-2020 | 31-March-2019 |
|------------------------------|---------------|---------------|
| Securities premium reserve   | 34,594.59     | 34,594.59     |
| Capital redemption reserve   | 788.35        | 788.35        |
| General reserve              | 4,900.20      | 4,900.20      |
| Debenture redemption reserve | 55.00         | 55.00         |
| Retained earnings            | 80,459.95     | 80,969.36     |
| Total reserves and surplus   | 120,798.09    | 121,307.50    |
|                              |               |               |

#### (I) Securities premium reserve

|                   | 31-March-2020 | 31-March-2019 |
|-------------------|---------------|---------------|
| Opening balance   | 34,594.59     | 34,594.59     |
| Proceeds received |               |               |
| Closing Balance   | 34,594.59     | 34,594.59     |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

(ii) Capital redemption reserve

|                                | 31-March-2020 | 31-March-2019 |
|--------------------------------|---------------|---------------|
| Opening balance                | 788.35        | 788.35        |
| Appropriations during the year |               |               |
| Closing Balance                | 788.35        | 788,35        |

#### (iii) General reserve

|                                 | 31-March-2020 | 31-March-2019 |
|---------------------------------|---------------|---------------|
| Opening balance                 | 4,900.20      | 4,900.20      |
| Transfer from retained earnings |               | 14-1          |
| Appropriations during the year  | 8             | 1.52          |
| Closing Balance                 | 4,900.20      | 4,900.20      |

#### (Iv) Debenture Redemption Reserve

|                                 | 31-March-2020 | 31-March-2019 |
|---------------------------------|---------------|---------------|
| Opening balance                 | 55.00         | 1.+           |
| Transfer from retained earnings | ÷.            | 55.00         |
| Appropriations during the year  |               |               |
| Closing Balance                 | 55.00         | 55.00         |

#### (v) Retained earnings

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Opening balance  | 80,969.36     | 49,768.35     |
| Profit for the year  | 10,302.61     | 36,512.85     |
| Remeasurements of post-employment benefit obligation, net of tax | (13.05)       | (13.74)       |
| Transfer to debenture redemption reserve                         |               | (55.00)       |
| Dividends paid   | (9,785.52)    | (4,349.13)    |
| Dividend distribution tax  | (1,013.45)    | (893.97)      |
| Closing Balance  | 80,459.95     | 80,969.36     |
|  |               |               |

#### Nature and purpose of other reserves:

#### (I) Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

#### (ii) Capital redemption reserve:

Capital redemption reserve is used to record the amount of nominal value of the shares bought back by the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

#### (iii) General reserve:

Transfer to General reserve are made from retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

#### (Iv) Debenture Redemption Reserve

Transfer to Debenture Redemption Reserve (DRR) are made from retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Company has created DRR in accordance with requirement of section 71 of the Companies Act 2013 till March 2019 however pursuant to a Ministry of Corporate Affairs notification dated August 16, 2019 amending Section 71 of the Companies Act, 2013 and Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company is not required to maintain DRR for debentures issued and accordingly no amount is transferred during the year in DRR.





#### Employee Stock Option Plan:

#### ESOP 2013 Scheme

The Shareholders at the Extra Ordinary General Meeting held on March 8, 2013, approved the new ESOP 2013 Scheme for eligible Directors and employees of the Company and its Subsidiary Companies. Under the Scheme, options for 2,000,000 shares would be available for being granted to eligible employees of the Company and options for 500,000 shares would be available for being granted to employees of the Subsidiary Companies. Each option (after it is vested) will be exercisable for one Equify share of Rs. 10. The options would be issued at an exercise price, which would be at a 20% discount to the latest available closing market price (at a stock exchange as determined by the Remuneration & ESOP Committee) on the date prior to the date on which the Remuneration & ESOP Committee finalises the specific number of options to be granted to the employees. Vesting of the options shall take place over a maximum period of 5 years with a minimum vesting period of 1 year from the date of grant. The specific employees and their eligibility for the entitlement of ESOP would be determined by the Renumeration & ESOP committee of the Company however the same is still not notified.

#### Note 8: Financial liabilities

Note 8 (a) Non-current borrowings

|   | 31-March-2020 | 31-March-2019  |
|---|---------------|--|
| Secured   |               | 1  |
| From Banks  |               | and the second s |
| Vehicle Finance Loan from Bank (Refer note 8(a)(i),(ii) and 8(b)(i),(ii),(x))*          | 3,533.11      | 2,430.73   |
| rm Loan from Sank (Refer note 8(a)(iii), (v) and 8(b)(iii), (vi), (vii), (viii), (ix))* | 16,264.40     | 21,634.21  |
|   | 49,752.40     | 54,655.73  |
| Term Loan from Financial Institution (Refer note 8(a)(Iv) and 8(b)(Iv))                 | 238.94        | 524.06   |
| Redeemable Preference shares issued by subsidiary company (Refer note 8(b)(v))          | 1,520.07      | 1,427.09   |
| Total Non-Current borrowings  | 71,308.92     | 80,671.82  |
| Less: Current maturities of Non-current borrowings<br>(Included In note 8(d))           | (6,482.66)    | (6,383.33)   |
| Less: interest accrued but not due (included in note 8(d))                              | (54.86)       | (127.76)   |
| Total Non-Current borrowings  | 64,771,40     | 74,160.73  |
| Monitodae Internet accrited built not due   |               |  |

"Includes interest accrued but not due.

#### Note 8(b) Current borrowings

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Secured   |               |               |
| From Banks  |               |               |
| Cash Credit and Bank overdraft from Bank (Refer note<br>8(a)(vii))                                  | 5,070.25      | 2,131.62      |
| Buyers' Credit from Bank with original maturity with less<br>1 year (Refer Note 8(a)(vi), 8(b)(xi)) | 14.1          | 492.98        |
| Total current borrowings  | 5,070.25      | 2,624.60      |

#### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### (a) Nature of Security:

(1) Vehicle Finance Loan from HDFC Bank of Rs. 3,526.05 lakhs (31 March 2019: Rs. 2,413.58 lakhs) are secured by way of hypothecation of the

(ii) Vehicle Finance Loan from Federal Bank of Rs. 0.57 (akhs (31 March 2019: Rs. 2.66 lakhs) are secured by hypothecation of subsidiary

(iii) Term loan from HDFC Bank of Rs. 4,524.34 lakhs (31 March 2019 Rs. 6,637.50 lakhs) are secured by first and exclusive charge on all the Immoveable assets, book debts and moveable fixed assets of the Parent Company.

(iv) Term Loan from Kerala State Industrial Development Corporation (KSIDC) Rs. 238.95 Lakhs (31 March 2019- Rs. 524.06 Lakhs) is secured by first charge on the fixed assets of the subsidiary company and Corporate Guarantee of Gateway Distriparks Limited & Chakiat Agencies Private Limited.

(v) Term Loan from HDFC Bank amounting to Rs. 11,627.58 Lakhs (March 31, 2019: Rs. 14,863.25 Lakhs) is secured by first exclusive charge on all the assets (fixed and current, present and future) of the subsidiary company and Corporate Guarantee by Gateway Distriparks Limited, the Holding Company.

(vi) Buyers' Credit from HDFC Bank amounting to Rs. Nil (March 31, 2019 Rs. 492.98 Lakhs) was secured by first exclusive charge on all the assets (fixed and current, present and future) of subsidiary company.

(vii) In case of The Company (Gateway Distriparks Limited):

Cash Credit from HDFC Bank Limited amounting to Rs. 1,362.97 Takhs (31 March 2019- Rs. 728.02 Takhs) is secured by first exclusive charge on book debts, immovable fixed assets (JNPT CPS property and structures thereon) and movable fixed assets of the Parent Company.

#### In case of subsidiary company (Gateway East India Private Limited)

Cash Credit from HDFC Bank amounting to Rs. 692.13 lakhs (March 31, 2019 Rs. 863.37 lakhs) is secured by first exclusive charge on stock in trade, book debts and receivables, plant & machinery consisting of reach stackers, movable assets of the Subsidiary Company and Corporate Guarantee of Gateway Distriparks Limited, the Parent Company.

In case of subsidiary company (Gateway Rall Freight Limited) Overdraft of Rs 3,015.25 lakhs (March 31, 2019 Rs 540.23) from bank is payable on demand. Outstanding overdraft carry an average interest rate of MCLR + 25 bps and is secured by first exclusive charge on all assets.

(viii) The carrying amount of financial and non-financial assets pledged as security for non current borrowings are disclosed in note 29.

#### (b) Terms of Repayment:

(I) Vehicle Finance Loan from HDFC Bank are repayable in 35/46/48/58/59/60 equal monthly instalments along with interest ranging from 8.31% per annum to 10.25% per annum on reducing monthly balance.

(II) Vehicle Finance Loan from Federal Bank is repayable in 36 monthly instalments with interest rate ranging from 8.5% to 8.72% during financial year 2017-2020.

(III) Term Loans from HDFC Bank are repayable in equal quarterly instalments between 11 January, 2014 to 2 March, 2024 along with interest of Bank's MCLR + 0.25% per annum on reducing quarterly balance.

(IV)Principal amount on KSIDC Loan repayable in 32 quarterly instalments commencing from May 2014 with interest rate of 8.90% p.a. (31 March 2019-9.75% p.a.). Interest is payable on quarterly basis.

(v) The preference shares are redeemable in 10 instalments as per resolution of the Board of Directors of the subsidiary company dated 5 June 2014 and 3 February 2016. The estimated interest payable up to the date of Balance Sheet calculated @ 6% is disclosed as Long Term Liability on Redeemable Preference Shares.

(vi) 1) The Term Loan 1 from HDEC Bank is repayable in 24 quarterly instalments within 8 years with 2 years moratorium from the date of each drawdown.

Term Loan of Rs. 3,500.00 Lakhs taken on April 15, 2015 is repayable in instalments of Rs. 145.83 Lakhs starting from July 2017 with interest @ Base rate = 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.



(vii) The Term Loan 2 from HDFC Bank is repayable in 24 Quarterly instalments within 8 years with 2 years moratorium from the first drawdown, a) Term Loan of Rs. 1,000.00 Lakhs taken on December 22, 2014 is repayable in instalments of Ra. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps, w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

b) Term Loan of Rs. 1,000.00 Lakhs taken on January 19, 2015 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. interest for current year is in the range of 8.55% - 8.95% p.a.

c) Term Loan of Rs. 1,500.00 Lakhs taken on January 11, 2016 is repayable in instalments of Rs. 62.50 Lakhs started from March 2017 with Interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

d) Term Loan of Rs. 1,000.00 Lakhs taken on February 10, 2016 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

e) Term Loan of Rs. 1,000.00 Lakhs taken on March 15, 2016 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with Interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

f) Term Loan of Rs. 770.00 Lakhs taken on May 07, 2016 is repayable in instalments of Rs. 32.08 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

(vili) The Term Loan 4 from HDFC Bank is repayable in 24 quarterly instalments within 8 years with 2 years moratorium from the date of each drawdown.

a) Term Loan of Rs. 1,000.00 Lakhs taken on March 31, 2016 is repayable in instalments of Rs. 41.67 Lakhs starting from June 2018 with interest @ Base rate = 40bps. w.e.f 01 December, 2016, Interest rate benchmark has been revised to MCLR = 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

b) Term Loan of Rs. 7,000.00 Lakhs taken on July 28, 2016 is repayable in instalments of Rs. 291.67 Lakhs starting from October 2018 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. interest for current year is in the range of 8.55% - 8.95% p.a.

c) Term Loan of Rs. 644.00 Lakhs taken on August 11, 2016 is repayable in instalments of Rs. 26.83 Lakhs starting from November 2018 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

(bx) The Term Loan 5 from HDFC Bank is repayable in 24 Quarterly instalments within 8 years with 2 years moratorium from the first drawdown. Term Loan of Rs. 10 Crore taken on August 11, 2016 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR = 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

(x)The Vehicle Loan from HDFC Bank is repayable in 46 and 35 Monthly Instalments.

a) Vehicle Loan of Rs. 376.26 Lakhs taken on February 23, 2018 is repayable in instalments of Rs. 963,540 starting from April 2018.
 b) Vehicle Loan of Rs. 1,796.07 Lakhs taken on November 2019 is repayable in instalments of Rs. 58,29,365 starting from January 2020.

(xi) Buyers' Credit of Rs. 492.98 Lakhs was repaid in July 2019. The interest rate was LIBOR + 0.30%.

#### Note B(c) Trade payables

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Total Outstanding dues of micro and small enterprises         | 76.64         | 131.06        |
| Total Outstanding dues other than micro and small enterprises | 9,070.94      | 7,304.89      |
| Total trade payables  | 9,147.58      | 7,435.95      |

Trade payables are non interest bearing and are normally settled in the range of 30 to 90 days terms.

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 8(d) Other financial liabilities

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Current maturities of Non-current borrowings -Vehicle finance loan             | 1,256.94      | 3,964.03      |
| Current maturities of Non-current borrowings - Term loan from a Bank           | 5,000.72      | 2,194.30      |
| Current maturities of Non-current borrowings - Financial Institution           | 225,00        | 225.00        |
| Security Deposits*   | 53.17         | 47,40         |
| Payables for equity shares acquired in subsidiary Gateway Rail Freight Limited |               | 35.33         |
| Unclaimed Dividend **  | 76.80         | 68.49         |
| Payables for capital assets  | 115.01        | 271.07        |
| Interest accrued but not due on loans and borrowings                           | 54.86         | 127.76        |
| Total other current financial liabilities                                      | 6,782.50      | 6,933.38      |

"Security deposits are non interest bearing

\*\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

#### Note 8(e) Contract Liabilities

| 31-March-2020 | 31-March-2019             |
|---------------|---------------------------|
| 740.05        | 1,167.47                  |
| 55.89         | 55.89                     |
| 795.94        | 1,223.36                  |
| 795.94        | 1,223.36                  |
|               | 24                        |
|               | 740.05<br>55.89<br>795.94 |

The Group has entered into a agreement/arrangement for providing of services. The Group has identified the performance obligations and recognized the same as contract liability where the Group has obligation to deliver the services to a customer for which the Group has received consideration.

#### Note 9: Provisions

|                  | 31-March- | 31-March-2020 |         | 2019        |
|------------------|-----------|---------------|---------|-------------|
|                  | Current   | Non-current   | Current | Non-current |
| Contingencies    |           | 132.65        | · .     | 156,05      |
| Total Provisions | -         | 132.65        | 1       | 156.05      |

#### Break-up of provision for contingencies:

|                        | 31-March-    | 31-March-2020 |              | 2019          |
|------------------------|--------------|---------------|--------------|---------------|
|                        | Indirect Tax | Other Matters | Indirect Tax | Other Matters |
| Opening Balance        | 146.75       | 9,30          | 146.75       | 9.30          |
| Add: Provision made    |              |               |              |               |
| Less: Amounts reversed | (23,30)      | (0.10)        |              | 1.00          |
| Total                  | 123.45       | 9.20          | 146.75       | 9,30          |

Represents estimates made for probable liabilities arising out of pending assessment proceedings with various Government Authorities. The timing of the outflow with regard to the said matter depends on the exhaustion of remedies available to the Company under the law and hence, the Company is not able to reasonably ascertain the timing of the outflow.

#### Note 10: Other current liabilities

|                                 | 31-March-2020 | 31-March-2019 |
|---------------------------------|---------------|---------------|
| Statutory dues                  | 1,977.86      | 1,132.41      |
| Total Other current liabilities | 1,977.86      | 1,132.41      |





#### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 11: Employee benefit obligations

| - <u>568</u>                       | \$1-March | \$1-March-2020 |          | 2019        |
|------------------------------------|-----------|----------------|----------|-------------|
|                                    | Current   | Non-current    | Current  | Han-current |
| Compensated absences               | 86.28     | 303.08         | 95,74    | 317.56      |
| Gratuity (Refer note below)        | 64.43     | 808.62         | 39,47    | 214.61      |
| Directors Commission               | 1,167.77  |                | 1,577.15 | 101220      |
| Employee benefits payable          | 286.33    | -              | 277.64   | -           |
| Tetal employee benefit shrigations | 1,605.01  | 1,111.68       | 2,010.24 | 1,032.17    |

(e) Companiated absences The leave obligation cover the company liability for sick and earned leave

(b) Pest employment benefit obligations

(i) Gratuity

The gratuity plan of the Group Is both fundeal and non-fundeal. Fundeal gratuity Is administered by TATA AIA Life insurance Company Limited. The group provides for gratuity for employees in India as per the Paynent of Grituity Act. 1972. Employees who are in conclusions service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn lastic salary per month computed proportienately for 15 days salary multiplied by the number of years of service.

#### (II) Defined contribution plans

The Group makes contributions to Provident Fund, which are defined contribution plan, for qualifying employees. Under the schemes, the Group is required to contribute a specified percentage of the payroll casts to fund the benefits. The Group recapibled its 234.48 takin. (Year ended March 31, 2019) its. 94.56 taking far previolent fund contributions and its. 10.68 takins. (Year ended March 31, 2019) its. 7.02 taking for contribution to 25K in the statement of profit and loss. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes.

#### Disclosures relating to defined benefit obligations are:

(a) Balance sheet amount (Gratuity)

The amousts recognized in the Balance sheet and revenents in the net defined benefits obligation over the period are as follows:

|  | Present value<br>of obligation-<br>Unfunded<br>(A) | Present value<br>of obligation-<br>Funded<br>(8) | Fair value of<br>plan assets<br>(C) | Net amount<br>D=(8)-(C) | Tebel<br>A + D |
|--|--|--|-------------------------------------|-------------------------|----------------|
| 1 April 2018   | 173.40   | 126,18   | 6.60                                | 119.58                  | 292.98         |
| Current service cest   | 15.71  | 12.59  |                                     | 12.59                   | 18,30          |
| Interest, expense/(Inconve)  | 54.83  | 9.87   | 0.52                                | 9,23                    | 24.18          |
| Total amount recognised in profit and loss                                     | 30.54  | 22.46  | 0.52                                | 21.94                   | 52.48          |
| Remeasurements   | 14   |  |                                     |                         |                |
| Return on plan assets, excluding amount included in interest superate/(income) | 24   |  | 0.04                                | (0.06)                  | (0.08)         |
| (Galii )/linx from change in demographic assumptions                           | (0,01)   |  |                                     | -                       | (0.04)         |
| (Galis )/less from change to financial assumptions                             | 1,84   | 3.04   |                                     | 3.04                    | 4.85           |
| Experimence (gains)/Icases   | 54.68  | (0.98)   |                                     | (0.98)                  | 13.68          |
| Total amount recognized in other comprehensive income                          | 16.49  | 7.06   | 0.06                                | 1.98                    | 18.47          |
| Employer centributiens   |  |  | 10.00                               | (10.00)                 | (10.00)        |
| Bervefit paymenta  | (19.76)  | (11.00)  | (11.08)                             |                         | (19.78)        |
| 21 March 2019  | 200.66   | 139.62   | ė.17                                | 133.50                  | 334.16         |
| Increase in liability on account of acquisitian of Subsidiary (refer note 33)  | 439.92   | 10.5   | 1.47                                |                         | 439.92         |
| Tetal ai en 31 Harch 2019  | 640.58   | 139.62   | 6.52                                | 133.50                  | 774.08         |

|   | Present value<br>of obligation-<br>Unfunded<br>(A) | Present value<br>of obligation<br>Funded<br>(8) | Fair value of<br>plan assets<br>(G) | Net amount<br>D=(8)-(C) | Tetal<br>A + B |
|---|--|---|-------------------------------------|-------------------------|----------------|
| 1 April 2019  | 640.58   | 139.62  | 0.12                                | 133.50                  | 774.08         |
| Current service cell.   | 71.12  | 14.73   | - C                                 | 14.73                   | 85.85          |
| Interest expense/(Income)   | 49,46  | 10.52   | 0.46                                | 10,06                   | \$9.52         |
| Tetal amount recognized in profit and loss                                    | 120.58   | 25.25   | 0.46                                | 24,79                   | 145.37         |
| Remasurements   |  |   |                                     | 1.1                     | 2000           |
| Return on plan assets, exclusing amount included in interest expense/(income) |  |   | (1.07)                              | 1,02                    | 1.02           |
| (Galis )/less from change to demographic assumptions                          | (6.52)   |   | -                                   | +                       | (6.52)         |
| (Gain )/less from change in financial assumptions                             | (0,10)   | 8.21  | 100 E                               | 8.21                    | 8.21           |
| Experience (gains)/fones  | 13,88  | (0.56)  |                                     | 12,56)                  | 13.32          |
| Tetal amount recognised in other comprehensive income                         | 7.26   | 7.63  | (1.02)                              | 8.67                    | 15,93          |
| Employer centributiens  | 1.2877   | 1.662   | 14.00                               | (14.00)                 | (14.00)        |
| Benefit payments.   | ÷48,312  | (14.11)   | (14.11)                             | 1.00000                 | (48.11)        |
| 21 March 2020   | 720.30   | 158,40  | 0.45                                | 132.96                  | \$73.27        |
|   |  |   |                                     |                         |                |

#### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

(b) The net liability disclosed above relates to funded and unfunded plans are as follows:

| to a star a partite production and a star a substitution of the second star and the second star | 31 March 2020 | 31 March 2017 |
|---|---------------|---------------|
| Present value of handed obligations   | 154.40        | 139.62        |
| Sale value of play amots  | (5.45)        | (6.12)        |
| Deficit of funded plan  | 152.95        | 133.90        |
| Unharded plans  | 728.30        | 200.66        |
| Deficit of gratuity plan  | 673.25        | 334.16        |
| Add: Amount acquired on acquirition of autordiary   |               | 439.92        |
| Beficit of gratuity plan  | 873.25        | 774.08        |
|   | Bt March 2030 | 31 March 2018 |
| Current Portion   | 64.63         | 39.47         |
| Non-partent portion   | 406,63        | 754.61        |

#### Total

#### (c) Fair value of plan assets at the balance sheet date for defined benefit obligations:

|                       | 31 March 20 | 200 | 31 Harch 2019 |
|-----------------------|-------------|-----|---------------|
| Traurer managed funds | 5.          | 45  | 6.12          |
| Total                 |             | 5   | 6,12          |

#### 00 Significant estimates: Actuarial assumptions and semilihity the significant actuarial assumptions were as follows:

|                    | 31 March 2020 | 31 March 2019 |
|--------------------|---------------|---------------|
| Discourt rain      | 4.42-6.665    | 7.54-4,758    |
| Safary growth rate | 8-6.33        | 8-8.25%       |
| Attrition rate     | 4-9%          | \$-13,953     |

#### (#) Sensitivity analysis

The sensitivity of the defined benefit ebilgation to changes in the weighted principal assumptions is:

|                    |               |               |               | npact on defined I | benefit obligation |               |
|--------------------|---------------|---------------|---------------|--------------------|--------------------|---------------|
|                    | Charge in as  | umptiens      | increase in a | uumptions          | Decrease in a      | aumptions     |
|                    | 31 March 2020 | 31 March 2019 | 31 March 2020 | 31 March 2018      | 31 March 2030      | 31 Harch 2018 |
| Discount rate-     | 7X            | 18            | (72,54)       | (62.56)            | 83.44              | 78,85         |
| Salary grewth rate | 13.           | 1X            | #1,34         | 76,91              | (72.12)            | (62.26)       |
| Atty/tologi raita  | 15            | 15            | (9.65)        | (8.91)             | 10.78              | 10,38         |

The above sensitivity analyses are based on a charge in an assumption while helding all other assumptions contact. In practice, this is unlikely to occur, and charges in some of the assumptions may be constanted. When calculated within the defined benefit, adoptation to equipations the same method process value of the defined benefit, adoptation to equipations the same method process value of the defined benefit, adoptation to each same process the defined benefit, adoptation to each same process the same method process value of the defined benefit, adoptation to each same process the same process period (b) is been applied as when calculating the defined benefit being the table to each same shoet.

The enribods and types of assumptions used in property five sensitivity analysis did net charge compared to the prior period.

#### (f) The reajor categories of plan assets are as follows:

| Γ    |             | 31 March 2020 31 March 2018 |
|------|-------------|-----------------------------|
| - 31 | norese Fund | 5.45 6.12                   |

#### (g) Risk Expensive

These plans typically espoise the Group to actuarial risks such as: investment risk, interest rate risk, langevity risk and salary risk.

#### (I) investment risk

The present value of the defined benefit plan liability to calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bands. If the return an plan asset is below this rate, is will create a plan deficit.

#### (II) Interest rtsk

A docrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

#### (11) Longevity risk

The present value of the defined benefit plan fability is calculated by reference to the best estimate of the metality of plan participants both during and after their employment. An increase in the life experiment of the plan participants will increase the plan's liability.

#### (Iv) Salary risk.

The present value of the defined benefit plan liability is calculated by reference to the nature selance of plan participants. As such, an increase in the selary of the plan participants will increase the plan's liability.

(b) The Group has both funded and unherded gratuity plan. For funded plan, the Group makes contributions to receipted funds in Italia, The Group dees not fully fund the Hability and maintains a target level of funding to be maintained over a period of thre based as estimations of expected patvity payments.



873.25

774.08

(I) Defined benefit liability and employers contributions

Espected contributions to post employment benefits for the year ended March 31, 3021 are Rs. 30.40 lakins for the funded plan.



#### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

The weighted average duration of the projected benefit abligation is 9 years (3) March 2019-7 years) for the funded plan. The weighted average duration of the projected benefit abligation is 9 years (3) March 2019-10 years) for the funded plan. The weighted average duration of the projected benefit abligation is 9 years (3) March 2019-10 years) for the funded plan. The weighted average duration of the projected benefit abligation is 9 years (3) March 2019-10 years) for the funded plan. The weighted average duration of the projected benefit abligation is 9 years (3) March 2019-10 years) for funded plan. The weighted average duration of the projected benefit abligation is 9 years (3) March 2019-10 years) for funded plan. The weight for funded plan. The weight for funded plan. The weight of the context of th

(0) Unfunded

|                      | Bit March 2030 | 31 March 2018 |
|----------------------|----------------|---------------|
| Ist folgoing Year    | 20.14          | 30.63         |
| Ind Fallewing Year   | 37.42          | 30.63         |
| Drd Fallowing Year   | ¥1.25          | 30,39         |
| 4th Fallowing Year   | 61.67          | - 66.16       |
| Sch Following Year   | 録.81           | 123.37        |
| Sum of Years 6 To 10 | \$13,97        | 389.78        |

Funded

|                           | B1 March 2020 | 31 March 2019 |
|---------------------------|---------------|---------------|
| tat Fallawing Year        | (1,57         | 11.58         |
| Ind Fallewing Year        | 7.17          | 6.75          |
| 3rd Fallewing Your        | 7,54          | 11,12         |
| 4th Following Year        | 13.38         | 7,18          |
| 3th Failewing Tear        | 12.65         | 12.24         |
| Sum of Tears & To 10      | 78,18         | 71.01         |
| Sum of Years 11 and above | 166.10        | 570,44        |

#### Note 12: Current and deferred tax

#### Note 12(a) Tax and deferred tax movement

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| (a) Income tax expense  |               | 1             |
| Current tax   |               | 100000        |
| Current tax on profits for the year                                       | 2,093.31      | 1,991.14      |
| Total current tax expense   | 2,093.31      | 1,991.14      |
| Deferred tax  |               |               |
| Decrease / (increase) in deferred tax assets                              | (1,220.55)    | 410.92        |
| (Decrease)/ increase in deferred tax liabilities                          | (1,501.97)    | 1,374.17      |
| Increase on account of acquisition of subsidiary (refer note 12(e ) & 33) | -             | (785.64)      |
| Total deferred tax expense/(benefit)                                      | (2,722.52)    | 999.45        |
| Income tax expense  | (629.21)      | 2,990.59      |
| Disclosed under   |               |               |
| Statement of Profit and Loss  | (627.00)      | 2,995.39      |
| Other Comprehensive Income  | (2.21)        | (4,80)        |
| in Automatic and a state of the Automatic Automatic and the               | (629.21)      | 2,990.59      |

Note 12(b)(I) Reconciliation of tax expense and accounting profit multiplied by India's tax rates:

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Profit from continuing and discontinuing operations after exceptional items and before tax | 9,764.99      | 39,514.82     |
| Statutory income tax rate  | 25.17%        | 34.94%        |
| Statutory income tax   | 2,457.85      | 13,808.06     |
| Differences due to:  |               |               |
| Expenses not deductible for tax purposes   | 243.60        | 63.86         |
| Temporary difference reversed during the tax holiday period                                | 57.74         | 34.96         |
| Non-taxable income   | (2,665,48)    | (12,067.26)   |
| Adjustment of tax relating to earlier periods  | (263.84)      |               |
| Assets created on long term capital loss on sale of subsidiary company                     | (265.23)      |               |
| Change in Income tax rate from 34.94% to 25.17% (GDL)                                      | (132.83)      |               |
| Tax effect on carry forward loss and unabsorbed deprectation                               | (3.40)        | 78.35         |
| Reversal of MAT credit of subsidiary company   | 1.4           | 333.78        |
| Others   | (57.62)       | 48.54         |
| Tøtal tax expense  | (629.21)      | 2,990.59      |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### Note 12(b)(ii) Tax losses;

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Unused tax losses for which no deferred tax asset has been recognised |               | 1,741.44      |
| Potential tax benefit   | 8             | 448.42        |

The unused tax losses were incurred by a subsidiary company which has been sold during the year (Refer note 32(a)).

As on 31 March, 2019, subsidiary company has business losses and unabsorbed depreciation which will expire as follow:

| Net operating losses                   | 10.00    |
|--|----------|
| 2020                                   | 77.26    |
| 2021                                   | 43.90    |
| 2024                                   | 160.77   |
| Unabsorbed depreciation (indefinitely) | 1,459.52 |

Note 12(b)(iii)

Pursuant to the introduction of Section 1158AA of the Indian Income Tax Act, 1961 by the Taxation Laws (Amendment) Ordinance, 2019 which Is effective April 01, 2019, the Group has re-measured its deferred tax balances based on the expected timing of exercising of the option.

#### Note 12(c)

No aggregate amounts of current and deferred tax have arisen in the reporting periods which have not been recognised in statement of profit and loss or other comprehensive income but directly debited/ (credited) to equity.

#### Breakup of MAT Credit Entitlement

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Gateway East India Private Limited - subsidiary company   | 2,054,11      | 2,054.11      |
| Gateway Rail Freight Limited - subsidiary company         | 1,807.18      | 1.0           |
| Gateway Distriparks (Kerala) Limited - subsidiary company | 118.02        |               |
| Total   | 3,979.31      | 2,054.11      |

#### Note 12(d)

(i) Deferred tax assets

|   | 31-March-2020 | 31-March-201 |
|---|---------------|--------------|
| Deferred Tax Liabilities  |               |              |
| Temporary difference between book and tax depreciation          | 1,554,48      | 74,46        |
| Right-of-use assets   | 1,237.27      |              |
| Accrual of income subject to tax only on realisation            | 64,40         |              |
| Total deferred tax liabilities                                  | 2,856,15      | 74.46        |
| Deferred Tax Assets   |               |              |
| MAT Credit Entitlement*   | 3,979.31      | 2,054.11     |
| Adjustment of tax relating to earlier periods                   | 263.84        |              |
| Carry Forward Loss and Unabsorbed Depreciation                  | 32.46         |              |
| Employee Benefits   | 35.01         | 8            |
| Lease liabilities   | 1,600.03      |              |
| Provision for doubtful debts/advances                           | 145.70        | 8            |
| Accrual for expenses allowable as tax deduction only on payment | 2             |              |
| Total deferred tax assets                                       | 6,056,35      | 2,054.11     |
| Net deferred tax assets   | 3,200.20      | 1,979.65     |
|   |               | 1            |

\*Gateway East India Private Limited (GEIPL), Gateway Rafi Freight Limited (GRFL) and Gateway Distriparks (Kerala) Limited (GDKL), subsidiary companies are claiming deduction under section 80IA of the Income Tax Act, 1961 @ 100% on the profits from their business and profession. Subsidiary companies have recognised MAT credit aggregating to Rs. 3,979.31 lakhs as at March 31, 2020 (March 31, 2019: Rs 2054.11 lakhs) which represents that portion of the MAT Liability, the credit of which would be available based on the provision of Section 115JAA of the Income Tax Act, 1961. The group management based on the future projections, business plans and all viable options is confident that there would be sufficient taxable profits in the future to utilise the MAT credit within the stipulated period from the date of origination.

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

(ii) Deferred tax liabilities

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Deferred Tax Liabilities  |               |               |
| Temporary difference between book and tax depreciation          | 352.49        | 2,616.86      |
| Right-of-use assets   | 727.00        |               |
| Dividend Distribution tax on Reserves of Associates             | 559.17        | 569.55        |
| Accrual of income subject to tax only on realisation            | 65.33         | 104.15        |
| Total deferred tax liabilities                                  | 1,703.99      | 3,290.56      |
| Deferred Tax Assets   |               |               |
| MAT Credit Entitlement*   |               | 647.18        |
| Carry Forward Loss and Unabsorbed Depreciation                  |               | 162.79        |
| Sale of assets to Associate                                     | 26.99         | 26,99         |
| Employee Benefits   | 109,09        | 173.76        |
| Lease liabilities   | 769.35        |               |
| Provision for Doubtful Debts/ Advances                          | 107.01        | 320.82        |
| Accrual for expenses allowable as tax deduction only on payment | 307.26        | 72.76         |
| Total deferred tax assets                                       | 1,319.70      | 1,404.30      |
| Net deferred tax assets / ( liabilities)                        | (384.29)      | (1,886.26)    |

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Gateway Rail Freight Limited - subsidiary company         |               | 529.53        |
| Gateway Distriparks (Kerala) Limited - subsidiary company |               | 117.65        |
| Total   | 8             | 647.18        |

As at March 31, 2020, the associate company, Snowman logistics limited, has recognised deferred tax assets on carry forward tax losses of Rs. 4,475.66 lakhs (March 31, 2019: Rs. 5,325.98 lakhs) on the basis of probability of future taxable profits which will be adjusted against the tax losses.

#### Note 12(e) Movement in deferred tax liabilities/assets

\*Breakup of MAT Credit Entitlement

|   | 31-March-2020 | 31-March-2019   |
|---|---------------|---|
| As at 1 April   | (93.39)       | (1,878.47)  |
| Deferred Tax acquired on acquisition of GRFL (refer note 33)  |               | 785.64  |
| Charged/(credited):   |               |   |
| - to profit or loss (including adjustment of tax relating to earlier periods)   | (2,720.31)    | 1,004.25  |
| - to other comprehensive income   | (2.21)        | (4.80)  |
| As at 31 March  | (2,815,91)    | (93,39)   |
| Balance comprises of:   |               |   |
| Deferred Tax Liabilities (Refer 12(d) (ii))   | (384.29)      | (1,886.26)  |
| Deferred Tax Assets (Refer 12(d) (i))   | 3,200.20      | 1,979.65  |
| As at 31 March  | 2,815.91      | 93.39   |
| and the effective of the Astronomy Contract |               | the second se |

#### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 12(f)

(1) Current tax Assets / Liability

| 31-March-2020 | 31-March-2019                         |
|---------------|---------------------------------------|
| 1,261.54      | 841.72                                |
| 2,093.31      | 2,066.30                              |
|               | 253.28                                |
| 3,325.97      | 2,739.40                              |
| 2,494.20      | 1,261.54                              |
|               | 1,261.54<br>2,093.31<br>-<br>3,325.97 |

(2) Disclosures for asset/liability and current tax expense

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| a) Balance Sheet  |               |               |
| Shown under Income tax Assets                                 | 2,494.20      | 1,530.43      |
| Shown under Income tax Liability                              | -             | 268.89        |
| Closing balance   | 2,494.20      | 1,261.54      |
| b) Statement of Profit and Loss [also refer note 12(a) above] |               |               |
| Current tax expense   | 2,093.31      | 1,991.14      |
| Closing balance   | 2,093.31      | 1,991.14      |

#### Note 13: Government Grant

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| As at 1 April                              | 633.71        | 243.49        |
| Addition on account of acquisition of GRFL |               | 442.00        |
| Released to Statement of Profit & Loss     | (134.89)      | (51.79)       |
| As at 31 March                             | 498.82        | 633.70        |
| Non- Current                               | 363.93        | 498.81        |
| Current                                    | 134.89        | 134.89        |
| Total                                      | 498.82        | 633.70        |

Note: Government grants have been received for the purchase of certain items of property, plant & equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Note 14(a): Revenue from operations

| 31-March-2020 | 31-March-2019        |
|---------------|----------------------|
| -             |                      |
| 123,204.99    | 41,551.56            |
| 173.00        | 93.48                |
| 123,377.99    | 41,645.04            |
|               | 123,204.99<br>173.00 |

I. Geographical markets

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Sale of Services - India                    | 123,377.99    | 41,645.04     |
| Total Revenue from Contracts with Customers | 123,377.99    | 41,645.04     |

#### II. Timing of Revenue Recognition

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Services transferred over time              | 123,377.99    | 41,645.04     |
| Total Revenue from Contracts with Customers | 123,377.99    | 41,645.04     |

#### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### III. Contract Balances

|                      | 31-March-2020 | 31-March-2019 |
|----------------------|---------------|---------------|
| Trade Receivables    | 12,976.03     | 12,736.68     |
| Contract Asset       | 815.96        | 538,27        |
| Contract Liabilities | 795.94        | 1,223.36      |
| ontract Liabilities  | /73.79        | 1,443.        |

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract assets relates to revenue earned from container ground storage & handling service. As such, the balances of this account vary and depend on the number of containers available at CFS at the end of the year.

Contract liabilities include short-term advances received to render container handling & transportation services.

#### IV. Reconcillation of Revenue as per Contract Price and as recognized in the Statement of Profit and Loss

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Revenue as per Contract Price               | 127,791.11    | 42,512.66     |
| Less: Discounts and Incentives              | 4,413.12      | 867.62        |
| Total Revenue from Contracts with Customers | 123,377,99    | 41,645.04     |

#### V. Performance Obligation

The performance obligation in respect of services being provided by the Company, are satisfied over a period of time and upon acceptance of the customer. Container will be not cleared from the CFS till the acceptance is provided by the customer for the amount to be receivable for the underlying container. Contracts can be cancelled however the customer are liable to pay the amount of handling and rent for the services which they have availed till the date of cancellation. Payment is generally due upon delivery of services and acceptance of customer. Payments are generally due within 30 to 90 days.

#### (B) Other Operating Revenues

|                                   | 31-March-2020 | 31-March-2019 |
|-----------------------------------|---------------|---------------|
| Export Incentive (SEIS)*          | 5,481.50      | 1,281.38      |
| Rent                              | 341.25        | 134.80        |
| Total Other Operating Revenue (B) | 5,822.75      | 1,416.18      |

\* As at 31 March 2020, the Company has recognised Service Export from India Scheme (SEIS) income under the Foreign Trade Policy of Government of India amounting to Rs.5,481.50 lakhs pertaining to FY 2016-17 to 2018-19. As at 31 March, 2019, Company has recognised SEIS income of Rs.1281.38 lakhs pertaining to FY 2015-16.

| Total Revenue from Operations (A + B) | 129,200.74 | 43,061.22   |
|---------------------------------------|------------|---|
|                                       |            | The second se |

Note 14(b): Other income

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Interest   | 1             |               |
| <ul> <li>From bank on fixed deposits</li> </ul>  | 40.59         | 120           |
| - From financial assets at amortised cost  | 157.88        | 33.72         |
| - On Income tax refund   | 67.78         | 1.0           |
| - From others  | 1.05          | 103.62        |
| Net gain on redemption of Investments or measured at FVPL  | 284.09        | 569.97        |
| Net gain on financial asset measured at FVPL   | 188.31        | 1.4           |
| Unwinding of discount on security deposit  | 4.23          | 1.00          |
| Premium receivable on redemption and unwinding of discount on investment measured at<br>amortized cost | 0.02          | 19            |
| Government Grant (EPCG) (Refer note below)   | 134,89        | 51.79         |
| Liabilities/provisions no longer required written back   | 442.85        | 301.93        |
| Write back of provision for doubtful receivables and accrued income no longer required (net)           | 150,54        | 95.20         |
| Sale of scrap  | 19.86         |               |
| Foreign Exchange Gain (net)  | 11.76         |               |
| Miscellaneous Income   | 251.48        | 15.38         |
| Gain on sale of disposal of assets   | 0.36          | 106.40        |
| Total other income   | 1,755.69      | 1,278.01      |

Note: Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Note 15: Operating expenses

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Incentives and Commissions  | 5,042.79      | 6,397.69      |
| Transportation Charges  | 68,102.05     | 9,506.49      |
| Labour Charges  | 4,743.06      | 4,156.81      |
| Equipment Hire Charges  | 290.47        | 296.58        |
| Surveyors' Fees   | 563.44        | 483.32        |
| Sub-Contract Charges  | 3,175.90      | 3,790.07      |
| Auction Expenses  | 16.99         | 53.04         |
| Purchase of Pallets   | 40.80         | 43.57         |
| Fees on Operations and Management of Punjab Conware's Container Freight Station | -             | 1,993.04      |
| Total operating expenses  | 81,975.50     | 26,720.61     |

#### Note 16: Employee benefit expense

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Salaries, allowances and bonus            | 5,366.31      | 2,062.81      |
| Contribution to provident and other funds | 245.16        | 101.58        |
| Staff welfare expenses                    | 160.03        | 84.23         |
| Leave encashment                          | 59.87         | 62.48         |
| Gratuity (Refer note 11)                  | 145.37        | 52.48         |
| Total Employee benefit expense            | 5,976.74      | 2,363.58      |

#### Note 17: Depreciation and amortisation expense

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Depreciation on Property, Plant and Equipment (Refer note 3) | 9,070.83      | 3,221.19      |
| Depreciation of Right-of-use assets (Refer note 37)          | 3,992.40      | -             |
| Amortisation of Intangible Assets (Refer note 4)             | 265.33        | 35.05         |
| Depreciation and amortisation expense                        | 13,328.56     | 3,256.24      |

#### Note 18: Other expenses

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
| Power and fuel   | 1,854.42      | 842.39        |
| Rent   | 138.42        | 381.06        |
| Rates and taxes  | 696.74        | 377.55        |
| Repairs and maintenance:                                       |               |               |
| - Building/ Yard   | 406.85        | 330.41        |
| - Plant and Equipment  | 962.17        | 418.61        |
| - Others   | 522.42        | 167.92        |
| Insurance  | 814.30        | 242.92        |
| Directors' sitting fees  | 116.00        | 83.66         |
| Customs staff expenses   | 184.21        | 27.57         |
| Printing and stationery  | 129.41        | 59.53         |
| Travelling and conveyance                                      | 655.52        | 245.41        |
| Motor car expenses   | 65.24         | 50.83         |
| Communication  | 130.40        | 57.45         |
| Advertising expenses   |               |               |
| Security charges   | 1,301.60      | 719.22        |
| Legal and professional fees                                    | 745.90        | 747.94        |
| Corporate social responsibility expenditure (Refer note 18(b)) | 295.76        | 126.93        |
| Auditors' remuneration (Refer note 18(a))                      | 84.78         | 83.96         |
| Bad debts  | 37.43         | 21.47         |
| Provision for doubtful debts and advances and ground rent      | 250.08        | 381.93        |
| Loss on sale/ disposal of property plant and equipment         | 44.03         | 8.69          |
| Bank charges   | 78.23         | 16.74         |
| Miscellaneous  | 393.80        | 345.18        |
| Total Other expenses   | 9,907.71      | 5,737.37      |

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

18(a) Details of payments to auditors

|  | 31-March-2020 | 31-March-2019 |
|--|---------------|---------------|
|  |               |               |
| As auditors:                               |               |               |
| a) Audit Fees                              | 40.00         | 42.50         |
| b) Limited review                          | 39.00         | 34.50         |
| In other capacity                          |               |               |
| a) Other services                          | 1.50          | 1.50          |
| b) Reimbursement of out of pocket expenses | 4.28          | 5.45          |
| Total                                      | 84.78         | 83.96         |

#### Note 18(b) Corporate social responsibility expenditure

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Amount required to be spent as per section 135 of the act | 294.09        | 126.74        |
| Amount spent during the year on                           |               |               |
| (i) Construction / acquisition of an asset                | 180.90        | -             |
| (ii) on purposes other than (i) above                     | 114.86        | 126.93        |

#### Note 19: Finance costs

|   | 31-March-2020 | 31-March-2019 |
|---|---------------|---------------|
| Interest and finance charges on financial liabilities at amortised cost | 8,572.43      | 1,237.75      |
| Interest on lease liabilities (Refer note 37)                           | 1,690.14      | -             |
| Interest on Income tax  | 0.36          | 42.00         |
| Total Finance costs   | 10,262.93     | 1,279.75      |

#### Note 20 Fair Value Measurements

(a) Financial instrument by category

|  | 31-/     | March-2020 |                | 31 .     | March 2019 |                |
|--|----------|------------|----------------|----------|------------|----------------|
| Financial Assets                                       | FVPL     | FVOCI      | Amortised cost | FVPL     | FVOCI      | Amortised Cost |
|  |          |            |                |          |            |                |
| Other financial assets- Non Current                    | -        | -          | 3,175.23       | -        | -          | 1,403.59       |
| Investment in Mutual Funds                             | 5,973.39 | -          | -              | 3,976.19 | -          | -              |
| Contract Assets  | -        | -          | 815.96         | -        | -          | 538.27         |
| Trade Receivables                                      | -        | -          | 12,976.03      | -        | -          | 12,736.68      |
| Cash and Cash equivalent                               | -        | -          | 649.03         | -        | -          | 2,925.85       |
| Other Bank Balances                                    | -        | -          | 208.41         | -        | -          | 71.95          |
| Other financial assets- Current                        | -        | -          | 126.31         | -        | -          | 1,662.35       |
| Total Financial Assets                                 | 5,973.39 | -          | 17,950.97      | 3,976.19 | -          | 19,338.69      |
| Financial Liabilities                                  |          |            |                |          |            |                |
| Borrowings- Non Current (including current maturities) | -        | -          | 71,254.06      | -        | -          | 80,544.06      |
| Borrowings- Current                                    | -        | -          | 5,070.25       | -        | -          | 2,624.60       |
| Lease Liabilities (Current and Non-Current)            | -        | -          | 18,643.31      | -        | -          | -              |
| Trade Payables   | -        | -          | 9,147.58       | -        | -          | 7,435.95       |
| Other financial liabilities                            | -        | -          | 299.84         | -        | -          | 550.05         |
| Total Financial Liabilities                            |          | -          | 104,415.04     | -        | -          | 91,154.66      |

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### (i) Fair Value hierarchy

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are (a) recognised and measured fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels as prescribed in the accounting standards. An explanation of each level follows underneath the table.

| Financial assets and liabilities measured at fair value- recurring fair value measurement 31 March 2020          | Notes | Level 1  | Level 2 | Level 3   | Total     |
|--|-------|----------|---------|-----------|-----------|
| Financial Assets   |       |          |         |           |           |
| Financial instrument at FVPL   |       |          | 1       | 1         |           |
| Mutual Fund - Growth Plan  | 5(b)  | 5,973.39 | - 1     | -         | 5,973.39  |
| Total Financial Assets   |       | 5,973.39 | -       | -         | 5,973.39  |
| Financial assets and liabilities measured at amortised cost for which fair values are disclosed at 31 March 2020 | Notes | Level 1  | Level 2 | Level 3   | Total     |
| Financial Assets   |       |          |         |           |           |
| Security deposits  | 5(c)  | · ·      | -       | 760.21    | 760.21    |
| Margin money balances  | 5(c)  | · ·      | -       | 177.26    | 177.26    |
| Bank deposits with original maturity period more than 12 months  | 5(c)  | · ·      | -       | 1,970.60  | 1,970.60  |
| Interest accrued on fixed deposits with Banks  | 5(c)  | · ·      | -       | 120.72    | 120.72    |
| Total Financial Assets   |       | · ·      | -       | 3,028.79  | 3,028.79  |
| Financial Liabilities  |       |          |         |           |           |
| Borrowings (including current maturities)  | 8(a)  | · ·      | -       | 71,254.06 | 71,254.06 |
| Borrowings- Current  | 8(b)  | · ·      | -       | 5,070.25  | 5,070.25  |
| Total Financial Liabilities  |       | -        | -       | 76,324.31 | 76,324.31 |
| Financial assets and liabilities measured at fair value- recurring fair value measurement 31 March 2019          | Notes | Level 1  | Level 2 | Level 3   | Total     |
| Financial Assets   |       |          |         |           |           |
| Financial instrument at FVPL   |       |          |         |           |           |
| Mutual Fund - Growth Plan  | 5(b)  | 3,976.19 |         | -         | 3,976.19  |
| Total Financial Assets   |       | 3,976.19 | -       | •         | 3,976.19  |
| Financial assets and liabilities measured at amortised cost for which fair values are disclosed at 31 March 2019 | Notes | Level 1  | Level 2 | Level 3   | Total     |
| Financial Assets   |       |          |         |           |           |
| Security deposits  | 5(c)  |          |         | 771.59    | 771.59    |
| Margin money balances  | 5(c)  |          |         | 302.86    | 302.86    |

| Margin money balances   | 5(C) | - | - | 302.86    | 302.86    |
|---|------|---|---|-----------|-----------|
| Bank deposits with original maturity period more than 12 months |      |   |   | 356.61    | 356.61    |
| Interest accrued on fixed deposits with Banks                   | 5(c) | - | - | 18.57     | 18.57     |
| Total Financial Assets  |      | - | - | 1,449.63  | 1,449.63  |
| Financial Liabilities   |      |   |   |           |           |
| Borrowings (including current maturities)                       | 8(a) | - | - | 80,544.06 | 80,544.06 |
| Borrowings- Current   | 8(b) | - | - | 2,624.60  | 2,624.60  |
| Total Financial Liabilities                                     |      | - | - | 83,168.66 | 83,168.66 |

Except for those financial assets/liabilities mentioned in the above table, the group considers that the carrying amounts recognised in the financial statements approximate their fair values. For financial assets that are measured at fair value, the carrying amounts are equal to the fair values.

Level 1 - Level 1 Hierarchy includes financial instruments measured using quoted price. This includes listed equity instruments ,traded bonds mutual fund that have quoted price. The mutual funds are valued using the closing NAV.

Level - 2 The fair value of financial instruments that are not traded in an active market (for example trade bond, over-the-counter derivatives ) is determined using valuation technique which maximise the use of observable market data and rely as little as possible on entity -specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level-2.

Level -3 If one or more of the significant inputs is not based on observable market data, the instrument is include in level 3.

There are no transfers between level 1 and level 2 during the year.

The fair values of investment in margin money and non current borrowings were calculated based on cash flows discounted at current lending rate/ borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, includings own credit risk.

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### (ii) Valuation technique used to determine fair value

Specific valuation technique used to value financial instruments include:

1) The mutual funds are valued using closing NAV available in the market.

2) The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

|   | Notes | 31-Marc            | h-2020     | 31 March 2019      |            |
|---|-------|--------------------|------------|--------------------|------------|
|   |       | Carrying<br>Amount | Fair Value | Carrying<br>Amount | Fair Value |
|   |       |                    |            |                    |            |
| Financial Assets                          |       |                    |            |                    |            |
| Security deposits                         | 5(c)  | 760.21             | 761.61     | 771.59             | 767.60     |
| Total Financial Assets                    |       | 760.21             | 761.61     | 771.59             | 767.60     |
|   |       |                    |            |                    |            |
| Financial Liabilities                     |       |                    |            |                    |            |
| Borrowings (including current maturities) | 8(a)  | 71,254.06          | 67,605.47  | 80,544.06          | 79,345.46  |
| Borrowings- Current                       | 8(b)  | 5,070.25           | 5,070.25   | 2,624.60           | 2,624.60   |
| Total Financial Liabilities               |       | 76,324.31          | 72,675.72  | 83,168.66          | 81,970.06  |

The carrying amounts of investments, trade receivables, cash and cash equivalent, other bank balances, other financial asset, trade payables and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

#### (b) Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

#### Note 21 Financial Risk Management

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group is exposed to market risk, liquidity risk and credit risk.

The Group's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group are accountable to the Board of Directors and the Audit Committee. This process provides assurance to the Group's senior management that the Group's financial risk taking activities are governed by appropriate policies and procedures and that the financial risks are identified, measured and managed in accordance with the Group policies and Group risk objective. In the event of crisis caused due to external factors such as by the recent pandemic "COVID-19", the management assesses the recoverability of its assets, maturity of its liabilities to factor it in cash flow forecast to ensure that there is enough liquidity in these situations through internal and external source of funds.

| Risk                        | Exposure arising from  | Measurement                      | Management  |
|-----------------------------|--|----------------------------------|---|
| Credit risk                 | Cash and cash equivalent, trade<br>receivable, financial assets<br>measured at amortised cost. | Aging analysis and credit rating | Diversification of bank deposit<br>and credit limits                            |
| Liquidity risk              | Borrowings and other liabilities   | Rolling cash flow forecast       | Availability of bank credit lines<br>and borrowings facilities (cash<br>credit) |
| Market risk -interest rate  | Long-term borrowings at variable rates   | Sensitivity Analysis             | Monitoring and shifting<br>benchmark interest rates*                            |
| Market risk -Security price | Investment in mutual fund  | Sensitivity Analysis             | Portfolio diversification   |

\* There is no shifting of benchmark interest rates during the year

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### (A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligation 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 investing activities, including deposits with bank and financial institution and other financial instruments.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. Other factors of default are determined by considering the business environment in which the Group operates and other macro-economic factors. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as: adverse changes in business, changes in the operating results of the counterparty, change to the counterparty's ability to meet its obligations etc. Financial assets are written off when there is no reasonable expectation of recovery.

#### (i) Credit Risk Management

#### Financial instruments and cash deposits

The Group maintains exposure in cash and cash equivalents, term deposits with banks and investments in mutual funds. The Group has diversified portfolio of investment with various number of counter-parties which have good credit ratings, good reputation and hence the risk is reduced. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Group. For banks and financial institutions, only high rated banks/institutions are accepted.

The Group's maximum exposure to credit risk as at 31 March 2020 and 31 March 2019 is the carrying value of each class of financial assets as disclosed in note 5.

#### Trade receivables and other financial assets

Trade receivables are typically unsecured and are derived from revenue earned from customers. Other financial assets are unsecured receivables. It comprises of margin money with the bank, utility deposits with the government authorities and accrued income on containers lying at the warehouse/yard but have not been invoiced.

Credit risk has been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables and other financial assets. There are no significant credit risk pertaining to margin money and utility deposits of the Trade Receivables balance as at 31 March 2020, the top 5 customers of the Group represent the balance of Rs. 5719.38 lakhs (31 March 2019-Rs. 5,817.23 lakhs). There are no customer who represent more than 5% of total balance of Trade Receivables.

Total maximum credit exposure on trade receivable as at 31 March 2020 is Rs. 14,530.74 lakhs (31 March 2019 is Rs. 14,231.00 lakhs).

#### The amount of Trade receivable outstanding as at 31 March 2020 & 31 March 2019 is as follows:

|                | •         |          |          |          |         |                       |           |
|----------------|-----------|----------|----------|----------|---------|-----------------------|-----------|
|                | 0-30 days | 30-60    | 60-90    | 90-180   | 180-365 | More than 365<br>days | Total     |
| March 31, 2020 | 6,562.76  | 4,301.45 | 1,332.12 | 937.98   | 259.44  | 1,136.99              | 14,530.74 |
| March 31, 2019 | 6,807.16  | 3,701.85 | 1,228.46 | 1,132.34 | 307.89  | 1,053.30              | 14,231.00 |

#### (ii) Reconciliation of loss allowances provision - Trade Receivables and contract asset

|  | Trade receivables | Contract Assets |
|--|-------------------|-----------------|
| Loss Allowances on 1 April 2018                  | 601.77            | 2.04            |
| Bad debt written off                             | (367.53)          | -               |
| Increase on account of Acquisition of Subsidiary | 951.26            | 77.05           |
| Provision provided/(reversed) for the year       | 308.82            | (1.05)          |
| Loss Allowances on 31 March 2019                 | 1,494.32          | 78.04           |
| Bad debt written off                             | (37.43)           | -               |
| Provision provided/(reversed) for the year       | 97.82             | (6.28)          |
| Loss Allowances on 31 March 2020                 | 1,554.71          | 71.76           |

#### (B) Liquidity Risk

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they become due. The group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the group has unutilized credit limits with banks.

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### (ii) Financing arrangements

The group had access to the following undrawn borrowing facilities at the end of the reporting period:

|   | 31-March-2020 | 31 March 2019 |
|---|---------------|---------------|
| Floating Rate   |               |               |
| Expiring within one year (Bank overdraft, term loan & other facilities) | 5,531.52      | 8,848.52      |
| Expiring beyond one year(Bank loans)                                    | -             | -             |
| Total   | 5,531.52      | 8,848.52      |

These Working capital facilities are payable on demand and available for a period of 12 months and can renewed by the bank thereafter.

#### (ii) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity grouping based on their contractual maturities for all non- derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances as the impact of discounting is not significant.

#### 31 March 2020

|  | Less than 1 Year | 1 - 2 Years | 2 Year and<br>Above | Total      |
|--|------------------|-------------|---------------------|------------|
| Non - Derivative                       |                  |             |                     |            |
| Borrowings                             | 10,957.73        | 27,349.27   | 40,688.32           | 78,995.32  |
| Trade payables                         | 9,147.58         | -           | -                   | 9,147.58   |
| Other Financial Liabilities            | 299.84           | -           | -                   | 299.84     |
| Lease liabilities (undiscounted value) | 4,903.02         | 4,611.81    | 18,242.26           | 27,757.09  |
| Total Non derivative liabilities       | 25,308.17        | 31,961.08   | 58,930.58           | 116,199.83 |

#### 31 March 2019

|  | Less than 1 Year | 1 - 2 Years | 2 Year and<br>Above | Total      |
|--|------------------|-------------|---------------------|------------|
| Non - Derivative                       |                  |             |                     |            |
| Borrowings                             | 17,147.67        | 12,782.28   | 83,142.21           | 113,072.16 |
| Trade payables                         | 7,435.95         | -           | -                   | 7,435.95   |
| Other Financial Liabilities            | 605.94           | -           | -                   | 605.94     |
| Lease liabilities (undiscounted value) | -                | -           | -                   | -          |
| Total Non derivative liabilities       | 25,189.56        | 12,782.28   | 83,142.21           | 121,114.05 |

The possibility of payment arising from financial guarantee given on behalf of jointly controlled entity is remote.

#### (C) Market Risk

#### (i) Foreign currency risk

(a) Foreign currency exposure

|                                  | 31-March-2020<br>EUR<br>(lakh) | 31-March-2019<br>EUR<br>(lakh) |
|----------------------------------|--------------------------------|--------------------------------|
| Financial liabilities            |                                |                                |
| Buyers credit                    | -                              | 492.98                         |
| Net exposure to foreign currency | -                              | 492.98                         |

| (b) Foreign currency exposure               |               |               |
|---|---------------|---------------|
| Particulars                                 | 31-March-2020 | 31 March 2019 |
| Eur Sensitivity                             |               |               |
| Rs./EUR-Increase by 10% (31 March 2019-Nil) | -             | (31.43)       |
| Rs./EUR-Decrease by 10% (31 March 2019-Nil) | -             | 31.43         |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### (ii) Cash Flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the group to cash flow interest rate risk. (a) Interest Rate risk exposure

The exposure of the group's borrowings to interest rate changes at the end of the reporting period are as follows.

| Particulars              | 31-March-2020 | 31 March 2019 |
|--------------------------|---------------|---------------|
|                          |               |               |
| Variable Rate Borrowings | 18,207.02     | 23,359.67     |
| Fixed Rate Borrowings    | 58,117.29     | 59,808.99     |
| Total Borrowings         | 76,324.31     | 83,168.66     |

#### (b) Sensitivity

Profit or loss and equity is sensitive to higher /lower interest expense from variable rate borrowings as a result of changes in interest rates. Impact on profit after tax of increase/ decrease of 100 basis points in interest is as follows:

|  | Increase / (Decrease) |               |
|--|-----------------------|---------------|
|  | 31-March-2020         | 31 March 2019 |
|  |                       |               |
| Interest Rate - increase by 100 basis point* | (135.43)              | (160.52)      |
| Interest Rate - decrease by 100 basis point* | 135.43                | 160.52        |
|  |                       |               |

#### \* Holding all other variable constant

(iii) Price risk

#### (a) Exposure

The group's exposure to Investments arises from investment held by the group in mutual funds and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the group.

#### (b) Sensitivity

| Particulars   | Impact on profit after tax |               |
|---|----------------------------|---------------|
|   | 31-March-2020              | 31 March 2019 |
| Net Asset Value - Increase 10% (31 March 2019 10%)* | 388.69                     | 258.68        |
| Net Asset Value - Decrease 10% (31 March 2019 10%)* | (388.69)                   | (258.68)      |

\*Profit & equity for the period would increase/ decrease as a result of gains/ losses on investments classified at fair value through profit or loss.

#### Note 22 Capital Management

The group considers the following components of its Balance Sheet to be managed capital:

Total equity as shown in the balance sheet includes retained profit and share capital.

The group aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

The capital components of the group is as given below:

| Particulars   | 31-March-2020 | 31 March 2019 |
|---|---------------|---------------|
| Total Equity  | 132,735.19    | 133,155.89    |
| Debt (including current and non current borrowings) | 76,324.31     | 83,168.66     |
| Cash and Cash equivalents (Note 5(e))               | 649.03        | 2,925.85      |
| Debt/Equity Ratio                                   | 0.58          | 0.62          |
| Gearing Ratio                                       | 0.57          | 0.60          |

#### (i) Loan covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the following financial covenants:

(a) Total debt/TNW not to exceed 1.05 times;

(b) Debt to EBIDTA ratio not to exceed 3.35 times

(c) Until the ocurence of A1 redemption event, GDL, GRFL and reference entities and other subsidiaries shall not without prior written approval of Debenture trustee, incur, in aggregate additional indebtedness in excess of Rs. 125 Crores

The Group has complied with these covenants. As at March 31, 2020, compliance of covenants are as follows:

(a) Total Debt / TNW 0.57 (31 March 2019: 0.62)

(b) Debt Service coverage ratio is 1.87 (31 March 2019: 5.02)

(c) GDL, GRFL and reference entities and other subsidiaries have not incurred in aggregate additional indebtedness in excess of Rs. 125 Crores

#### In case of Holding Company - Gateway Distriparks Limited

Under the terms of the major borrowing facilities, the Holding Company is required to comply with the following financial covenants:

- (a) Debt Service Coverage Ratio should not fall below 1.25 times;
- (b) Total debt/ Total net worth (TNW) not to exceed 1 time.

(c) Until the occurrence of A1 redemption event, the Company shall not incur any additional debtedness (except working capital debt) in excess of Rs. 35 Crores.

The Holding Company has complied with these covenants. The ratios are as follows:

(a) Debt Service coverage ratio was 1.75 times (31 March 2019: 2.92 times);

(b) Total Debt / TNW is 0.79 (31 March 2019: 0.85)

(c) The Company has not incurred any additional indebtedness.

#### In case of subsidiary company - Gateway Rail Freight Limited

Under the terms of the major borrowing facilities, the subsidiary company is required to comply with the following financial covenants:

(a) Total Outside Liabilities to Total Net worth should be maximum 1

- (b) Minimum DSCR of 1.13 times
- (c) Fixed Asset Cover ratio should be greater than 1.9 times
- (d) Financial projections to be met with 10% variations
- The subsidiary company has complied with these covenants. The ratios are as follows:

(a) Total Outside Liabilities to Total Net worth should be maximum 0.57

(b) DSCR is 3.11 times

(c) Fixed Asset Cover ratio is 5.89 times

(d) Achieved budget with 10% increment

#### (ii) Dividends

|  | 31-March-2020 | 31 March 2019 |
|--|---------------|---------------|
| (i) Dividend   |               |               |
| Interim Dividend paid during Financial Year 2019-20-Rs. 4.50 per fully paid equity share for year ended 31 March 2020 and final dividend of Rs. 4.50 per fully paid equity share for the year ended 31 March 2019                    | 9,785.52      | 4,349.12      |
| (Interim Dividend paid during Financial Year 2018-19-Rs. Nil per fully paid equity share for year<br>ended 31 March 2019 and final dividend of Rs. 4 per fully paid equity share for the year ended 31<br>March 2018)                |               |               |
| (ii) Dividend not recognised at the end of the reporting period  |               |               |
| In addition to the above dividends, since the year end, the Company has not declared any dividend<br>on fully paid equity share for the Financial Year 2019-20 (For Financial Year 2018-19 - Rs. 4.5 per<br>fully paid equity share) | -             | 4,892.76      |

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### Note 23 Contingent Liabilities

#### (i) The Group had contingent liabilities at 31 March 2020 and 31 March 2019 in respect of:

|  | 31-March-2020     | 31 March 2019    |
|--|-------------------|------------------|
| Guarantees excluding financial guarantees:   |                   |                  |
| Bank Guarantees and Continuity Bonds executed in favour of The President of India<br>through the Commissioners of Excise and Customs and Sales Tax   | 506,374.47        | 469,269.44       |
| Bank Guarantee and Continuity Bonds issued in favour of Punjab State Container and<br>Warehousing Corporation Limited in respect of Operations and Management Contract<br>of their CFS at Dronagiri Node, Nhava Sheva. | 26,007.00         | 31,255.00        |
| Financial Guarantees:  |                   |                  |
| Corporate guarantees issued in favour of banks, financial institutions and State<br>Industrial Development Corporation for loans taken by subsidiaries (at carring value).   | 5,700.65          | 7,975.59         |
| Claims made by the parties not acknowledged as debts:  |                   |                  |
| In case of Company (GDL)   |                   |                  |
| - Container Corporation of India [Refer (a) below]   | Not Ascertainable | Not Ascertainabl |
| - Others   | 17.00             | 17.00            |
| Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts [Refer Note (b) below]   | 11,764.49         | 11,764.49        |
| Claim from Customs [Refer Note (c) below]  | 367.26            | 521.16           |
| Disputed claims at District Consumer Redressal Forum related to fire at Punjab<br>Conware CFS [Refer Note (d) below]   | 46.23             | 46.23            |
| Disputed Service Tax Claims (including penalty and excluding interest) in respect of<br>Goods Transport Agency Services [Refer Note (e) below]   | 382.32            | 382.32           |

- (a) The Company ("GDL") and its subsidiary company, Gateway Rail Freight Limited ("GRFL") are involved in an arbitration proceeding with Container Corporation of India Limited ("Concor") in respect of agreements entered into by the parties for operation of container trains from the Inland Container Depot and Rail siding at Garhi Harsaru, Gurgaon. Concor has raised claims on GDL and GRFL on various issues in respect to the aforesaid agreements. Based on legal opinion, the Management has taken a view that these claims are at a preliminary stage and the question of maintainability of the alleged disputes as raised by Concor under the aforesaid agreements is yet to be determined and are not sustainable. Pending conclusion of the arbitration, the parties are maintaining "status quo" in respect of the operations at Garhi Harsaru, Gurgaon.
- (b) Deputy Commissioner of Income Tax had issued orders under Section 143(3) of the Income Tax Act, 1961 of India ("the Income Tax Act"), for the Assessment Years 2008-2009 to 2014-2015, disallowing the claim of deduction by the Company under Section 80-IA(4)(i) of the Income Tax Act upto Assessment year 2011-2012, other expenses and Minimum Alternate Tax Credit and issued notices of demand under Section 156 of the Income Tax Act for recovery of additional income tax and interest (after considering rectification order under Section 154 of the Income Tax Act for Assessment Year 2012-2013 and 2014-2015) aggregating Rs. 7,304.15 lakhs and initiated proceedings to levy penalty. On appeal filed by the Company against the assessment orders, Commissioner of Income Tax (Appeals) had allowed the aforesaid deductions, except for claim of deduction of other expenses aggregating Rs. 30 lakhs for the Assessment Years 2008-2009 to 2011-2012. The Deputy Commissioner of Income Tax had appealed with Income Tax Appellate Tribunal against the aforesaid orders of Commissioner of Income Tax (Appeals) for the Assessment Years 2008-2009 to 2010-2011, which has been decided in favour of the Company. Income Tax Department has filed an appeal with Bombay High Court against the order of Income Tax Appellate Tribunal for Assessment Years 2008-2009, which is pending for hearing. The Company has filed appeal against the order for the Assessment Years 2012-2013 to 2014-2015 with the Commissioner of Income Tax (Appeals) which has been decided in favour of the Company. The Deputy Commissioner of Income Tax had appealed with Income Tax Appellate Tribunal against the aforesaid orders of Commissioner of Income Tax Appellate Tribunal for Assessment Years 2012-2013 and 2014-2015 with the Commissioner of Income Tax (Appeals) which has been decided in favour of the Company. The Deputy Commissioner of Income Tax had appealed with Income Tax Appellate Tribunal against the aforesaid orders of Commissioner of Income Tax had appealed with Income Tax Appel

Deputy Commissioner of Income Tax had issued notices under Section 148 of the Income Tax Act, proposing to re-assess the Income for Assessment Years 2004-2005 to 2007-2008, disallowing the deduction under Section 80-IA(4)(i) of the Income Tax Act amounting to Rs. 4,460.34 lakhs. The Company has filed a Writ petition against the notices with the Bombay High Court. The Bombay High Court has granted Ad Interim Stay against the notices.

Based on Lawyer and Tax Consultant's opinion, the Management is of the opinion that the Company is entitled to aforesaid deductions and claims and hence, no provision for the aforesaid demand/notices has been made till 31 March, 2020.

(c) In response to the letter dated 25 February, 2016, from the Principal Commissioner of Customs (G), the Company had deposited under protest an amount of Rs. 521.16 lakhs, pending final determination of the liability, in terms of the supertnama that covered the container no. CRX 3218782 comprising 15,390 KG of Red Sanders, which were unauthorizedly removed from the Punjab Conware CFS in December 2015. The Commissioner of Customs, NS-General, Mumbai Zone II, JNCH had vide order dated 25 June 2019 appropriated Rs. 153.90 lakh towards value of stolen confiscated goods. levied penalty Rs. 1.50 lakh, which was paid by the company. The balance amount of Rs. 367.26 lakh is recoverable from customs.

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

(d) There was a fire in January 2010 at the warehouse of Punjab Conware CFS, in which cargo belonging to customers was damaged. These customers filed claims for damages with the District Consumer Redressal Forum, Raigad, which gave judgement in their favour. The Company has filed appeals with the State Consumer Dispute Redressal Commission, after making deposit of Rs.46.23 lakhs. The matter is pending before the State Consumer Dispute Redressal Commission.

(e) The Commissioner of Service Tax, Mumbai had raised show-cause notices / demands for service tax under category "Goods Transport Agency" for the period 2005-2006 to 2011-2012. On appeal filed by Company, Customs Excise and service tax Appellate Tribunal (CESTAT), Mumbai, vide order dated 7 May, 2013 remanded back the matter for fresh hearing. The Commissioner of Service tax, Mumbai has issued an order issued on 5 December, 2016 confirming the demand of Rs. 382.32 lakhs and interest under section 75 and penalty under section 76, 77 & 78 of Finance Act. The Company has filed an appeal with CESTAT, Mumbai on 6 March, 2017, contesting the demand on the grounds that the service tax was already paid under cargo handling services on the same transport of cargo at full rate, the transport cost of other units at Gurgaon and Punjab Conware CFS were wrongly included, no credit was given for service tax under Goods transport agency and that the figures of trailer cost / depreciation in the order were incorrect. In view of the acceptance of Company's contentions on certain points in the cross objection filed by the department, as indicated in the earlier CESTAT order dated 7 May, 2013, the management is of the opinion that no provision is required to be made in respect of the aforesaid demand.

#### (ii) In case of subsidiary company: Gateway Rail Freight Limited

Claims made by the parties not acknowledged as debts:

|     |   | 31-March-2020   | 31 March 2019                           |
|-----|---|---|---|
|     | Northern Railway (Refer note (a))                                   | 148.94  | 148.94                                  |
| (a) | The Railway Authorities had deducted Rs. 148.94 Lakhs towards Sidir | g & Shunting charges for financial year 2010-11, howeve | er letter has been received in April'13 |

from Railway Authorities that the deducted ks. 140.94 takis towards stoling a situlting charges for infancial year 2010-11, however tetter has been received in April 13 from Railway Authorities that the deduction made by Railways is not justified and will be refunded back to the company. However till now the Company has not received the money, hence the same has been disclosed as 'Claims made by the parties not acknowledged as debts'. The matter is under arbitration.

(b) The Company has accounted for the benefits available under Service Exports from India Scheme (SEIS) amounting to Rs.10,068.78 lakhs for the financial years 2015-16 to 2017-18. During the year, the Company has received a notice dated November 11, 2019 from Additional Director General of Foreign Trade [ADGFT] questioning SEIS benefits for the aforesaid financial years.

The Company has submitted its response dated January 31, 2020 to ADGFT and backed by legal opinion, believes that the SEIS scrips for aforesaid financial years were correctly availed by the Company in terms of the provisions of FTP 2015-20 and accordingly no provision has been made in the books of accounts.

#### (iii) In case of subsidiary company: Gateway East India Private Limited

Claims made by the parties not acknowledged as debts:

|            |           |       |         |             |            |       |         |    |     |        | 31-March-2020 | 31 March 2019 |
|------------|-----------|-------|---------|-------------|------------|-------|---------|----|-----|--------|---------------|---------------|
| Disputed   | Income    | Tax   | Claims  | (including  | Interest   | and   | Penalty | to | the | extent | 1,094.73      | 953.43        |
| ascertaina | able) not | ackno | wledged | as debts [R | lefer note | belov | ~]      |    |     |        |               |               |

Deputy Commissioner of Income Tax had issued orders under Section 143(3) of the Income Tax Act, 1961 of India ("the Income Tax Act"), for the Assessment Years (A.Y.) 2011-2012 to 2014-15 disallowing the claim of deduction by the Company under Section 80-IA(4)(i) of the Income Tax Act and other expenses and further issued notices of demand under Section 156 of the Income Tax Act for recovery of additional income tax and interest aggregating Rs. 659.10 lakhs and initiated proceedings to levy penalty.

Basis the appeal filed by the Company against the aforesaid order for A.Y. 2011-2012 to 2014-2015, Income Tax Appellate Tribunal had allowed the aforesaid deductions. The Deputy Commissioner of Income Tax has appealed with Honourable High Court of Andhra Pradesh for A.Y. 2011-12 & 2013-14. The Income Tax department has not gone on appeal against orders of A.Y. 2012-13 & 2014-15. Pending conclusion of the appeal, the Company has deposited Rs. 13 lakhs & Rs. 15 lakhs against demand for A.Y. 2011-12 & A.Y. 2012-13 till March 31, 2020.

For A.Y. 2017-18, Company has received a demand u/s 156 of the Income tax Act 1961 for Rs. 435.63 lakhs against which Company has gone into appeal with CIT (A) Vishakhapatnam.

Based on ITAT order for the A.Y. 2011-12 to 2014-15, which are in favour of the Company and the Honourable Delhi High Court judgment in the case of Container Corporation of India, the Company believes that it has a good case and are entitled to deduction under section 80-IA(4)(i) of the Income Tax Act 1961.

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### (iv) In case of subsidiary company: Gateway Distriparks (Kerela) Limited

(a) Company entered into a joint venture with PACE CFS since it had an ICD license on 29-09-2007 for a period of 3 years. Company had given a security deposit of Rs 150 Lakhs to PACE as a part of the agreement and against which PACE CFS created an equitable mortgagee on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds.

The joint venture operation with Pace CFS Private Limited was terminated on 28.09.2010.

PACE CFS Private Ltd had initiated arbitration proceedings against the company claiming a sum of Rs. 137.17 Lakhs.

The Company has filed a recovery suit in response to suit filed by its joint venture partner in Sub Court Chertala for a total Sum of Rs.2085.00 Lakhs, being value of security deposit and interest thereon.

The learned Arbitrator by his award dated 25-08-2015 allowed the claim of M/s. Pace CFS in part and dismissed the counter claim of company. It was held that Ms. Pace CFS is entitled to an amount of Rs. 0.89 Lakhs /- towards minimum remuneration and that they are entitled to be adjusted against the deposit made. Challenging the award of the Arbitrator two applications have been filed before the District Court, Ernakulam as Arb. 0.P. No. 1362/ 15 and 13631/15. Both the appeals have been admitted and the same has been posted for hearing.

The security deposit of Rs. 150.00 Lakhs given to Pace CFS Private Limited is considered as good and recoverable in spite of disputes between joint venture partner and based on legal advice management is of the opinion that no provision is required to be made in respect of the aforesaid case.

b) Company had given a security deposit of Rs 150 Lakhs to PACE as a part of JV agreement against which PACE CFS created an equitable mortgage on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds. The legal owner of the property, Mrs. Rajamani Amma, filed a suit seeking a declaration that the sale deeds have been collected by company from co- operative Bank, Kollam not to create any mortgage and that company is liable to return the title deeds. An Injunction is also sought against M/s. GDKL from proceeding against the property on the basis of equitable mortgage purported to have been created. The written statement has been field in the said case controverting the allegations in the plaint.

Mrs. Rajamani Amma died on 23-08-2014, whereby, an application was filed by one Rajan Pillai Foundation alleging that smt. Rajamani Amma had executed a Will making the foundation a legatee under the Will. The Munsiffs Court Cherthala allowed the application on 25-07-2016 without considering any of the issues. A Revision Petition was filed by company before the Honble High court of Kerala as C.R.P. 35612016. The revision was allowed in favour of company on 20-02- 2017. The suit is pending before the Cherthala Court.

During current year, In June 2019 quarter, witness hearing has been ordered against which one month stay has been issued. As per the managment, there will be no implication on the company.

(c) During 2016-17, Cochin port trust raised a demand for additional lease rent amounting to Rs. 90.18 lakhs for delay in completion of construction. As per the Cochin Port Trust, construction was completed on 05 December 2014 however the same was completed by 20-10-2012.

The comany has filed a reply stating that the construction has been completed within time and no liability should arise. Further, no proceedings have been initiated by the Cochin Port Trust and the matter remains status quo.

During current year, In Oct 2019, File has been placed to the Cochin Port Trust Chairman and he passed order in favour of the Company. The authority has decided to withdraw the additional lease rent of Rs 90 lakhs.

Management is of the opinion that no provision is required to be made in respect of the aforesaid case.

(d) The company had paid Rs. 695.97 Lakhs as upfront premium at the time of obtaining leasehold right on leasehold land. This leasehold land is used for the business of the compay. Company has capitalized the same as intangible assets as per Income Tax Act and claimed depreciation @25%.

The Principal Commissioner of Income Tax ("PCIT') has initiated the revisionary proceedings under Section 263 of the Act in so far as it relates to allowance of the depreciation claimed on lease premium paid for acquisition of land under Section 32(1)(ii) of the Act disallowing the depreciation claimed.

Company is carrying brought forward losses and depreciation of Rs. 350 lakhs and have 80IA exemption available, hence there will be no financial impact.

Litigation is under process and management believes that demand is not tenable. ITAT has decided against the Company. Company has filled appeal against order of ITAT in High Court in Jan'19. During current year in June 2019 quarter, Case has been admitted and awaiting case listing dates.

Management is of the opinion that no provision is required to be made in respect of the aforesaid case.

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### Note 24 Segment Information:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the group. The group has identified one reportable segment "Inter modal Logistics" i.e. based on the information reviewed by CODM. Thus, the segment revenue, segment results, total carrying amount of segment assets and segment liabilities is as reflected in these financial statement as of and for the year ended 31 March, 2020.

#### (a) Description of segments and principal activities

The Group is engaged in business of Inter modal logistics. It provides container logistics solution between major Indian ports and Inland Container Depots (ICD) by providing rail services for Export, Import and Domestic containerised cargo, integrated with road transportation, transit and bonded warehousing, refrigerated container facilities and other value added services. It also operates Container Freight Stations, which are common user facilities located at various sea ports, offering services for handling (including related transport), temporary storage of import / export laden and empty containers and cargo carried under customs control.

#### (b) Segment revenue/results

The group operates as a single segment. The segment revenue is measured in the same way as in the statement of profit or loss.

| Segment - Container Freight Station   | 31-March-2020 | 31 March 2019 |
|---|---------------|---------------|
| Segment revenue   | 129,200.74    | 43,061.22     |
| Segment results   |               |               |
| Profit before share of net profits of investments accounted for using equity method and tax | 9,504.99      | 4,981.68      |
| Add: Share of net profit of joint venture accounted for using equity method                 | -             | 6,091.50      |
| Exceptional Income  | 808.39        | 28,047.98     |
| Less: Tax expenses  | 627.00        | (2,995.39)    |
| Net profit after tax  | 10,940.38     | 36,125.77     |

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

| Revenue from external customers | 31-March-2020 | 31 March 2019 |
|---------------------------------|---------------|---------------|
| India                           | 129,200.74    | 43,061.22     |
| Outside India                   | -             | -             |

No customer individually contributes to more than 10% of the revenue

| Segment assets and Segment liabilities | 31-March-2020 | 31 March 2019 |
|--|---------------|---------------|
| Segment assets - India                 | 243,656.48    | 232,653.63    |
| Segment liabilities - India            | 111,985.59    | 100,473.33    |

#### Note 25 Commitments

#### a) Capital Commitments:

Estimated amount of contracts [net of Capital Advances Nil (31 March 2019 Rs. 1.40 lakh] to be executed on capital account, and not provided for is Rs.461.45 lakhs (31 March 2019: Rs. 699.14 lakhs).

#### b) Operating leases

Refer to note 37 for the details of Group's transition to Ind AS 116 "Leases". Commitments disclosed as non cancellable operating leases as Ind AS 17 "Leases" have been recorded as Leases Liabilities from April 1, 2019, with the exemption of short term and low value leases. Refer to note 37 for the maturity profile of Group's lease liabilities.

The aggregate amount of minimum lease payments under non cancellable operating leases at March 31, 2019, prepared and recorded under Ind AS 17 "Leases" were as follows:

|   | 31 March 2019 |
|---|---------------|
| Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as |               |
| follows   |               |
| Within one year   | 333.72        |
| Later than one year but not later than five years   | 1,366.88      |
| Later than five years   | 4,854.06      |
| Total   | 6,554.66      |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### Note 26 Related Party Transactions

#### (i) Subsidiaries

Interests in subsidiaries are set out in note 35

#### (ii) Associate / Joint Venture

Interests in associate/ joint venture are set out in note 35

- (iii) Entitities in which enterprise have a significant control or entity in which directors are interested Perfect Communication Private Limited (PCL)
- (iv) Investing party in respect of which the Company is an associate Prism International Private Limited (PIPL)
- (v) Key Management Personnel compensation (including their relatives)

#### (i) Executive Directors

- Mr. Prem Kishan Dass Gupta (Chairman and Managing Director)
- Mr. Ishaan Gupta (Joint Managing Director)

#### (ii) Independent and Non-Executive Directors

- Mrs. Mamta Gupta (Non-Executive Director)
- Mr. Samvid Gupta (Non-Executive Director)
- Mr. Shabbir Hassanbhai (Non-Executive Independent Director)
- Mr. Bhaskar Avula Reddy (Non-Executive Independent Director)
- ${\it Mr. Arun \ Kumar \ Gupta \ (Non-Executive \ Independent \ Director)}$
- Mrs. Shukla Wassan (Non-Executive Independent Director)

#### (iii) Key Management Personnel

- Mr. Sachin Surendra Bhanushali, Chief Executive Officer (from 14th August 2019)
- Mr. Sandeep Kumar Shaw, Chief Financial Officer (from 14th August 2019)
- Mrs. Veena Nair, Company Secretary (from 14th August 2019)
- Mr. R. Kumar, Deputy Chief Executive Officer and Chief Finance Officer cum Company Secretary (till 13 August 2019)

#### (iv) Relatives of Executive Directors

- Mr. Samvid Gupta (Relative of Mr. Prem Kishan Dass Gupta, Mr. Ishaan Gupta and Mrs. Mamta Gupta)
- Mr. Amod Sachin Bhanushali (Relative of Mr. Sachin Surendra Bhanushali)

#### (v) Transaction with Key Mangement Personnel (including relatives)

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Short-term employee benefits                            | 363.89        | 279.86        |
| Post-employment benefits                                | 22.61         | 9.69          |
| Long-term employee benefits                             | -             | 2.86          |
| Sitting Fees to Executive Directors                     | 50.00         | 57.80         |
| Sitting Fees to Non-Executive and Independent Directors | 66.00         | 239.40        |
| Commission to Executive Directors                       | 1,225.00      | 1,525.00      |
| Commission to Non-Executive and Independent Directors   | 163.00        | 110.00        |

#### (vi) Relatives of Key Management Personnel

Mr. Amod Sachin Bhanushali

|              | 31 March 2020 | 31 March 2019 |
|--------------|---------------|---------------|
| Remuneration | 3.40          | -             |
| Total        | 3.40          | -             |

## (vi) Transactions with other related parties

The following transactions occurred with related parties:

|   | Particulars  | Joint Venture Com<br>(CGL/GRFL*) | e Company<br>IRFL*) | Associate Co  | Associate Company (SLL) | Entities in wh<br>have significc<br>entity in whicl<br>interest | Entities in which enterprise<br>have significant control or<br>entity in which directors are<br>interested (PCL)              | Entities in which enterprise<br>have significant control or<br>entity in which directors are<br>interested (PPIPL) | es in which enterprise<br>significant control or<br>in which directors are<br>interested (PPIPL) | Total         | tal           |
|---|--|----------------------------------|---------------------|---------------|-------------------------|---|---|--|--|---------------|---------------|
|   |  | 31-March-2020                    | 31 March 2019       | 31-March-2020 | 31 March 2019           | 31-March-2020   | 31 March 2019 31-March-2020 31 March 2019 31-March-2020 31 March 2019 31-March-2020 31 March 2019 31-March-2020 31 March 2019 | 31-March-2020  | 31 March 2019  | 31-March-2020 | 31 March 2019 |
|   | Investment in CCPS- GRFL   | 1                                | 70,565.69           | ľ             | •                       | •   | 1   | •  | •  | •             | 70,565.69     |
| 2 | Investment in Equity Shares- GRFL  | 1                                | 35.35               | 1             | 1                       | 1   | •   | 1  | 1  | 1             | 35.35         |
| ~ | Dividend received-GRFL   | •                                | 5,217.57            | •             | 1                       |   | '   | 1  | •  | 1             | 5,217.57      |
| 4 | Sale of Tangible Assets  | •                                |                     |               | 246.25                  | •   | •   |  | •  | 1             | 246.25        |
| 5 | Rendering of services (excluding tax)                                      | 1                                | •                   | •             | •                       | 64.20   | •   | •  |  | 64.20         | 1             |
| 9 | Lease rent received  | 1                                | •                   | 6.60          | 6.60                    |   | •   |  | 1  | 6.60          | 6.60          |
| ~ | Dividend paid by GDL   |                                  | •                   | •             |                         | 176.40  | 71.00   | 2,241  | 966  | 2,417.40      | 1,067.00      |
| ~ | Rendering of services by Subsidiary to<br>Associates                       | 1                                |                     | 70.70         | 7.30                    |   | I   | 1  |  | 70.70         | 7.30          |
| 6 | Reimbursement of other Administrative<br>expenses incurred on their behalf | 1.58                             | 0.59                |               |                         |   |   | 1  |  | 1.58          | 0.59          |
|   |  |                                  |                     |               |                         |   |   |  |  |               |               |

\*Considered as Joint Venture till 29th March 2019 and thereafter considered as subsidiary company.

(vii) The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

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|   |   | 31-March-2020 | 31-March-2020 31 March 2019 |
|---|---|---------------|-----------------------------|
| - | Commission Payable to Executive Directors                         | 1,037.25      | 1,372.50                    |
| 2 | Commission Payable to Non- Executive and<br>Independent Directors | 130.52        | 204.65                      |
| m | Advance recoverable   | 6.54          | 4.37                        |
| 4 | Post-employment benefits  | 77.71         | 71.00                       |
| £ | Receivable from Associate   | 0.59          |                             |
|   | Total   | 1,252.61      | 1,652.52                    |
|   |   |               |                             |

(viii) Loans to/from related parties

No loan has been given/ received to/ from any related parties. Note: In the opinion of the management, transactions reported herein are on arm's length basis.

#### Gateway Distriparks Limited

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

## Note 27 Earnings Per Share

The number of shares used in computing Basic and Diluted Earnings per Share is the weighted average number of shares outstanding during the year.

| Particulars  | 31-March-2020     | 31 March 2019 |
|--|-------------------|---------------|
| Profit attributable to the equity holders of the company from continuing operations used in calculating basic/<br>diluted earnings per share                     | 10,851.00         | 36,119.19     |
| Weighted average number of equity shares used as the denominator in calculating basic/ diluted earnings per share  | 1,087.28          | 1,087.28      |
| Basic & Diluted Earnings Per Share for profit from continuing operations attributable to equity holders of the parent: (Face value Rs 10 each)                   | 9.98              | 33.22         |
|  |                   |               |
| Particulars  | 31-March-2020     | 31 March 2019 |
| Profit attributable to the equity holders of the company from continuing and discontinuing operations used in calculating basic/ diluted earnings per share      | 10,302.61         | 36,512.85     |
| Weighted average number of equity shares used as the denominator in calculating basic/ diluted earnings per share  | 1,087.28          | 1,087.28      |
| Basic & Diluted Earnings Per Share for profit from continuing and discontinuing operations attributable to equity holders of the parent: (Face value Rs 10 each) | 9.48              | 33.58         |
| Darticulars  | 31-M-rch-2020     | 010C dareh 15 |
| rarticulars  | 3 I-Mar CII- 2020 | 31 March 2019 |
| Profit attributable to the equity holders of the company discontinuing operations used in calculating basic/ diluted earnings per share                          | (548.39)          | 393.66        |
| Weighted average number of equity shares used as the denominator in calculating basic/ diluted earnings per share  | 1,087.28          | 1,087.28      |
| Earnings Per Share for profit from discontinuing operations attributable to equity holders of the parent: (Face value Rs 10 each)                                | (0.50)            | 0.36          |

### Gateway Distriparks Limited

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### Note 28 Offsetting Financial Assets And Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### Note 29 Assets Pledge As Security

The carrying amounts of assets pledged as security for current and non - current borrowings are :

| Particulars                                  | 31-March-2020 | 31 March 2019 |
|--|---------------|---------------|
| Current Assets                               |               |               |
| First Charge                                 |               |               |
| I. Current Investments                       | 5,973.39      | 3,976.19      |
| ii. Trade receivables                        | 12,976.03     | 12,454.86     |
| iii. Cash and cash Equivalents               | 548.18        | 2,780.07      |
| iv. Bank balances other than above           | 135.86        | 68.49         |
| v.Other financial assets                     | 126.31        | 1,603.28      |
| vi. Other current assets                     | 595.48        | 1,308.35      |
| vii. Contract Assets                         | 153.24        | 538.27        |
| Total Current Assets pledged as Security     | 20,508.49     | 22,729.50     |
| Non-Current Assets                           |               |               |
| First Charge                                 |               |               |
| Property, Plant and Equipment                | 143,247.22    | 101,190.34    |
| Capital Work-in-Progress                     | 542.21        | 159.59        |
| Other intangible assets                      | 2,045.77      | 2,306.94      |
| Other financial assets                       | 1,186.18      | 914.56        |
| Income tax assets (net)                      | 796.10        | 1,239.94      |
| Other non-current assets                     | 2,191.69      | 3,274.53      |
| Total Non-Current Assets pledged as Security | 150,009.17    | 131,081.26    |
| Total Assets pledged as Security             | 170,517.66    | 153,810.76    |

## Note 30 Non-controlling interests (NCI)

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

| Summarised Balance Sheet                | Gatewav Distriparks (Kerala) Limited | (Kerala) Limited                     | Gateway Rail Freight Limited        | reight Limited    | Total         | al            |
|---|--------------------------------------|--------------------------------------|-------------------------------------|-------------------|---------------|---------------|
|   |                                      |                                      |                                     | ņ                 |               |               |
|   | 31-March-2020                        | 31 March 2019                        | 31-March-2020                       | 31 March 2019     | 31-March-2020 | 31 March 2019 |
| Current assets                          | 440.19                               | 327.91                               | 16,322.65                           | 11,545.80         | 16,762.84     | 11,873.71     |
| Current liabilities                     | 430.08                               | 291.60                               | 17,342.15                           | 12,454.14         | 17,772.23     | 12,745.74     |
| Net Current assets/(liability)          | 10.11                                | 36.31                                | (1,019.50)                          | (908.34)          | (1,009.39)    | (872.03)      |
|   |                                      |                                      |                                     |                   |               |               |
| Non-Current assets                      | 7,268.93                             | 6,099.57                             | 90,709.72                           | 126,539.68        | 97,978.65     | 132,639.25    |
| Non-Current liabilities                 | 4,854.85                             | 3,916.41                             | 21,524.55                           | 13,633.27         | 26,379.40     | 17,549.68     |
| Net Non-Current assets                  | 2,414.08                             | 2,183.16                             | 69,185.17                           | 112,906.41        | 71,599.25     | 115,089.57    |
|   |                                      |                                      |                                     |                   |               |               |
| Net Assets                              | 2,424.19                             | 2,219.47                             | 68,165.67                           | 111,998.07        | 70,589.86     | 114,217.54    |
| A                                       | 072 76                               | 00100                                | DO EE                               | 37 00             | 00 1 20 1     | 076 60        |
| Accumulated NCI                         | c/.5/6                               | 891.94                               | cc.06                               | C0.20             | 1,064.30      | 4C.C/A        |
| Summarised statement of profit and loss | Gateway Distripark                   | Gateway Distriparks (Kerala) Limited | Gateway Rail Freight Limited (refer | ht Limited (refer | Total         | al            |
|   | 31-March-2020                        | 31 March 2019                        | 31-March-2020                       | 31 March 2019     | 31-March-2020 | 31 March 2019 |
|   |                                      | CO CTC 1                             | 07 970 70                           |                   | TT 17C 00     | 144 00        |
| Revenue                                 | 1,400.39                             | cU.2/c,1                             | 00,000,000                          | 0.400             | 00,2/1.//     | 1,/11.00      |
| Profit for the year                     | 2.23                                 | 16.39                                | 9,125.81                            | 16.62             | 9,128.04      | 33.01         |
| Total comprehensive income              | 204.72                               | 16.56                                | 9,134.70                            | 16.62             | 9,339.42      | 33.18         |
| Profit allocated to NCI                 | 81.81                                | 6.54                                 | 6.90                                | 0.11              | 88.71         | 6.65          |
|   |                                      |                                      |                                     |                   |               |               |
| Summarised cash flows                   | Gateway Distripark                   | Gateway Distriparks (Kerala) Limited | Gateway Rail Freight Limited (refer | ht Limited (refer | Total         | al            |
|   | 31-March-2020                        | 31 March 2019                        | 31-March-2020                       | 31 March 2019     | 31-March-2020 | 31 March 2019 |
| Cash flows from operating activities    | 484.52                               | 560.91                               | 15,969.45                           | 46.58             | 30,261.68     | 18,875.37     |
| Cash flows from investing activities    | (196.07)                             | (53.54)                              | (8,061.80)                          | 0.59              | (1,851.80)    | 6,004.68      |
| Cash flows from financing activities    | (303.94)                             | (419.09)                             | (10,507.47)                         | ,                 | (33,625.32)   | (27,850.29)   |
|   |                                      |                                      |                                     |                   |               |               |

Note: figures shown above are for the period from date of acquisition to the balance sheet date. Refer note 33

(2,970.24)

(5, 215.44)

47.17

(2,599.82)

88.28

(15.49)

Net increase / (decrease) in cash and cash equivalents

#### Gateway Distriparks Limited Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### Note 31 ISSUE OF RATED LISTED SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES

(a) Nature of Security:

Rated Listed Secured Redeemable Non-Convertible Debentures Rs. 50,000 lakhs (31 March 2019-Rs. 55,000 lakhs) is secured by (i) First ranking pari-passu charge (a) over all the current and future immovable and movable assets of the Company, including land and buildings (b) pledge of fully paid up equity shares of subsidiary GRFL held by the Issuer (c) pledge of Compulsorily Convertible Preference Shares of Gateway Rail Freight Limited (GRFL) held by issuer (ii) Agreement for creation of first ranking sole and exclusive pledge over shareholding of the Company in Snowman Logistics Limited in case series A1 Redemption Event does not occur within 18 months from the deemed date of allotment 28 March 2019 (iii) Future Investments by the Company in any other form in GRFL and Associate Snowman Logistics Limited (iv) Share Pledge of subsidiary Gateway East India Private Limited, (iv) Negative Lien on Shares of subsidiaries Gateway Distriparks (Kerala) Limited and (v) Personal Guarantee of the Promoter in the event series A1 Redemption Event does not occur within 23 (twenty three) months from deemed date of allotment 28 March 2019.

#### (b)Terms of Repayment:

| Rate of interest | 2019-20 | 2020-21 | 2021-22   | 2022-23  | 2023-24  | 2024-25  | 2025-26  | 2026-27  | Total     |
|------------------|---------|---------|-----------|----------|----------|----------|----------|----------|-----------|
| 11.50%           |         |         | 21,500.00 | 4,000.00 | 4,500.00 | 4,500.00 | 4,500.00 | 5,500.00 | 44,500.00 |
| 11.25%           |         |         | 500.00    | 1,000.00 | 1,000.00 | 1,000.00 | 1,000.00 | 1,000.00 | 5,500.00  |
| Total            | -       | -       | 22,000.00 | 5,000.00 | 5,500.00 | 5,500.00 | 5,500.00 | 6,500.00 | 50,000.00 |

(c) The Company has an obligation to redeem A-1, A-2 & A-3 series Non-Convertible debentures amounting to Rs. 27,000 lakhs on April 7, 2021. The Company has prematurely redeemed A-1 series debentures of Rs. 5,000 lakhs on January 20, 2020 from the proceeds of sale of shares of subsidiary Company 'Chandra CFS and Terminal Operators Private Limited'. Furthermore, the Company has redeemed A-1 series debentures of Rs. 6,000 lakhs on May 21, 2020 out of income arising from dividend received from subsidiary 'Gateway Rail Freight Limited'. The balance of A-1, A-2 & A-3 series Non-Convertible debentures amounting to Rs 16,000 lakhs will be redeemed from internal accruals of the Company, dividends received from its subsidiaries, from the net proceeds of the sale of investment and/or by way of raising additional capital in the Company.

#### Note 32 SALE OF SUBSIDIARIES AND ASSOCIATE

- (a) During the quarter ended December 2019, the Company has sold its entire shareholding in its wholly owned subsidiary 'Chandra CFS and Terminal Operators Private Limited' on December 19, 2019 to 'Team Global Logistics Private Limited' for a total consideration of Rs. 4,841.49 lakhs resulting into a profit of Rs. 808.39 lakhs, which is shown as exceptional item. Accordingly, Chandra CFS and Terminal Operators Private Limited has ceased to be Company's subsidiary from December 19, 2019.
- (b) The Company has entered into a share purchase agreement on December 27, 2019 for sale of its entire stake of 40.25% in its associate Company 'Snowman Logistics Limited' to 'Adani Logistics Limited' for a total consideration of Rs. 29,591.81 lakhs. The transaction was to be completed before March 31, 2020. The Company has informed Adani Logistics Limited by letter dated May 11, 2020 that the condition for completion of transaction by March 31, 2020 was not met by them, despite the good faith attempts to resolve the matter and therefore the Agreement is not in force due to repudiation thereof by Adani Logistics Limited. Pursuant to the provisions of the share purchase agreement, the Company has initiated arbitration proceedings against Adani Logistics Limited.

Further, the Company is still exploring the possibilities of potential disinvestment of its shareholding in Snowman Logistics Limited and accordingly, the Company has identified investment in Snowman Logistics Limited as "Non current assets classified as Asset held for sale" in accordance with Ind AS 105.

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### Note 33 BUSINESS COMBINATION

#### Summary of acquisition

Till the year end March 31, 2018, Gateway Distriparks Limited held 2,011 lakhs equity shares in Gateway Rail Freight Limited ("GRFL"), a joint venture entity with Blackstone GPV Capital Partners (Mauritius) VH Limited ("Blackstone"). GRFL is a non listed company based in India and engaged in providing Inter modal logistics business solutions.

During last year ended March 2019, the Company had entered into a Share Purchase Agreement for acquiring 1200 lakhs Compulsory Convertible Preference Shares ("CCPS") and 100 Equity Shares held by Blackstone in GRFL. The transaction was concluded for a total consideration of Rs. 70,565.69 Lakhs with the final payment being made on March 29, 2019 and details of the payments are mentioned below. On March 29, 2019, the Company also purchased 99,798 equity shares from other minority shareholders for Rs. 35.45 Lakhs. Accordingly, after acquiring the CCPS and the equity shares, GRFL became a subsidiary to the Company with effect from March 29, 2019 and the shareholding of the Company in GRFL is 99.93% as on March 31, 2019.

Details of payment made to Blackstone GPV Capital Partners (Mauritius) VH Limited towards purchase of CCPS and Equity Shares

| Date              | Number of CCPS purchased (in lakhs) | Equity Shares | Amount    |
|-------------------|-------------------------------------|---------------|-----------|
| October 04, 2018  | 218                                 | -             | 12,499.27 |
| February 01, 2019 | 53                                  | -             | 3,079.07  |
| March 29, 2019    | 929                                 | 100           | 54,987.35 |
| Total             | 1,200                               | 100           | 70,565.69 |

Details of purchase consideration, the net assets acquired and goodwill are as follows:

| Particulars                  | Amount    |
|------------------------------|-----------|
| Consideration paid           | 70,601.14 |
| Total Purchase consideration | 70,601.14 |

The assets and liabilities recognised as a result of the acquisition are as follows:

|     | Particulars   | Fair value recognised<br>on acquisition |
|-----|---|---|
|     | ASSETS  |   |
|     | Non Current assets                                      |   |
| (a) | Property, plant and equipment                           | 122,011.00                              |
| (b) | Capital work-in-progress                                | 159.59                                  |
| (C) | Other intangible assets                                 | 2,306.94                                |
| (d) | Other Financial Assets                                  | 660.72                                  |
| (e) | Income tax assets (net)                                 | 948.05                                  |
| (f) | Other Non-Current Assets                                | 558.61                                  |
|     | Current assets  |   |
| (g) | Financial assets  |   |
|     | (i) Investments   | 2,221.45                                |
|     | (ii) Trade Receivables                                  | 7,966.74                                |
|     | (iii) Cash and Cash Equivalents                         | 355.66                                  |
|     | (iv) Bank Balances other than (iii) above               | 2.86                                    |
|     | (v) Other Financial Assets                              | 403.29                                  |
| (h) | Other Current Assets                                    | 741.25                                  |
|     | Total Assets  | 138,336.16                              |
|     | LIABILITIES   |   |
| (a) | Borrowings  | 12,677.23                               |
| (b) | Deferred Tax Liabilities (Net)                          | 785.64                                  |
| (C) | Government Grant  | 479.98                                  |
| (d) | Trade Payables  | 4,820.78                                |
| (e) | Other Financial Liabilities                             | 5,005.42                                |
| (f) | Employee Benefit Obligations                            | 744.17                                  |
| (g) | Other Current Liabilities                               | 1,814.50                                |
|     | Total Liabilities                                       | 26,327.72                               |
|     | Net identifiable net assets/(liabilities) at fair value | 112,008.44                              |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### **Calculation of Goodwill**

| Particulars  | Amount       |
|--|--------------|
| Consideration transferred                                    | 70,601.14    |
| Non-controlling interest in the acquired entity              | 83.60        |
| Acquisition date fair value of previously held equity shares | 71,189.40    |
| Less: Net identifiable net assets/(liabilities)<br>acquired  | (112,008.44) |
| Goodwill   | 29,865.70    |

The Group elected to recognise the non-controlling interest at its proportionate share of acquired net identifiable assets. The fair value of trade receivables amounts to Rs. 7,966.74 lakh, net of provision for doubtful receivables. No further credit impairment is expected in the trade receivables and it is expected that the full contractual amounts can be collected. The goodwill comprises the value of expected synergies arising from the acquisition. None of the goodwill recognised is expected to be deductible for income tax purpose. Difference of investment of 61.27% in GRFL at fair value on the date of acquisition with value of investment as per equity accounting up to the date of acquisition has been recorded as gain in relation to deemed sale of investment in JV. From date of acquisition on March 29, 2019, GRFL has not contributed significantly to revenue and profit before tax from continuing operations of the Group. If the business combination had taken place at the beginning of the year, revenues would have been higher by Rs. 86,402.41 lakh and the profit before tax from continuing operations for the Group would have been higher by Rs. 6,257.75 lakhs.

Purchase consideration-cash outflow

| Particulars                                | Amount    |
|--|-----------|
| Consideration                              | 70,601.14 |
| Less: Balances acquired                    |           |
| Cash                                       | (355.66)  |
| Bank overdraft                             | 369.64    |
| Net outflow of cash - investing activities | 70,615.12 |

#### Acquisition related costs

In addition to consideration for additional stake for aforesaid acquisition of Rs. 70,601.14 lakh, acquisition related legal costs, consultant fees and other costs amounting to Rs. 823.93 lakh were expensed and are included in other expenses.

#### Note 34 EXECEPTIONAL ITEM

|   | 31-March-2020 | 31 March 2019 |
|---|---------------|---------------|
| Gain on acquisition recognised pursuant to acquisition of Subsidiary-Gateway Rail Freight Limited<br>(Exceptional item represents gain on fair valuation of existing stake in GRFL, i.e. fair valuation of existing 61.27%<br>stake in GRFL on the date of acquisition (March 29, 2019) of additional 38.66% stake from the other JV partner<br>(Blackstone GPV Capital Partners (Mauritius) VH Limited) amounting to Rs. 70,601.14 lakhs). | -             | 28,047.98     |
| Gain on sale of Subsidiary-Chandra CFS & Terminal Operators Private Limited (refer note 32(a))  | 808.39        | -             |

## Note 35 Interest In Other Entities

## (a) Subsidiaries

The group's subsidiaries at 31 March 2020 are set out below unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

| Name of the entity   | / Country of<br>incorporation | Ownership interest held by the group | held by the group | controlling interest | interest      | Principal activities                  |
|--|-------------------------------|--------------------------------------|-------------------|----------------------|---------------|---------------------------------------|
|  |                               | 31-March-2020                        | 31 March 2019     | 31-March-2020        | 31 March 2019 |                                       |
| Gateway Rail Freight Limited (refer note 33)                   | India                         | 99.93%                               | 99.93%            | 0.07%                | 0.07%         | 0.07% Inter modal container Logistics |
| Gateway East India Private Limited                             | India                         | 100%                                 | 100%              |                      |               | Inter modal container Logistics       |
| Chandra CFS and Terminal Operators Private Limited (refer note | India                         |                                      | 100%              | 1                    |               | Inter modal container Logistics       |
| Gateway Distriparks (Kerala) Limited                           | India                         | 90%                                  | 90%               | 40%                  | 40%           | 40% Inter modal container Logistics   |

## (b) Interests in associates and joint ventures

Set out below are the associates and joint ventures of the group as at 31 March 2020 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of equity shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

|  |   |                |               |               | Quoted rair value | iir value                   | Larrying Amount             | vmount        |
|--|---|----------------|---------------|---------------|-------------------|-----------------------------|-----------------------------|---------------|
| Name of the entity                                     | Place of business % of Ownership Relationship | % of Ownership | Relationship  | Accounting    | 31-March-2020     | 31-March-2020 31 March 2019 | 31-March-2020 31 March 2019 | 31 March 2019 |
|  |   | interest       |               | Method        |                   |                             |                             |               |
| Snowman Logistics Limited (SLL)                        | India   | 40.25%         | Associate     | Equity Method | 21,218.67         | 22,092.98                   | 14,097.31                   | 14,648.36     |
| Gateway Rail Freight Limited (GRFL) till 29 March 2019 | India   | 50.00%         | Joint Venture | Equity Method |                   |                             |                             |               |
| Container Gateway Limited (CGL)                        | India   | 51.00%         | Joint Venture | Equity Method | 1                 | 1                           | 1                           | 1             |
| Total Equity Accounting Investments                    |   |                |               |               | 21,218.67         | 22,092.98                   | 14,097.31                   | 14,648.36     |

(1) Snowman Logistics Limited is in the business of cold chain and related logistics including storage facilities at cold stores and transportation of temperature controlled and ambient products on behalf of customers. (2) Gateway Rail Freight Limited is in the business of Inter modal container logistics

Commitments and contingent liabilities in respect of associates

| 3 1-Mai CI1-2020 |                                  |
|------------------|----------------------------------|
|                  |                                  |
| 24.00            | 27.75                            |
| 16.86            | 16.86                            |
| 3.02             | 3.02                             |
| 37.08            | 37.08                            |
|                  | 2,080.81                         |
|                  | 24.00<br>16.86<br>3.02<br>3.7.08 |

outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### **Gateway Distriparks Limited**

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

# Summarised financial information for associate

(ii)

The tables below provide summarised financial information for those associates that are material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not Gateway Distriparks Limited's share of those amounts

| Summarised Balance Sheet                        | Snowman Logistics Limited | stics Limited |
|---|---------------------------|---------------|
|   | 31-March-2020             | 31 March 2019 |
| Current assets including cash & cash equivalent | 6,250.71                  | 5,912.02      |
| Non-current assets                              | 57,915.72                 | 50,257.76     |
| Current liabilities                             | 4,819.19                  | 6,234.31      |
| Non-current liabilities                         | 17,378.31                 | 6,431.23      |
| Net assets                                      | 41,968.93                 | 43,504.24     |

## Reconciliation to carrying amounts

|   | Snowman Logistics Limited | stics Limited |
|---|---------------------------|---------------|
|   | 31-March-2020             | 31 March 2019 |
| Opening net assets  | 43,504.24                 | 42,527.87     |
| Profit / (Loss) for the year  | (1,501.10)                | 971.74        |
| Other comprehensive income  | (34.21)                   | 4.63          |
| Closing net assets  | 41,968.93                 | 43,504.24     |
|   |                           |               |
| Groups' share in %  | 40.25%                    | 40.25%        |
| Proportion of the groups ownership interest   | 16,892.49                 | 17,510.46     |
| Less: Adjustment on account of intercompany elimination   | (107.57)                  | (104.91)      |
| Less: Capital reserve   | (2,757.19)                | (2,757.19)    |
| Less: Adjustment for loss not accounted on classification of asset held for sale (refer note 32(b)) | 69.58                     | 1             |
| Carrying amount   | 14,097.31                 | 14,648.36     |
|   |                           |               |

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## Summarised statement profit and loss

|   | Snowman Logistics Limited | stics Limited | Gateway Rail Freight Limited | reight Limited  |
|---|---------------------------|---------------|------------------------------|-----------------|
|   | 31-03-2020                | 31 March 2019 | 31-03-2020**                 | 31 March 2019** |
| Revenue   | 24,020.19                 | 23,254.93     |                              | 86,741.46       |
| Interest Income   | *                         | *             |                              | 74.21           |
| Depreciation and amortisation   | *                         | *             | 1                            | 5,732.31        |
| Interest expense  | *                         | *             | 1                            | 1,460.31        |
| Income tax expenses   | *                         | *             | ı                            | 2,785.65        |
| Profit / (Loss) for the year  | (1,501.10)                | 971.74        | ı                            | 11,132.33       |
| Other comprehensive income  | (34.21)                   | 4.63          | ı                            | (47.58)         |
| Total comprehensive income  | (1,535.31)                | 976.37        | ı                            | 11,084.75       |
| Groups' share in %  | 40.25%                    | 40.25%        | ı                            | 50.00%          |
| Groups share of profit/(loss)   | (548.39)                  | 393.66        | 1                            | 6,091.50        |
| Dividends received  | ı                         | 1             | 1                            | 5,217.56        |
| * indicates disclosures that are not required for investments in associate. | ate.                      |               |                              |                 |

\*\* Values taken till 29th March, 2019 i.e. till the time Gateway Rail Freight Limited (GRFL) was Joint Venture (from 30th March, 2019 GRFL converted

## into subsidiary company). Refer note 33

#### **Gateway Distriparks Limited**

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

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|  | Net assets (total assets minus total<br>liabilities) | ets minus total<br>es) | Share in profit or loss                     | · loss      | Share in other comprehensive<br>income                        | iprehensive<br>? | Share in total comprehensive income                           | hensive income |
|--|--|------------------------|---|-------------|---|------------------|---|----------------|
| Name of the entity in the group  | As a % of<br>consolidated net<br>assets              | Amount                 | As a % of<br>consolidated<br>profit or loss | Amount      | As a % of<br>consolidated<br>other<br>comprehensive<br>income | Amount           | As a % of<br>consolidated<br>total<br>comprehensive<br>income | Amount         |
| Parent   |  |                        |   |             |   |                  |   |                |
| Gateway Distriparks Limited  |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 53.90%   | 71,562.52              | 55.78%                                      | 6,103.13    | 130.26%   | (17.87)          | 59.14%  | 6,085.26       |
| 31-March-2019  | 56.51%   | 75,262.78              | 24.13%                                      | 8,816.47    | 66.14%  | (9.04)           | 24.13%  | 8,807.43       |
| Subsidiaries (groups' share)   |  |                        |   |             |   |                  |   |                |
| Indian   |  |                        |   |             |   |                  |   |                |
| Gateway East India Private Limited   |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 3.16%  | 4,199.76               | 2.06%                                       | 225.00      | 16.04%  | (2.20)           | 2.17%   | 222.80         |
| 31-March-2019  | 3.21%  | 4,276.18               | 0.11%                                       | 39.00       | 28.97%  | (3.96)           | 0.10%   | 35.04          |
| Chandra CFS and Terminal Operators Private Limited                               |  |                        |   |             |   |                  |   |                |
| 31-March-2020 (refer note 32(a))   | 0.00%  |                        | 0.25%                                       | 27.03       | 6.13%   | (0.84)           | 0.25%   | 26.19          |
| 31-March-2019  | 1.45%  | 1,930.03               | -0.17%                                      | (62.17)     | 6.14%   | (0.84)           | -0.17%  | (63.01)        |
| Gateway Distriparks (Kerala) Limited   |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 1.10%  | 1,454.51               | 1.13%                                       | 123.85      | 7.43%   | (1.02)           | 1.19%   | 122.83         |
| 31-March-2019  | 1.00%  | 1,332.52               | 0.03%                                       | 10.68       | -0.73%  | 0.10             | 0.03%   | 10.78          |
| Gateway Rail Freight Limited (refer note 33)                                     |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 52.88%   | 70,192.26              | 83.36%                                      | 9,119.42    | -64.76%   | 8.88             | 88.71%  | 9,128.30       |
| 31-March-2019  | 50.08%   | 66,684.39              | 0.05%                                       | 16.61       |   |                  | 0.05%   | 16.61          |
| Non-controlling interests in all subsidiaries                                    |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 0.80%  | 1,064.30               | 0.82%                                       | 89.38       | 4.88%   | (0.67)           | 0.86%   | 88.71          |
| 31-March-2019  | 0.73%  | 975.59                 | 0.02%                                       | 6.58        | -0.51%  | 0.07             | 0.02%   | 6.65           |
| Associate (Investment as per equity method)                                      |  |                        |   |             |   |                  |   |                |
| Indian   |  |                        |   |             |   |                  |   |                |
| Snowman Logistics Limited (Classified as asset held for sale, refernce $32(b)$ ) |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 10.62%   | 14,097.31              | -5.01%                                      | (548.39)    | 0.00%   |                  | -5.33%  | (548.39)       |
| 31-March-2019  | 11.00%   | 14,648.36              | 1.08%                                       | 393.67      | 0.00%   | ı                | 1.08%   | 393.67         |
| Joint Venture  |  |                        |   |             |   |                  |   |                |
| Indian   |  |                        |   |             |   |                  |   |                |
| Gateway Rail Freight Limited (refer note 33)                                     |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 0.00%  |                        | 0.00%                                       |             | 0.00%   |                  | 0.00%   |                |
| 31-March-2019  | 0.00%  |                        | 16.68%                                      | 6,091.49    | 0.00%   |                  | 16.69%  | 6,091.49       |
| Total  |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 69.60%   | 162,570.66             | 55.03%                                      | 15,139.42   | 100.00%   | (13.72)          | 145.75%   | 15,125.70      |
| 31-March-2019  | 73.92%   | 98,425.46              | 41.88%                                      | 15,295.72   | 100.00%   | (13.67)          | 41.87%  | 15,282.05      |
| Adjustments on consolidation   |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | -22.48%  | (29,835.47)            | -43.39%                                     | (4, 747.43) |   |                  | -45.74%   | (4, 747.43)    |
| 31-March-2019  | -96.91%  | (129,046.90)           | 16.22%                                      | 5,922.06    |   |                  | 16.22%  | 5,922.06       |
| Net Total  |  |                        |   |             |   |                  |   |                |
| 31-March-2020  | 100.00%  | 132,735.19             | 11.63%                                      | 10,391.99   | 100.00%   | (13.72)          | 100.00%   | 10,378.27      |
| 31-March-2019  | 100.00%  | 133.155.89             | 58.10%                                      | 36.519.43   | 100.00%   | (13 67)          | 58 08%  | 26 505 76      |

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

## Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

#### 37. Lease

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method as per para C8(c)(ii) of standard. Consequently, the Company recorded the lease liabilities at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised.

On transition, the adoption of the new standard resulted in recognition 'Lease Liabilities' of Rs. 17,049.67 lakhs and 'Right-of-Use' asset of Rs 20,065.18 Lakhs.

The Company has lease contracts for various items of Rakes, Land, Buildings, Operations and Maintenance of Container Freight Station and Terminal in its operations. Leases of Rakes generally have lease terms between 6 and 12 years, Operations and Maintenance of Container Freight Station have lease term of 15 years, while Land, Building and Terminal generally have lease terms between 3 and 60 years.

Following is the summary of practical expedients elected on initial application:

- i) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with similar end date.
- ii) Applied the exemption not to recognise Right-of -Use asset and Lease Liabilities with lease term of 12 months or less at the date of initial application.
- iii) Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease.
- iv) Relied on the assessment of whether leases are onerous immediately before the date of initial application
- v) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Lease liabilities and Right-of-Use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### Reconciliation of Right-of-use assets and Lease Liabilities as on April 1, 2019

| Particulars                        | Amount    |
|------------------------------------|-----------|
| Right-of-use assets                | 20,065.18 |
| Adjustment of prepaid lease rental | 3,015.51  |
| Lease Liabilities                  | 17,049.67 |

Reconciliation between the lease liabilities as at 1 April 2019 with operating lease commitments as of 31 March 2019

|   | Amount    |
|---|-----------|
| Operating lease commitments disclosed as at 31 March 2019                                   | 6,554.66  |
| Discounted using the lessee's incremental borrowing rate at the date of initial application | 3,296.69  |
| Add: Additional lease commitments based on expected extension of the lease term             | 13,752.98 |
| Lease liability recognised as at 1 April 2019   | 17,049.67 |

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

| Particulars          | Rakes    | Land     | Building | Operations and<br>Maintenance of Container<br>Freight Station | Terminal | Total     |
|----------------------|----------|----------|----------|---|----------|-----------|
| As at 01 April 2019  | 4,779.02 | 9,162.84 | -        | 5,144.16  | 979.16   | 20,065.18 |
| Addition             | 3,306.54 | 40.04    | 959.76   | -   | -        | 4,306.34  |
| Depreciation Expense | 1,017.32 | 785.85   | 17.58    | 1,815.59  | 356.06   | 3,992.40  |
| As at 31 March 2020  | 7,068.24 | 8,417.03 | 942.18   | 3,328.57  | 623.10   | 20,379.12 |

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

Set out below are the carrying amounts of lease liabilities and the movements during the period:

| Particulars                  | Total     |
|------------------------------|-----------|
| As at 01 April 2019          | 17,049.67 |
| Addition                     | 4,306.35  |
| Accretion of Interest        | 1,690.14  |
| Payment of lease liabilities | 4,402.86  |
| As at 31 March 2020          | 18,643.30 |
| Current                      | 3,403.08  |
| Non-current                  | 15,240.23 |

The weighted average incremental borrowing rate of 8.95% to 10.25% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

The adoption of standard has resulted in Statement of Profit and Loss for the current period, operating lease expenses changed from rent to depreciation charge for Right-of-Use asset and finance cost for interest accrued on lease liabilities. The effect of this adoption is insignificant on earnings per share. Adoption has also resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments Rs 4,741.36 Lakhs.

Reconciliation for the effects of the transactions on Statement of Profit and Loss for the year ended 31 March 2020 are as follows :

| Adjustments to increase/(decrease) in profit before tax | 31 March 2020<br>(comparable basis) | Changes due to Ind AS 116<br>increase/ (decrease) | 31 March 2020<br>(as reported) |
|---|-------------------------------------|---|--------------------------------|
| Operating expenses                                      | 85,358.10                           | (3,382.60)  | 81,975.50                      |
| Other expenses  | 11,294.50                           | (1,386.79)  | 9,907.71                       |
| Finance cost  | 8,572.79                            | 1,690.14  | 10,262.93                      |
| Depreciation and amortisation                           | 9,336.16                            | 3,992.40  | 13,328.56                      |
| Profit before tax                                       | 10,418.14                           | (913.15)  | 9,504.99                       |

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis:

| Particulars          | 31 March 2020 |
|----------------------|---------------|
| Less than one year   | 4,903.02      |
| One to five years    | 12,073.50     |
| More than five years | 10,780.57     |
| Total                | 27,757.09     |

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.

The following are the amounts recognised in profit or loss:

| Particulars  | 31 March 2020 |
|--|---------------|
| Depreciation expense of right-of-use assets  | 3,992.40      |
| Interest expense on lease liabilities  | 1,690.14      |
| Expense relating to short-term and low value leases (included in other expenses)     | 132.29        |
| Expense relating to short-term and low value leases (included in operating expenses) | 84.13         |
| Total amount recognised in profit or loss  | 5,898.96      |

### Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020 (All amounts in INR lakhs, unless otherwise stated)

38 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

The Micro, Small and Medium Enterprises have been identified by the Group from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of 'The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006' are as follows:

|  | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| i) The principal amount and the interest due thereon remaining unpaid to any supplier  |               |               |
| - Principal amount   | 76.64         | 131.06        |
| - Interest thereon   | Nil           | Nil           |
| <ul> <li>ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment<br/>made to the supplier beyond the appointed day.</li> </ul>                                    | Nil           | Nil           |
| iii) The amount of interest due and payable for the year of delay in making payment (which have been paid but<br>beyond the appointed day during the year) but without adding the interest specified under this act. | Nil           | Nil           |
| iv) The amount of interest accrued and remaining unpaid.   | Nil           | Nil           |
| <ul> <li>v) The amount of further interest remaining due and payable even in the succeeding years, until such date<br/>when the interest dues above are actually paid to the small investor.</li> </ul>              | Nil           | Nil           |

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Group regarding the status of suppliers under the MSMED.

39 Due to outbreak of COVID-19 globally and in India, the Group's management has made an initial assessment of impact on business and financial risks on account of COVID-19. Considering that the Group is in the business of providing inter modal logistics services, operating Container Freight Station (CFS) / Inland Container Depot (ICD) and temperature-controlled warehousing storage services, which are considered under Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Group will not be significant. The management does not see any risks in the Group's ability to continue as a going concern and meeting its liabilities including redemption of Non-Convertible debentures as explained in Note 31(c) as and when they fall due. The impact of the Covid-19 pandemic on future business operation of the Group may be different from that estimated as at the date of approval of these consolidated financial statement considering the uncertainty in overall economic environment and the Group will continue to closely monitor any material changes to future economic conditions.

40 The figures for the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.

In terms of our report of even date.

For S.R. Batliboi & Co. LLP Chartered Accountants ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma Partner Membership No.: 96766 Place: Faridabad Date: 05 June 2020 For and on behalf of the Board of Directors Gateway Distriparks Limited

Prem Kishan Dass Gupta Chairman and Managing Director DIN: 00011670 Place: New Delhi Date: 05 June 2020

Sandeep Kumar Shaw Chief Financial Officer Place: Ghaziabad Date: 05 June 2020 Arun Kumar Gupta Director DIN: 06571270 Place: New Delhi Date: 05 June 2020

Veena Nair Company Secretary Place: Mumbai Date: 05 June 2020

## THANK YOU